

FAIRHAVEN COMMUNITY ASSOCIATION (1994) Inc.

211637

ARTICLES OF INCORPORATION

AND

BYLAWS

REVISED APRIL 18TH, 2019

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ARTICLES OF INCORPORATION

Article One – Name of Corporation:

1.1 The name of the organization shall be the **Fairhaven Community Association**.

Article Two – Municipality of Registered Office:

2.1 Saskatoon, Saskatchewan.

Article Three – Class of Membership:

3.1 **Resident Membership** shall be open to any individual, family or household whose principal residence resides within the boundaries of the Association, as set out in Bylaw 1.1 of the Fairhaven Community Association, or whose children attend St. Marks and/or Fairhaven Elementary School.

3.2 **Non-Resident Membership** shall be open to any individual, family or household whose principal residence resides outside of the boundaries, as set out by Bylaw 1.1 of the Fairhaven Community Association, and upon approval of the Board of Directors.

Article Four – Right to Transfer Membership Interests:

4.1 None.

Article Five – Number of Directors:

5.1 A minimum of Three and a maximum of Thirty.

Article Six – Type of Corporation:

6.1 The corporation is a **charitable** corporation.

Article Seven – Restrictions:

7.1 None.

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Article Eight – Dissolution of Corporation:

- 8.1 Upon dissolution or the liquidation of the corporation, all remaining assets of the corporation, after payment of all debts and liabilities shall be donated to:
- a.) A charitable corporation,
 - b.) A registered charity within the meaning of the Income Tax Act (Canada),
 - c.) A municipality,
 - d.) The government of Canada, a government of any province or an agency of any of those governments or
 - e.) Any combination of the bodies as described in **7.1 a.)** through **d.)**.
- 8.2 Any motion towards dissolution must meet the requirements in accordance with the **Non-Profits Corporations Act**.
- 8.3 Any motion that would authorize dissolution of the corporation must be approved by a $\frac{3}{4}$ majority of eligible voters present before it can be implemented.
- 8.4 in the event that the dissolution is approved, a panel of at least three trustees must be appointed to oversee the windup of all outstanding financial affairs of the association in accordance with the following guidelines:
- a.) The trustees shall take all step legally necessary to ensure repayment of any outstanding debts for which the association may be accountable.
 - b.) Assets such as sport equipment acquired with major financial assistance from another organization shall revert back to that organization if it is still in existence.
- 8.5 Any motion for dissolution requires at least Ninety days notice and publication in at least Three local community newsletters, or through a combination of Three written newsletters and website.

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In the event of any question as to the meaning or interpretation of any bylaw of the corporation, the interpretation of the Board of Directors shall be final and conclusive.

Interpretation

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- a.) "Act" means the **Saskatchewan Non-Profit Corporations Act, 1995**, or its successor, as from time to time amended;
- b.) "Articles" means the **Articles of Incorporation** filed pursuant to the Act, as from time to time amended or restated;
- c.) "Board" means Board of Directors of the Corporation;
- d.) "Corporation" or "Association" means the Fairhaven Community Association;
- e.) "Members" means the members of the Corporation;
- f.) "Ordinary resolution" means a resolution passed by a majority of votes cast;
- g.) "Special resolution" means a resolution passed by Two-Thirds of votes cast.

Bylaw One – Community Boundaries

- 1.1 The Corporation has been incorporated to include the Fairhaven community, within the City of Saskatoon, defined by the following boundaries: Bounded on the Northwest at Fairlight Drive; on the East at Fairmont drive and Pendency road; and on the South at Clancy drive and at the railroad tracks. Hereinafter called "the neighborhood".
- 1.2 The mailing address of the Corporation shall be:
 - Fairhaven Community Association
 - PO Box 28075
 - Treaty Six Territory
 - Saskatoon SK S7M 5V8

Bylaw Two – Objectives

- 2.1 To improve the quality of life for Fairhaven residents by planning and providing sport, culture and recreational activities for residents of the community.
- 2.2 To promote community spirit within the neighborhood through the hosting of social activities and the recognition of volunteer community members.

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- 2.3 To bridge the gap between school boards, elected officials, the City of Saskatoon Community Services department.
- 2.4 To raise funds needed to carry out the Fairhaven Community Associations objectives.
- 2.5 To manage and control the assets of the organization and to establish policies and procedures to ensure the effective operation of the association.
- 2.6 To preserve our environment through the use of recycling and purchasing of environmentally sustainable products, whenever possible.

Bylaw Three – Membership

- 3.1 **Resident memberships** and **Non-resident memberships** shall be open to any individual 16 years or older, or family that meets the definition set out in the **Articles of Incorporation 3.1, 3.2.**
- 3.2 Any individual or family shall be considered a member in good standing. A member in good standing is entitled to the rights and privileges of the association. This standing shall be affected by payment of fees, if so stipulated.
- 3.3 Membership in good standing shall be required to take part in any leisure programming offered by the association.
 - 3.3.1 Memberships from other associations shall be honored, with the power to refuse another associations membership being at the discretion of the Board of Directors.
- 3.4 Membership fees shall be set by the Association’s Board of Directors.
 - 3.4.1 Memberships shall be paid annually at a set date, if stipulated by the Board of Directors.
 - 3.4.2 The Board of Directors shall have to authority to waive fees, on a case by case basis.
- 3.5 Membership Cards shall be issued, on an annual basis, upon request.
- 3.6 A member is not liable in his/her individual capacity for any debt or liability of the Association.

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- 3.7 The Association should, where deemed necessary, subsidize the activity and membership fees of Community Association members.

Bylaw Four – Board of Directors

- 4.1 The business of the association shall be managed by the Board of Directors. The Board will be elected from the membership as follows:

- PRESIDENT
- VICE-PRESIDENT
- SECRETARY
- TREASURER
- INDOOR CO-ORDINATOR
- OUTDOOR CO-ORDINATOR
- NEWSLETTER CO-ORDINATOR
- SOCCER CO-ORDINATOR
- BASKETBALL CO-ORDINATOR
- RINK CO-ORDINATOR
- WEBSITE/SOCIAL MEDIA CO-ORDINATOR
- DIRECTORS AT LARGE (UP TO 10)

- 4.1.1 The Board of Directors may also have one representative for each school Parent Council in the neighborhood as a voting member.

- 4.1.2 Each member of the board is entitled to a maximum of One vote, regardless of how many positions they hold on the Board.

- 4.2 The Board of Directors shall meet together once a month, at least 8 times per calendar year.

- 4.3 Four executive officers shall constitute a quorum to conduct executive meetings for the Association.

- 4.4 All matters put to the Board of Directors shall be determined by majority vote and in the case of a stalemate, the president may exercise their voting privileges to break the tie.

- 4.5 Any executive officer who, for any reason, ceases to hold office shall return all documents, books, records, funds or property of the Association, to the Association President within One month of the date that executive officer ceased to hold office.

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- 4.6 The following community representatives shall be ex-officio (non-voting) members of the Board and not be used in the calculation of determining whether quorum has been met:
- The Principals of St. Mark's and Fairhaven Schools,
 - the City of Saskatoon Community Services Department Community Consultant,
 - the Mayor of Saskatoon,
 - the City Council Member(s), whose ward boundaries fall within the boundaries of the neighborhood,
 - the Member(s) of the Legislative Assembly, whose constituency boundaries fall within the boundaries of the neighborhood and
 - The Member(s) of Parliament, whose riding boundaries fall within the neighborhood.
- 4.7 The Board is expected to attend, to the best of their ability, meetings, functions and special events of the Association and where possible notify the Chairperson if they cannot attend.
- 4.8 Term of office shall end June 30th. May and June shall be used as a training period for new executive positions.

Bylaw Five – Powers of the Board of Directors

- 5.1 The Board shall have all the power to do all things necessary to successfully operate the organization and be empowered to:
- a) Administer the fund of the Association, including approval of all fundraising projects, in such a matter and for such purposes as it may decide are beneficial to the well-being and advance the Association's objectives.
 - b) Expel from the Association any member for infraction of the Association deemed as grievous misconduct.
 - c) Accept any resignation of a member of the Board.
 - d) Ensure that the objectives of the Association be carried out and that the Association is operated on a non-political and non-sectarian basis. The objectives of the Association shall be carried out without monetary gain to individual members. Any profits shall be used to promote its objectives.
 - e) Committees, either standing or temporary, can be created to guide and complete Association tasks.
 - f) Make such rules and regulations regarding the use of Association facilities and activities as they may deem necessary.

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- 5.2 All Directors are entitled to One vote, regardless of number of positions on the Board they may hold. The meeting chair will hold their vote in case of the need to break a tie vote. A chair must cast their vote to continue discussion, where possible, and vote down the motion at hand if continued discussion is not an option. The chair will not create a majority where a majority does not already exist.
- 5.3 There must be Board approval on all non-budgeted expenditures over \$100.00
- 5.4 The Association shall cooperate or form partnerships with other associations/agencies for the purposes that are beneficial to the advancement of the Associations objectives.
- 5.5 A Director is entitled to receive notice of, to attend and be heard at every meeting of the Association.
- 5.6 Duties of the Executive Office shall be carried out according to the descriptions and outline in the **Job Description Manual**.

Bylaw Six – Election of the Board of Directors

- 6.1 Elections of the Board of Directors shall be held at the Annual General Meeting by all present that meet the definitions as set out in the **Articles of Incorporation 3.1, 3.2**.
 - 6.1.1 The Board of Directors shall have the power to fill any vacancies in the positions as described in **Association Bylaw 4.1**.
- 6.2 The Board of Directors shall be duly elected for a Two-year term at the Annual General Meeting, on the rotation as follows:

Odd Years	Even Years
President	Vice-President
Secretary	Treasurer
Basketball Coordinator	Soccer Coordinator
Indoor Coordinator	Outdoor Coordinator
Newsletter Coordinator	Rink Coordinator
Website/Social Media Coordinator	

- 6.3 Executive Directors at Large shall be elected annually for a one your term, expiring at the Annual General Meeting.

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- 6.4 All members who meet the definitions as set out in the **Articles of Incorporation 3.1, 3.2** will be eligible to take office or become a candidate for office.
- 6.5 Election of new Directors shall be by secret ballot upon request by any one member of the Association, or in the case of a contested nomination.
- 6.6 Every Member is entitled to One vote. No proxy votes will be accepted.
- 6.7 If deemed advisable by the Board, more than one person can be elected to share an Elected position.
- 6.8 Nominations will be accepted from the floor of the Annual General Meeting.

Bylaw Seven – Meetings of the Community Association

- 7.1 There shall be One Annual General Meeting of the Association in each calendar year, to be held in the Month of May.
- 7.2 The Annual General Meeting shall be open to all residents within the Association's designated boundaries as set out in **Bylaw 1.1**.
- 7.3 Notice of the time and place of Annual General Meetings or Special General Meetings shall be published, not less than 15 days or more than 50 days before the meeting.
- 7.4 The order of business of the Annual General Meeting shall be as follows:
 - 1. Call to Order
 - 2. Adoption of Agenda
 - 3. Review/Adoption of minutes of previous Annual General Meeting
 - 4. Reports of Executive and Committee
 - 5. Old Business
 - 6. New Business
 - 7. Election of Officers
 - 8. Adjournment
- 7.5 The President or his/her appointee shall act as Chairperson of the Annual General Meeting

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- 7.6 Special General Meetings shall be held if:
- a) Deemed necessary by the Board of Directors or;
 - b) Requested by way of written requisition signed by not less than 10% of the population of the Neighborhood. The requisition must clearly state the nature of the business proposed to be transacted. The meeting shall be held not less than Fifteen days and not more than Fifty days from receiving the requisition.

Bylaw Eight – Voting

- 8.1 Amendments to the **Articles of Incorporation** and **Association Bylaws** must be passed by a 2/3 majority of members present, who meet the requirements of **Articles of Incorporation 3.1, 3.2**, at the Annual General Meeting.
- 8.2 Each Member is entitled to One vote, regardless of number of positions on the Board they may hold.
- 8.3 The meeting chair will hold their vote in case of the need to break a tie vote. A chair must cast their vote to continue discussion, where possible, and vote down the motion at hand if continued discussion is not an option. The chair will not create a majority where a majority does not already exist.
- 8.4 Voting shall be by show of hands unless secret ballot has been requested.
- 8.5 Voting on General business may be exercised by way of social media or email, when urgent matters are needing to be addressed and cannot be delayed until the next scheduled general business meeting.
- 8.5.1 Notices must be sent out to all Executive Members of the board with as much notice as possible.
 - 8.5.2 Any business which is dealt with by way of social media or email shall be reported on at the next scheduled meeting of the Board of Directors.
 - 8.5.3 Online votes must be seconded and passed by a majority of current Executive members.

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Bylaw Nine – Financial Affairs

- 9.1 All Fees, revenue and grants payable to the association shall be kept in an account, in the name of the Association, at such a bank or credit union as the executive may determine. All financial obligations incurred by the Executive in the name of the Association shall be paid therefrom.
- 9.2 All cheques, drafts and other negotiable or non-negotiable instruments shall be valid when signed by Two designated signing officers.
 - 9.2.1 The Board of Directors shall appoint up to Four designated signing authorities, one of which must be the Treasurer.
- 9.3 All property of the Association shall be the responsibility of the Executive. A detailed Inventory of all property valued at over \$100.00 shall be kept at all times.
- 9.4 The Fiscal year of the Association shall commence at the beginning of March and end at the end of February.
- 9.5 The Executive shall, before the end of each fiscal year, appoint a qualified individual, who is not a member of the executive, to review all financial activities of the Association to present each year at the Annual General Meeting of the Association.
- 9.6 A financial statement of the Association shall be presented at each meeting of the Board of Directors.
- 9.7 All expenditures over \$500.00 shall be presented to a General Business Meeting of the Association and approved by the Board of Directors or the membership at large.
- 9.8 All expenditures over \$1000.00 shall be submitted to the Board of Directors not less than Thirty calendar days prior to a scheduled General Business Meeting.

Bylaw Ten – Pledging of Credit

- 10.1 No Executive member of the Association shall have the power to pledge the credit of the Association or to enter into a contract or an agreement on behalf of the Association, wherein the Association is or will be obligated for sum that has not been approved by the Association's Board of Directors.

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Bylaw Eleven – Cooperation with Other Associations/Agencies

- 11.1 The Association shall cooperate with other Agencies in the City of Saskatoon having similar duties and powers and may do such things as are not inconsistent or in conflict with provision of the **Articles of incorporation** or **Association Bylaws** that it considers necessary in cooperating with those associations.
- 11.2 The Fairhaven Community Association shall honor other Association’s memberships for the purpose of registering in the Association’s various provided leisure programs.

Bylaw Twelve – Amendments

- 12.1 The Board of directors may, by resolution, make, amend or repeal any **Association Bylaws** or policies that regulate the activities of the Association
 - 12.1.1 All resolutions enacted will be brought before the membership, at the next Annual General Meeting for ratification
 - 12.1.2 Resolutions failing ratification will be null and void and the preexisting **Association Bylaw** will be reinstated.
 - 12.1.3 Except in the case of the first **Association Bylaws**, every **Association Bylaw**, amendment or repeal thereof, effective date shall be stated.
- 12.2 Proposed amendments to the **Articles of Incorporation** must be submitted in writing to the Board of Directors not less than Thirty days prior to the Annual General Meeting of the Association.
 - 12.2.1 Full details of the amendment to the **Articles of Incorporation** must be made available in writing, to the Board of Directors not less than Thirty days prior to an Executive meeting.
 - 12.2.2 Amendments to the **Articles of Incorporation** shall require at least 2/3 majority of the votes cast at the Annual General Meeting.
 - 12.2.3 No amendments to the **Articles of incorporation** will be considered in effect until the Association has filed the amendments with the Corporate Registry.

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12.2.4 Amendments to the **Articles of Incorporation** passed by the membership at the Annual General Meeting must be filed by the executive not more than Sixty days following approval.

Bylaw Thirteen – Disputes and Liabilities

13.1 In the event of any disputes as to the meaning of any resolution or any bylaw passed, the interpretation of the Executive shall be final and binding.

13.2 No member of the Board of Directors or member of the Association shall be held personally liable for any debts, liabilities or legal action brought against the Association.

Bylaw Fourteen – Dissolution of the Association

14.1 In the event of a liquidation or dissolution of the Association's remaining property, after payment of all debts and liabilities, shall be distributed in accordance with **Articles of Incorporation 8.4**.