



## **Weston Village Residents' Association Constitution**

**Approved by the WVRA Executive on October 19, 2022**

### **1. Establishment**

The name of the Association is the Weston Village Residents' Association (WVRA), and it was established on May 20, 2010.

### **2. Status**

The Weston Village Residents' Association (WVRA) is a non-profit and non-partisan Association.

### **3. Boundaries**

The boundaries of the Association shall be the neighbourhood within the City of Toronto with the border of Highway 401 to the north, the Humber River to the west, Jane Street to the East, and Edmund Avenue to the south.

### **4. Mission**

Mobilize and encourage the generosity and talents of the community to foster a diverse, inclusive, and vibrant Weston for all.

### **5. Vision**

A Weston that celebrates its history, natural beauty, and people and embraces its potential.

### **6. Objectives**

The Association will achieve this mission through its pursuit of the following objectives:

- i) Providing a forum for the discussion of issues, and, as far as possible, for consensus on the best interests of the community, and bringing the conclusions to public attention;
- ii) Cooperating with and supporting other community organizations in community activities and projects and the pursuit of common interests;
- iii) Keeping the community informed about available activities and opportunities which may be of benefit to the residents of Weston Village;

- iv) Initiating social, educational, recreational, and other new programs as shall be deemed desirable from time to time.

## **7. Fiscal Year**

The Fiscal Year of the Association shall begin on January 1 of each year and end on December 31 of the same year.

## **8. Eligibility**

**8.1** All residents who live within the boundaries as defined in Section 3 of this Constitution ("Official Boundaries") and are 18 years of age or older are eligible to be a Member of the WVRA by providing full name, street address, postal code, and email address.

**8.2** A person who is not a resident within the Association's area may be considered for Membership by applying in writing to the Secretary of the Board. The Board will decide whether to admit the applicant. In general, the Association intends that admittance is limited to persons who wish to make a particular contribution to the work of the organization by volunteering for committees or offering to stand for election of the Board (subject to restrictions on the maximum number of non-resident directors in accordance with Section 12.1).

**8.3** Individuals who are not residents living within the boundaries defined in Section 3 above and operating a business within the boundaries can be Associate Members of the WVRA. At the discretion of the Board, they may be invited to become a Member of the Association.

**8.4** To be a Member in good standing, the Member must have registered for Membership as specified in 8.1.

**8.5** All Members older than 18 years of age in good standing have the right to vote at all General or Special Meetings.

**8.6** All Members older than 18 years of age in good standing have the right to stand for a position of office.

**8.7** WVRA Members are free to stand for public office. Members who are also on the Board of Directors and Executive must take a leave of absence for the duration of their campaign. The leave must be submitted to the Secretary of the Board. Should the campaign be successful, a resignation in writing would be required to be submitted to the Secretary of the Board.

**8.8** The Membership Year shall be the same as the Fiscal Year.

**8.9** Membership shall cease:

- i) If the Member resigns by written notice given to the Secretary;
- ii) If the Member no longer qualifies for Membership in accordance with the Bylaws; or

- iii) If the Membership has been terminated by a vote of at least two-thirds (66%) of the Board of Directors; including the Executive.

**8.10** A vacancy on the Board of Directors and/or Executive Committee shall be filled as follows:

- i) A quorum of Directors/Executives may fill a vacancy among the Directors.
- ii) If there is a quorum of Directors, or there has been a failure to elect a minimum number of Directors as set out in Article 12.1, the Directors in office shall, without delay, call a special meeting. This meeting may be called by any member.
- iii) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by majority vote.
- iv) If the vacancy occurs on the Executive Committee, nominations may be made as per the "Nomination of Executive Committee" process in Section 17.

## **1. Annual General Meeting**

**9.1** The Annual General Meeting shall be held once during the Fiscal Year of the Association on a day and location fixed by the Board. Any Member, upon request, shall be provided, not less than ten (10) days before the Annual General Meeting, with a copy of the year-end financial statements or other financial information required by the Bylaw.

**9.2** The business transacted at the Annual General Meeting shall include:

- i) Receipt of the Agenda;
- ii) Discussion of activities proposed for year to come;
- iii) Presentation of Financial Statements;
- iv) Election of Board of Directors; and
- v) Any other business that may properly be brought before the meeting.

## **10. Special Meetings**

The Board of Directors may, from time to time, call a Special Meeting of the Association. The Board shall call a Special Meeting of the Association if at least ten (10) percent of the Members in good standing of the Association request that such a Meeting be called.

## **11. Notice of Meetings**

**11.1** Notice of the Annual General Meeting or Special Meeting shall be given to the Members by the Secretary at least ten (10) days before the day of the meeting. The notice shall specify the business to be attended to at the subject meeting.

**11.2** Sufficient notice shall be deemed to have been complete by:

- i) Transmitted by email to the email address as recorded in the Association's records; or
- ii) Posted on the home page of the Association's website.

**11.3** Quorum for the Annual General Meeting or for a General or Special Meeting, shall be at least fifteen (15) percent of the Membership of the Association present in person at the beginning of the meeting.

**11.4** Each Member in good standing is entitled to one vote at any meeting of Members. When there is a tie without the Chair's vote, the Chair can vote to break the tie and thereby pass the motion. But if the Chair abstains from voting, the motion is lost.

**11.5** Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct.

**11.6** There shall be no proxy voting.

## **12. Board of Directors (formerly Steering Committee)**

**12.1** The affairs of the Association shall be managed by a Board of Directors (the "Board"). The Board shall be comprised of a maximum of twenty-five (25) Directors plus (4) U18 young adults. In addition, there shall be no more than three (3) Associate Members on the Board. The Board shall, at all times be comprised of a minimum of fifteen (15) Directors.

**12.2** The Board of Directors shall be elected by a majority of the Members in good standing of the Association attending the Annual General Meeting.

**12.3** The Board of Directors shall establish and elect from among the Board of Directors and Executive Committee of the Board, consisting of the Chair, two Vice-Chairs, Secretary, Treasurer, Communications, and two (2) additional Board of Director members without portfolio, who have been in good standing for more than two (2) years on the Board.

**12.4** The Chair shall preside over the meetings of the Association.

## **13. Nomination and Election of Directors**

**13.1** A Member of the Association may be nominated by another Member and seconded by a third Member for election to the Board of Directors. The nomination may be submitted in writing to the Association's Secretary at any time within two (2) months, but not less than two (2) weeks prior to an Annual General Meeting.

**13.2** Nominees are strongly encouraged to submit, with the nomination, a written bio, not exceeding one hundred (100) words. The nominations and bios will be circulated

to the Members before the Annual General Meeting with the notice of the Annual General Meeting.

**13.3** Nominations from the floor are not accepted during Annual General Meetings.

**13.4** Should the number of nominees exceed the maximum allowable number of positions on the Board, Election of the Directors at the Annual General Meeting shall be conducted by secret ballot.

**13.5** In extraordinary circumstances, if a vacancy occurs on the Board due to members removing a Director, the Board may fill the vacancy by majority vote at the next meeting of the Board of Directors.

#### **14. Committees of the Board**

The Board may from time to time appoint any other committee or committees that it considers necessary or appropriate. The committee or committees may include Members from the Board and Members at large including Associate Members of the Association. The Board shall, when appointing any committee, set out the purpose, term, and accountability.

#### **15. Meetings of the Board of Directors**

**15.1** All meetings of the Association shall be conducted in a manner that encourages free expression and exchange of ideas and opinions.

**15.2** The Board shall meet at least six (6) times during a fiscal year.

**15.3** Meetings of the Board may be called by the Chair, the Vice-Chair, Secretary, or any two (2) Members of the Board.

**15.4** Notice of the meetings of the Board shall be given to Directors at least seven (7) days prior to the date of the meeting. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled and communicated, no additional notice is required.

**15.5** A quorum for a meeting of the Board shall be two-fifths (40%), but not less than eight (8) of the Directors, of which there must be at least the Chair or the Vice-Chair, and/or any two (2) of the other Members of the Executive Committee. Once quorum has been obtained the quorum shall be deemed to continue.

**15.6** Every Director is expected to attend two thirds (66%) of scheduled Board meetings in each year. Failure of a Director to attend the minimum number of Board meetings may, at the discretion of the Board, result in the removal of the Director.

**15.7** Decisions shall be consensus-based to the extent practicable. Other matters which consensus has not been reached after discussion, in which circumstances, a Director (or Directors) may make a motion to be voted upon by the Board or Executive Committee, as the case may be.

**15.8** The Directors shall vote on any resolution arising at any meeting of the Board. A simple majority of votes shall decide the resolution. When there is a tie without the Chair's vote, the Chair can vote to break the tie and thereby pass the motion. If the Chair abstains from voting, the motion is lost.

**15.9** A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

**15.10** When the committee hosts a politician or political representative, the discussions must remain non-partisan, and should keep on topic and relevant to Weston and should not be perceived as electioneering or campaigning. These will be enforced by the Chair of the meeting.

## **16. Executive Committee**

**16.1** The Executive Committee of the Association shall consist of the Chair, two (2) Vice-Chairs, Secretary, Treasurer, Communications, and two (2) additional Board of Director members without portfolio.

**16.2** The Executive Committee shall review and make recommendations to the Board on all matters related to the Association's activities, including but not limited to its strategic direction, organizational structure, finances, promotion, organizing of events, and responses to issues that are pertinent to fulfilling its Mission Statement and Objectives.

**16.3** The Executive Committee shall have and may exercise the powers of the Board in the management and conduct of the affairs of the Association in accordance with any direction or restrictions provided in the Board's resolution.

**16.4** The Executive Committee shall have the following duties:

- i) Chair - Preside over all meetings of the Association and of the Board, when present in person and able; have general supervision of the affairs of the Association; sign all Bylaws and execute any documents with the Secretary; act as the spokesperson on behalf of the Association; and perform any other duties which the Board may, from time to time, assign;
- ii) Vice-Chairs - Exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; act as the spokesperson on behalf of the Association in the absence of the Chair; and perform any other duties which the Board may, from time to time, assign;
- iii) Secretary - Keep and maintain the records and books of the Association, including a registry of Directors and Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board; the Bylaws and resolutions; certify copies of any records, registry, Bylaw,

resolution or minute; give any notices required for the Annual General Meeting, General Meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign;

- iv) Treasurer - Keep and maintain the financial records and books of the Association; countersign all cheques or other payments with the Chair or Vice-Chair, as the case may be; assist the Auditor in the preparation of the Financial Statements of the Association; and perform any other duties which the Board may, from time to time, assign;
- v) Communications - Responsible for inbound and outbound communications, providing direction and maintenance of our social media and online web presence.

## **17. Nomination and Election of Executive Committee**

**17.1** Prior to the first Board of Directors Meeting of its new term of office each year, the Chair or his/her designate shall seek expressions of interest from Directors with two (2) or more years of WVRA Board experience for the positions on the Executive Committee.

**17.2** A Non-Executive member presides over the Executive Committee Election, at which time the slate of interested candidates will be presented, along with any other Directors who may come forward at that time, for nomination and election to the Executive Committee.

**17.3** Should there be more than one (1) Director interested in any of the positions on the Executive Committee, and election of that position shall be conducted at the first Board of Directors Meeting.

**17.4** Should there be a vacancy mid-term, the Secretary shall seek expressions of interest from Directors with two (2) or more years of WVRA Board experience for the position on the Executive. At the next scheduled Board meeting, the election shall take place in accordance to Section 17.2.

## **18. Meetings of the Executive Committee**

**18.1** The Executive Committee of the Board shall meet as needed, and meetings may be called by any two (2) of its members.

**18.2** Notice of the meetings of the Executive Committee shall be given to Members of the Executive Committee at least three (3) days prior to the date of the meeting. The Executive Committee may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Executive Committee may also take place without notice as deemed necessary by the Executive Committee.

**18.3** A quorum for a meeting of the Executive Committee shall be three fifths (60%) of the Executive Committee Members and must include either the Chair or Vice-

Chair, provided that once a quorum has been obtained the quorum shall be deemed to continue.

**18.4** Every Executive Committee Member is expected to attend at least two-thirds (66%) of the scheduled meetings of the Executive Committee in each annual term of office. Failure to attend the minimum number of Executive Committee meetings may, at the discretion of the Board, result in the removal of the Member from the Executive Committee.

**18.5** Decisions of the Executive Committee Members shall, preferably, be based on consensus. However, if there is no consensus, a vote will be required. Decisions shall be made based on simple majority of votes. When there is a tie without the Chair's vote, the Chair can vote to break the tie and thereby pass the motion. If the Chair abstains from voting, the motion is lost.

## **19. Records**

**19.1** All minutes and records of the Association shall be maintained by the appointed Secretary.

**19.2** Agenda items of WVRA Board meetings will be posted to the WVRA website. Any Member of the WVRA, upon written request to the Secretary, may receive a copy of the financial records of the Association.

**19.3** The following records and documents must be kept and **securely** held by the Secretary:

- i) Copy of all Bylaws and special resolution of the Association;
- ii) Register of current Members arranged alphabetically and those persons who have been Board Members within the previous five (5) years;
- iii) The full name, street address, postal code, and email address of each Member/person solely for the purposes of the WVRA;
- iv) Register of Directors showing names, addresses, and contact details solely for the purposes of the WVRA.

**19.4** The Treasurer will maintain proper books of account and accounting records of financial transactions.