

**CASWELL HILL  
COMMUNITY ASSOCIATION**

ARTICLES OF INCORPORATION

And

BYLAWS

Last Revised: August 23, 2019

Ratified by Membership: September 9, 2019

Corporation Number: 204122

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None.

## ARTICLES OF INCORPORATION

### **Article One - Name of the Corporation:**

1.1 The name of this association shall be the Caswell Hill Community Association (CHCA).

### **Article Two – Municipality of Registered Office:**

2.1 Saskatoon, Saskatchewan, Canada.

### **Article Three– Class of Membership:**

3.1 Resident membership shall be open to any individual whose principal residence resides within the boundaries of the Association and who are the age of majority in the province of Saskatchewan.

3.2 Youth membership shall be open to any individual whose principal residence resides within the boundaries of the Association and whose age is less than the age of majority in the province of Saskatchewan.

### **Article Four – Right to Transfer Membership Interests:**

4.1 None.

### **Article Five – Number of Directors:**

5.1 The Board of Directors will include a minimum of five (5) and up to a maximum of fifteen (15) directors.

### **Article Six – Type of Corporation:**

6.1 The Caswell Hill Community Association is a registered Saskatchewan Non-Profit Corporation.

### **Article Seven – Restrictions:**

7.1 None.

### **Article Eight – Dissolution of the Corporation:**

8.1 If the members resolve that the Association can no longer function as a viable organization, temporary suspension or absolute dissolution of the Association may be considered. Such actions should be implemented only after it has been concluded that it is either no longer viable to conduct business of the Association or that no further purpose for the Association's existence can be identified.

- 8.2 Any motion towards dissolution must meet the requirements in accordance to the Non-profits Corporations Act.
- 8.3 Any motion that would authorize dissolution of the Association must be approved by seventy-five percent (75%) majority of members present before it can be implemented.
- 8.4 In the event that dissolution is approved, a panel of at least three (3) trustees must be appointed by members in attendance at the meeting where dissolution was authorized. Trustees must oversee the completion of all outstanding financial affairs of the Association in accordance with the following guidelines:
- (a) The trustees shall take all steps legally necessary to ensure repayment of any outstanding debts for which the Association may be accountable and donate all the remaining assets of the corporation in accordance with Article 8.6 of these bylaws.
  - (b) Assets such as sports equipment acquired with major financial assistance from another organization shall revert to that organization if it is still in existence.
- 8.5 Any motion for dissolution requires at least ninety (90) days notice and publication in at least three (3) written newsletters or through a combination of written newsletters and website (if available).
- 8.6 Upon dissolution of the liquidation of the corporation, all the remaining assets of the corporation after payment of all debts and liabilities shall be donated to:
- (a) A non-profit corporation registered in the province of Saskatchewan;
  - (b) A charitable corporation;
  - (c) A registered charity within the meaning of the income tax act (Canada);
  - (d) A municipality;
  - (e) The government of Canada or a government of any province or an agency of any of those governments; or
  - (f) Any combination of the bodies described in clauses (a) to (e).

## **BYLAWS OF THE ASSOCIATION**

### **Preamble:**

- a. In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Board shall be final and conclusive.
- b. Any work or expression used but not defined has, unless the context otherwise requires, the same meaning as provided in the Not-For-Profit Corporations Act.
- c. Here in after the Caswell Hill Community Association shall be called "the Association" or "CHCA".

### **Bylaw One - Boundaries:**

- 1.1 Caswell Community Hill Association shall include all of the area that lies within the following boundaries of Saskatoon: bounded on the NORTH by 33<sup>rd</sup> Street; bounded on the EAST by Idylwyld Drive; bounded by the SOUTH by 22<sup>nd</sup> Street; and bounded by the WEST by Avenue H.
- 1.2 The permanent address of the Association shall be:  
City of Saskatoon  
Recreation and Community Development Branch  
3130 Laurier Drive  
Saskatoon, SK  
S7L SJ7
- 1.3 The mailing address of the Association shall be:  
PO Box 30011  
RPO 32  
Saskatoon, SK  
S7L 7M6

### **Bylaw Two - Objectives:**

- 2.1 To promote community spirit and wellness by providing recreational, social, cultural, and educational activities and programs for the residents of the community.
- 2.2 To act as an advocate for the residents of the community regarding civic, educational, cultural, and social issues that may affect the residents of Caswell neighbourhood and residents of Saskatoon.
- 2.3 To promote community involvement in the Association and to work in cooperation with the City of Saskatoon and civic minded organizations in improving the quality of life of the people in Caswell Hill and residents of Saskatoon.

### **Bylaw Three – Membership:**

- 3.1 There shall be two classes of membership available:
  - a) Resident membership shall be open to any individual whose principal residence resides within the boundaries of the Association and who are the age of majority in the province of Saskatchewan.
  - b) Youth membership shall be open to any individual whose principal residence resides within the boundaries of the Association and whose age is less than the age of majority in the province of Saskatchewan.
- 3.2 Membership is granted automatically for all members whose principal residence resides within the boundaries of the Association.
- 3.3 A member in good standing is entitled to the rights and privileges of the Association, including holding office.

### **Bylaw Four - Board of Directors:**

- 4.1 The Business of the Association shall be managed by the Board of Directors elected duly from the membership of the Association and shall consist of not less than five (5) or more than fifteen (15) directors.
- 4.2 Under extraordinary circumstances where there are temporarily fewer than five (5) directors on the Board of Directors, a three member executive body may be formed in order to conduct business. This executive body would consist of the:
  - a) President
  - b) Treasurer
  - c) Secretary
- 4.3 Any position may be a co-position / shared position, equaling one vote.
- 4.4 In addition to the directors, City Councillors and Community Consultants from the City of Saskatoon shall be an ex-officio member of the board. The Association's Past-President shall also be an ex-officio member of the board. These positions will have all the rights and privileges of a Board Director with the exception that they shall not have voting powers on motions made.

### **Bylaw Five - Powers of the Board:**

- 5.1 The Board of Directors shall have power to do all things necessary for the successful operation of the organization and be empowered to:

- a) Administer the funds of the Association in such a manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Association;
  - b) Decide to commence or discontinue any form of activity or sport being conducted under the auspices of the Association;
  - c) Suspend from the association any member who is found to be acting in contravention of the objectives of the association, articles of incorporation or bylaws, or for discreditable conduct;
  - d) Accept any resignation and appoint any member of the Association to fill any vacancy occurring for the balance of the term of office until the next Annual General Meeting, at which time an election can be made to fill the position for the remaining term of office;
  - e) Ensure the objectives of the Association are carried out and that the Association operates on a non-political, non-sectarian basis;
  - f) The objectives of the Association shall be carried out without pecuniary gain to individual members; and any profits or accretions of the Association shall be used in promoting its objectives;
  - g) Appoint committees, either standing or temporary (ad-hoc) and prescribe their duties, powers, and duration thereof. Where standing committees are established, terms of reference shall be drafted, approved by the Board, and appended to these bylaws;
  - h) Make such rules and regulations regarding the use of the Association facilities, equipment, and supplies, as they deem necessary;
  - i) Provide bylaws as a supplement to the Articles of Incorporation where deemed necessary; and
  - j) The duties and responsibilities of all members of the Board of Directors should be reviewed on an annual basis, prior to the fall annual meeting, and be revised as required.
- 5.2 The Board of Directors shall act honestly and in good faith with the view to the best interest of the Association and to promote its objectives.
- 5.3 The Board of Directors may appoint members in good standing where necessary to be responsible for specified committees or duties.

**Bylaw Six – Election for the Board of Directors:**

- 6.1 The Association shall be governed by an elected Board of Directors. Elections shall occur at the Annual General Meeting (AGM) of the Association each year. Expiring board terms shall not end until the end of the Annual General Meeting.
- 6.2 Not more than fifty percent (50%) of the Board of Directors should be retired annually.
- 6.3 Newly elected directors shall be elected for a two (2) year term (these being in alternate years).
- 6.4 The Board of Directors shall be elected on a rotational basis of *Even* and *Odd* numbered years.

Even Years	Odd Years
President	Vice President
Treasurer	Secretary
Program Coordinator	Civics Coordinator
Communications Coordinator	Community Safety Coordinator
Member at Large (1)	Member at Large (2)
Member at Large (3)	Member at Large (4)
Member at Large (5)	Member at Large (6)
Member at Large (7)	

- 6.5 Elections shall be by a show of hand unless an alternative voting method is preferred and agreed on by a two-thirds (66%) majority of voting members present. A secret ballot may be utilized if requested by at least two members present during the election.
- 6.6 Every member in good standing (18 years of age or over) is entitled to one vote. There shall be no proxy votes.
- 6.7 Nominations of candidates shall be in accordance with generally accepted rules of order. If necessary, nominations may be made from the floor at the Annual General Meeting provided the nominee consents to stand for election.
- 6.8 If necessary, a Nominating Committee of three (3) shall be appointed by the Board of Directors at least thirty (30) days before the Annual General Meeting.
- 6.9 If needed per 6.8, the Nominating Committee shall try to identify at least one nominee for each position vacant on the Board. Nominations will also be accepted from the floor at the Annual General Meeting.
- 6.10 If one executive holds multiple position titles, they are still only eligible for one vote.

## **Bylaw Seven – Meetings:**

- 7.1 There shall be at least one (1) Annual General Meeting of the Association each calendar year which must be held before the end of December.
- 7.2 Election of Board of Directors shall take place at the Annual General Meeting.
- 7.3 The Annual General meeting is open to all members of the Association in good standing and all residents within the Association's designated boundaries.
- 7.4 Quorum for the Annual General Meeting shall not be less than ten (10) voting members.
- 7.5 The order of business for the Annual General Meeting shall be as follows:
  - a) Notice of the meeting
  - b) Minutes of the previous Annual General Meeting
  - c) Business arising from minutes
  - d) President's Report
  - e) Executive Reports
  - f) Election of Officers
  - g) New Business
  - h) Adjournment
- 7.6 In addition to the Annual General Meeting, the Board of Directors shall hold a minimum of four (4) General Business Meetings per annum.
- 7.7 Quorum to conduct *General Business Meetings* of the Association shall be set at not less than five (5) voting members.
- 7.8 Directors who fail to attend three consecutive *General Business Meetings* in any given year may be removed from their role as a director at the discretion of the Board of Directors.
- 7.8 *Special Meetings* of the Association may also be called when required. Common reasons for such meetings include:
  - a) When deemed advisable by the Board of Directors; or
  - b) When requested in writing by not less than five (5) of the sitting Board of Directors.
- 7.9 Notice of General Business Meetings or Special Meetings shall be published and held no more than thirty (30) days after receiving the request. The notice may take the form as a notice in the Community Association newsletter and or other public media as deemed necessary.
- 7.10 All notices of special meetings shall state specifically the business proposed to be discussed at such meeting and no other business shall be transacted.

- 7.11 General Business Meetings shall be open to the public; however, only members of the Board of Directors may present and vote upon motions related to general business.
- a) All business transacted at meetings, necessary to the day to day operation of the Association, is deemed to be general business.
  - b) All Board members shall be notified of every meeting in hard or electronic or other means with at least five (5) days' notice.
  - c) The Board at any meeting may decide to hold further regular meetings by adopting a resolution stating the day; hour and place of the regular meeting and no further notice of those meetings shall be required.
  - d) In special circumstances, the Board may waive notice of a meeting should an immediate meeting be required. Every effort should be made to contact all board members.
  - e) The president or his/her designate shall preside at meetings of the Association, and at the meetings of the Board.
- 7.12 No special business may be transacted at a meeting of members unless the notice of the meeting states the nature of business in sufficient detail to permit members to consider and render an opinion thereon.

**Bylaw Eight - Voting:**

- 8.1 Amendments to the Bylaws must be passed by at least two-thirds (66%) majority of the members present.
- 8.2 The Association, may, by special resolution at a general or special meeting of the members called, remove any Board member from office in accordance with section 96 points 1, 2, and 3 of the Saskatchewan Non Profits Corporations Act.
- 8.3 Each Association member is entitled to only one vote on each question, even if they may be entitled to more than one vote due to board positions held.
- a) Voting at a meeting shall be by show of hands except where a secret ballot is requested by one (1) member.
  - c) No proxy votes will be allowed.

### **Bylaw Nine – Financial Affairs:**

- 9.1 All fees, revenue and grants payable to the Association shall be kept in an account kept in the name of the Association at such a bank as the Board may determine and all financial obligations incurred by the Board in the name of the Association shall be paid there from.
- 9.2 All cheques, drafts, and other negotiable, or non-negotiable instruments shall be sufficiently signed with two signatures,
- a) *Signing Authority* will be approved for up to four (4) directors. The Association will approve this choice of directors.
  - b) The treasurer shall cause to be kept, proper records and accounts of all transactions.
  - c) The financial statements shall be prepared within five months after fiscal year end in each year and the directors shall meet to approve the financial statements and shall evidence their approval by the signature of the treasurer and the president.
  - d) A copy (hard or electronic) of the financial statement shall be available to each member in good standing upon request.
  - e) A yearly written report of the reviewed financial activities of the Association shall be presented each year to the Information Services Corporation (ISC).
  - f) A written financial statement should be presented at each meeting of the Board of Directors.
- 9.3 All property of the Association shall be the responsibility of the Board and the executive shall see that a correct inventory of property is kept.
- 9.4 The fiscal year of the Association shall be August 1<sup>st</sup> to July 31<sup>st</sup>.
- 9.5 The Board shall, before the end of each fiscal year, appoint an auditor or accountant who is not a member of the Board. It shall be the duty of the auditor or accountant to examine all books and records of the Association and prepare a financial audit or review engagement for the Association to be approved by the membership at the AGM.

### **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 a monetary sum that has not been previously approved by the membership.

**Bylaw Eleven – Cooperation with other Associations/Agencies:**

- 11.1 The Association shall cooperate with other Associations in the City of Saskatoon having similar duties and powers and may do such things as are not inconsistent or in conflict with provisions of the Articles of Incorporation or Bylaws that it considers necessary in cooperating with those associations.
- 11.2 The Association shall honor other association memberships.
- 11.3 The Association should, where deemed necessary and authorized by the Board of Directors, subsidize the activity fees of community association members.

**Bylaw Twelve – Amendments:**

- 12.1 The Board of Directors may, by resolution, make, amend, or repeal any *bylaws or policies* that regulate the activities of the Association.
- a) All resolutions enacted will be brought forward to the membership at the next AGM for ratification.
  - b) Resolutions failing ratification will be null and void and the preexisting resolution will be reinstated and adhered to.
  - c) Except in the case of the first bylaws, every bylaw, amendment or repeal thereof shall state an effective date.
  - d) Bylaws, policies, amendments or repeals are effective from the day of the enacted resolution of the Board.
- 12.2 Proposed amendments to the *Articles of Incorporation* must be in writing and presented to the Board of Directors not less than fifteen (15) days prior to the Annual General Meeting.
- a) Full details of the amendment to Articles must be made available through the notice of the meeting.
  - b) Article amendments shall require at least 2/3 majority of the votes cast at the AGM in order to be ratified.
  - c) No amendments to the Articles of Incorporation are effective until the Association has filed the Article of Amendment with the Corporate Registry.

**Bylaw Thirteen – Disputes and Liabilities:**

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

13.2 No member of the Board of Directors or member of this 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 Associations remaining property, after payment of all debts and liabilities, shall be distributed in accordance with Section 8.6 of the Articles of Incorporation.

**REVISION HISTORY**

<b>Revision Number</b>	<b>Description</b>	<b>Date</b>
1	Original	N/A
2	Updated	February 9, 2010
3	Updated, Reformatted	Ratified September 9, 2019