



NUTANA COMMUNITY ASSOCIATION INC.

ARTICLES OF INCORPORATION

& BYLAWS

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Corporation Number 209168

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# **NUTANA COMMUNITY ASSOCIATION INC. ARTICLES OF INCORPORATION**

## **ARTICLE 1 – NAME**

- 1.1 The name of the organization shall be: "**Nutana Community Association Inc.**", also known as the NCA, hereinafter called the "Association".

## **ARTICLE 2 – REGISTERED OFFICE**

- 2.1 639 Broadway Avenue  
Saskatoon, SK S7N  
1B2

The registered office may be changed to the mailing address of the Association's Treasurer or President. All changes to the location or address of the registered office shall be filed with the Corporate Registry.

## **ARTICLE 3 – MEMBERSHIP**

- 3.1 Membership shall be open to all persons who reside within the Association boundaries, families whose children attend any school located within the Association boundaries, and those whose place of employment's primary address is within Association boundaries. Consideration for membership will be given on a case-by-case basis at the discretion of the Board of Directors.
- 3.2 Non-members may participate in Association activities with priority given to Association members if necessary.
- 3.3 Membership fees will be set annually by the executive with approval of the membership at an Annual General Meeting.

## **ARTICLE 4 – RIGHT TO TRANSFER MEMBERSHIP INTERESTS**

- 4.1 None.

## **ARTICLE 5 – NUMBER OF DIRECTORS**

- 5.1 Minimum of five (5). Maximum of thirty (30).

## **ARTICLE 6 – TYPE OF CORPORATION**

- 6.1 The corporation is a Saskatchewan Non-Profit Corporation.

## **ARTICLE 7 – ACTIVITIES OF THE CORPORATION**

- 7.1 To promote, develop, and organize the educational, recreational, cultural, and social benefits to the community, and to develop the material resources of the community by:
  - a) working in cooperation with the City of Saskatoon's Community

Services Department.

- b) working in conjunction with other organizations and agencies.
- c) raising funds for carrying out and furthering the Association's objectives.
- d) working in cooperation with the Boards of Education.

7.2 To enhance and protect the quality of life in the Nutana community by:

- a) actively promoting community interests through ensuring adherence to community plans and guiding documents.
- b) provide regular meetings for residents to bring forward community concerns.
- c) gathering, compiling, collecting, and using such information as is necessary for the purpose of furthering the objectives of the Association.
- d) providing a means of communication among the membership on subjects falling within the objectives of the Association.
- e) promoting ways and means of allowing each resident to participate actively in the improvement of the district and the enhancement of community life.

## **ARTICLE 8 - DISSOLUTION**

8.1 If the Association Board of Directors concludes that it can no longer function as a viable organization then dissolution may be considered. It should be noted however, that dissolution constitutes liquidation of all the Association's assets and de-registration of its charter. This is a drastic action and should only be implemented if no further purpose for the Association's existence can be identified. Alternatively, it may be desirable to allow the Association to lie dormant until its operation is viable once again.

Proposals of this nature must be tabled at a meeting of the general membership for discussion and approval. Any motion which would authorize dissolution of the Association must be approved by 2/3 majority of eligible voters present before it can be implemented.

8.2 Disposal of Assets: In the event that dissolution is approved, a panel of at least three (3) trustees must be appointed to oversee the wind-up 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 held accountable.
- b) Assets such as sports equipment acquired with major financial assistance from another organization shall revert back to that organization(s). If that organization has ceased to exist, the assets in question shall be disposed of in accordance with subsection (c).
- c) All other remaining assets shall be donated to a charitable or non-profit organization identified and approved by the Association membership at the same meeting in which dissolution was approved. If no such directive is issued, the beneficiary shall be chosen at the discretion of the trustees.

## **NUTANA COMMUNITY ASSOCIATION INC. BYLAWS**

The Board of Directors of the Nutana Community Association Inc. enacts bylaws as follows:

### **BYLAW 1 – PRELIMINARY**

- 1.1 Unless the context otherwise requires, the singular words include the plural and vice versa.
- 1.2 In the event of any dispute as to the meaning of any bylaw or resolution the interpretation of the Board of Directors shall be final and conclusive.

### **BYLAW 2 – COMMUNITY BOUNDARIES**

- 2.1 The Nutana District shall encompass the area of the City of Saskatoon bounded as follows:
  - a) on the north and west by the South Saskatchewan River,
  - b) on the east by Clarence Avenue, and
  - c) on the south by 8<sup>th</sup> Street.

### **BYLAW 3 - MEMBERSHIP**

- 3.1 Membership shall be open to all persons who reside within the Association boundaries, families whose children attend any school located within the Association boundaries, and those whose place of employment's primary address is within Association boundaries. Consideration for membership will be given on a case-by-case basis at the discretion of the Board of Directors.
- 3.2 Non-members may participate in Association activities with priority given to Association members if necessary.
- 3.3 Membership fees will be set annually by the executive with approval of the membership at an Annual General Meeting.
- 3.4 A member is not liable in their individual capacity for any debt or liability of the Association.

### **BYLAW 4 – THE BOARD OF DIRECTORS**

- 4.1 The Association shall be governed by the Board of Directors consisting of Executive Officers, Directors, Directors-at-Large and Appointed Directors as follows:
  - a) Executive Officers
    - i. President
    - ii. Vice-President
    - iii. Secretary
    - iv. Treasurer
  - b) Directors

- i. Program Co-ordinator(s)
- ii. Sport Coordinators: as required
- iii. Civics Coordinator(s)
- iv. Community Garden Coordinator(s)
- v. Newsletter Editor
- vi. Rink Coordinators: Victoria School Rink & Idylwyld Park Rink
- vii. Social Coordinator
- viii. Communications Coordinator
- ix. Volunteer Coordinator
- x. Online Registration Coordinator
- c) Directors-at-Large - as deemed necessary

#### 4.2 Ex-Officio Non-Voting Appointed Liaisons

- a) Albert Community Centre Liaison (approved by City of Saskatoon after NCA recommendation)
- b) Broadway BID Liaison
- c) Marr Residence Management Board Liaison (approved by City of Saskatoon after NCA recommendation)
- d) Local School Liaisons (Nutana Collegiate, Ecole Victoria, and Oskayak High School)
- e) City of Saskatoon Community Consultant

#### 4.3 Any position can be a co-position or shared position.

### **BYLAW 5 – POWERS OF THE BOARD OF DIRECTORS**

#### 5.1 The Board of Directors shall have power to:

- a) do all things necessary for the successful operation of the Association
- b) administer the funds of the Association, including approval of fundraising projects,
- c) decide to commence or discontinue a program
- d) remove from the Board of Directors any Director who fails to carry out duties as stated in the bylaws and policies.
- e) accept any resignation and appoint any member of the Association to fill any vacancy occurring on the Board of Directors until the next Annual General Meeting at which time an election will be held for a Director to fill the position for the remaining term of office.
- f) ensure the objectives of the Association be carried out and that the Association is operated on a non-political and non-sectarian, basis without personal benefit.
- g) appoint committees, either standing or temporary, prescribe their duties, powers, and duration
- h) make rules and regulations regarding use of Association facilities, equipment, and supplies as they may deem necessary.

- 5.2 The Board of Directors may make bylaws, rules, and regulations relating to the administration and operation of the Association by:
- a) outlining the duties of members of the Board of Directors.
  - b) prescribing the amounts of membership fees.
  - c) governing all other matters reasonably necessary for carrying out the administration and operation of the Association.
- 5.3 All property of the Association shall be the responsibility of the Board of Directors and the Board of Directors shall see that a correct inventory of property is kept.
- 5.4 Any member of the Board of Directors who shall for any reason cease to hold office shall return to the Board all documents, records, books, funds, access information, or Association property within thirty (30) days.

## **BYLAW 6 – DUTIES OF THE BOARD OF DIRECTORS & LIAISONS**

- 6.1 President
- a) Presides as chairperson at all meetings of the Board of Directors and the Association;
  - b) Is responsible for preparation of the agenda for meetings or appoints a designate;
  - c) Has signing authority on documents, cheques, and financial approving authority drawing on Association funds;
  - d) Acts as the representative for the Association or appoints a designate;
  - e) Ensures that all Directors are adequately trained in their duties and functions;
  - f) Is ex-officio member of all committees of the Board of Directors and designates jobs to committees.
  - g) Upon completion of your term as President you will assume the role of Past President as outlined in *Bylaw 6.5*
- 6.2 Vice President
- a) In the absence of the President, assumes all authority and responsibility generally designated to the President;
  - b) Assists the President with the leadership and direction of the Association;
  - c) Has signing authority on documents, cheques, and financial approving authority drawing on Association funds;
  - d) Applies for the Community Association Operating Grants.
  - e) Coordinates the Nutana Notable Neighbour Awards
- 6.3 Secretary
- a) Records, preserves, and distributes the minutes of all Board of Directors, General, and Special meetings of the Association;
  - b) Keeps a record of all committees and committee members;
  - c) Keep contact information for all Board of Directors and committee members;
  - d) Ensures all notices of Board of Directors, General, and Special Meetings

are distributed;

- e) Has signing authority on documents, cheques, and financial approving authority drawing on Association funds;
- f) Handles all correspondence as directed by the Board of Directors.

#### 6.4 Treasurer

- a) Keeps regular books and records of the Association's finances;
- b) Has signing authority on documents, cheques, and financial approving authority drawing on Association funds;
- c) Prepares and presents financial statements for meetings of the Board of Directors;
- d) Ensures a reviewed or audited statement of the financial position of the Association is prepared and presented at the Annual General Meeting;
- e) Prepares a budget projection for the Board of Directors' approval at the beginning of each fiscal year;
- f) Files the annual return.

#### 6.5 Past President

- a) Is a member of the executive for a minimum of one year to a maximum of two years following the expiration of their President term;
- b) Provides guidance and support for the President and the Board of Directors;
- c) May assume responsibilities as determined and designated by the Board of Directors;
- d) Chairs meetings in the absence of both the President and Vice President.

#### 6.6 Program Coordinator(s)

- a) Coordinates and manages all recreation activities in cooperation with the Community Services Department and the School Boards;
- b) Appoints and assigns duties to instructors and coaches as required to facilitate programs.
- c) Liaises with the Online Registration Coordinator, Treasurer, Communications Coordinator, Sport Coordinators, and other positions as required.
- d) Liaises with Community Consultant to prepare Leisure Guide Program Listings

#### 6.7 Sport Coordinators – as required

- a) Acts as liaison with the Association and respective sport organization;
- b) Recruits and assigns duties to instructors and coaches as required to facilitate the sports program.

#### 6.8 Civics Coordinator(s)

- a) Represents the Association on matters of civic concern;



- b) Coordinates input from and disseminates information to residents and members on issues that require public opinion and awareness.

6.9 Community Garden Coordinator(s)

- a) Acts as liaison between the community association and the garden members;
- b) Assigns duties to volunteers as may be required;
- c) Organizes registration and membership, collects fees, and assigns plots;
- d) Liaise with Community Services Department at City of Saskatoon.

6.10 Newsletter Editor

- a) Prepares Association newsletters;
- b) Coordinates the printing and distribution of Association newsletters.

6.11 Rink Coordinator(s)

- a) Coordinates the operation of the community outdoor rink
- b) Communicates with the local school and/or Community Services Department at City of Saskatoon;
- c) Supervises all staff and/or volunteers to work at the rink.

6.12 Social Director

- a) Organizes and coordinates social activities and functions as assigned.

6.13 Communications Coordinator

- a) Maintains the Association website including updating information, removing outdated information, and managing regular posts.
- b) Maintain the emails and exchange the passwords for the Board of Directors.
- c) Manage the Association social media accounts.

6.14 Online Registration Coordinator

- a) Updates and maintains the online registration and payment platforms.
- b) Coordinates with the Program & Sport Coordinator(s) and other positions as required.

6.15 Volunteer Coordinator

- a) Promote vacant Board of Director positions.
- b) Manage and maintain a database of volunteers.
- c) Communicate and coordinate volunteers for events as required.

6.16 Directors-at-Large and Appointed Liaisons

- a) Are available for appointment to duties, responsibilities, and committees as deemed necessary by the Board of Directors.

- 6.17 The members of the Board of Directors shall perform other such duties as may be assigned from time to time.

## **BYLAW 7 – GENERAL AND SPECIAL MEETINGS**

### **7.1 Annual General Meeting**

- 7.11 There shall be at least one (1) Annual General Meeting of the Association in each calendar year.
- 7.12 The Annual General Meeting shall be held within four (4) months of the fiscal year end with the date and location of such a meeting fixed by the Board of Directors.
- 7.13 Election of Directors shall be held at the Annual General Meeting, with duties to commence immediately following the adjournment of said meeting.
- 7.14 Meeting notice will be given within the required timeframe as outlined in the Non-Profit Corporation Act, 1995 *Section 125*

### **7.2 Special Meeting**

- 7.21 In addition to the Annual General Meeting, special meetings of the Association shall be held in the following circumstances:
- a) When deemed advisable by the Board of Directors.
  - b) When a written request signed by no fewer than fifteen (15) voting members is presented to the Secretary. The request must clearly state the nature of the business proposed to be transacted at such meeting. The meeting shall be held not less than fifteen (15), and not more than thirty (30) days from receipt of the request.

### **7.3 All notices of special meetings shall state specifically the business proposed to be discussed at such meeting and no other business shall be transacted.**

- 7.31 Notice of an Annual General or Special meeting shall be given to the members by means of newsletter, posters, advertisements, social media, website, or by individual notices as may be decided by the Board of Directors, or by the Association at a General Meeting.
- 7.32 No action taken at a General or Special Meeting is invalid due to:
- a) accidental omission to give any notice to any Member;
  - b) any Member not receiving any notice; or
  - c) any error in any notice that does not affect the meaning.

### **7.4 Quorum and Voting**

- 7.41 No fewer than ten (10) voting members shall constitute a quorum of any Annual General or Special Meeting of the Association.
- 7.42 All members in good standing shall have the right to one vote on any question at a general meeting, except the President who shall have the casting vote in case of a tie.

- 7.43 The business of the Association shall be by majority vote of voting members present at the meeting as indicated by a show of hands.

## **BYLAW 8 – REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

- 8.1 Meetings of the Board of Directors may be held at any time upon reasonable notice and at the call of the President. There shall be a minimum of eight (8) regular meetings per fiscal year.
- 8.2 Meetings of the Board of Directors are open to the general public, but only voting members of the Board of Directors may vote.
- 8.3 Quorum and Voting
- 8.31 Five Board members, two of which must be Executive Officers, shall constitute a quorum to conduct regular meetings of the Board of Directors.
- 8.32 All questions before the Board of Directors shall be determined by majority vote of Directors present. The President shall refrain from voting except in the event of a tie.

## **BYLAW 9 - ELECTIONS**

- 9.1 Elections shall be held annually for half of the Board of Directors as defined below. Group 1 shall retire in even years. Group 2 shall retire in odd years.

### **Group 1 - even years**

President

Secretary

Programs Co-coordinator\*

Civics Coordinator

Community Garden Coordinator

Newsletter Editor

Sport Coordinators

Directors-at-Large (3)

### **Group 2 - odd years**

Treasurer

Vice-President

Programs Co-coordinator\*\*

Rink Coordinators

Social Director

Communications Coordinator

Directors-at-Large (3)

Registration Coordinator

Volunteer Coordinator

*Motion passed in April 18, 2016 AGM: \*added second co-coordinator \*\*changed from coordinator to co-coordinator*

- 9.2 Elections shall occur at the Annual General Meeting of the Association.
- 9.3 All eligible voters who are members in good standing at the time of the Annual General Meeting shall be eligible to take office or be a candidate for office.
- 9.4 Elections of new officers shall be by a show of hands unless the vote is contested or requested.

## **BYLAW 10 – FINANCES**

### **10.1 Fiscal Year**

10.11 The fiscal year of the Association shall be January 01 to December 31.

### **10.2 Cheques and Contracts of the Association**

10.21 All fees, revenue, and grants payable to the Association shall be deposited in accounts kept in the name of the Association at such a financial institution as the Board of Directors may determine. All financial obligations incurred by the Board of Directors in the name of the Association shall be paid there from.

10.22 All cheques and payments drawn on the monies of the Association shall be signed by Executive Officers of the Board. Two (2) signatures and/or approvals are required.

10.23 No two (2) members of the same household shall be signing authorities.

10.24 No signing authority shall sign a cheque or approve a payment for which they are the payee.

10.25 All contracts of the Association must be signed by Executive Officers or by other persons authorized to do so by a resolution of the Board.

### **10.3 Financial Statements**

10.31 Financial statements shall be presented at each meeting of the Board of Directors.

### **10.4 Reviewed Statements**

10.41 The financial records shall be reviewed unless an audit is requested by the Membership at a General or Special Meeting, or by the Board of Directors. A motion to waive the audit will be presented at the General Meeting.

10.42 The Board of Directors shall, before the end of each fiscal year, appoint a reviewer, auditor, or accountant who is not a member of the Board. It shall be the duty of the reviewer, auditor, or accountant to examine all books and records of the Association and prepare a financial statement of the Association to be submitted to the Board of Directors for presentation at the Annual General Meeting.

10.43 The financial statement prepared by the reviewer or auditor shall be certified by two (2) members of the Executive and shall be presented at the Annual General Meeting.

### **10.5 Liability**

10.51 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 11 – CREDIT**

- 11.01 Notwithstanding any other provision of this Constitution, no section or sections of this Constitution shall be deemed to empower or enable the Board of Directors or any officer, member or members of the Association to pledge the credit of the Association or to enter into any contract or agreement on behalf of the Association whereunder the Association is or will become obligated for a sum greater than the existing bank deposits of the Association at that time unless and until such commitment has been specifically authorized by Special Meeting of the Association.