

## **(DRAFT) Constitution of the North Waterloo Area Scouting Property Beneficial Owners Association**

1. Name, Purposes, and Principles
  - a. The name of the Association shall be the "North Waterloo Area Scouting Property Beneficial Owners Association", hereinafter "the Association".
  - b. The Purposes of the Association shall be:
    - i. to promote, maintain and improve the Real Property described in the Indenture made the 2<sup>nd</sup> day of June, 1982 and registered in the Registry Office for Waterloo (No.58) as instrument No.734947 of which the Association is the beneficial owner (Hereinafter "the NW property). The NW property described therein includes: Everton Scout Camp, Camp Mohawk, and North Waterloo Scouthouse;
    - ii. to acquire, and maintain such personal property as is required for the operation, maintenance and improvement of the NW property.
    - iii. in concert with the Service Team of the North Waterloo Area, to sponsor or operate camporees, training events, conferences, group camping, summer camp programs, and other events;
    - iv. to assist the Property Committee of the North Waterloo Area to manage, maintain, and improve the real and associated moveable property associated with the NW property
    - v. To provide support, assistance, and resources to Members of the Association using the NW property;
    - vi. Generally to do all things necessary or requisite for providing and maintaining the Association's property.
  - c. Northern Waterloo Area comprises that part of Waterloo Region, Ontario, Canada known municipally as the City of Kitchener, the City of Waterloo, the Township of Wilmot, the Township of Woolwich and the Township of Wellesley.
  - d. The Association shall operate consistent with the *Ontario Human Rights Code*.
  - e. The Association is a, democratic association accountable to its Members.
2. Membership
  - a. The Members of the Association shall be each Scout Group chartered by Scouts Canada in the North Waterloo Area, or if that Area be dissolved, within the Municipalities listed above.
  - b. Every Member Group must by November 1<sup>st</sup> following the commencement of the financial year demonstrate to the Secretary of the Association that it continue to be Chartered as defined above.
  - c. Any Member Group that fails to provide evidence that it is chartered as aforesaid may continue to send delegates to meetings but such delegates cease to have a vote until evidence of chartering is produced.
  - d. Any Member Group that, within 11 months of the beginning of the financial year, to fails to produce evidence that it is chartered ceases to be a Member Group and may send delegates nor have representatives attend upon any meeting.
3. Representation of Member Groups:
  - a. Each Member Group shall be entitled to elect three voting delegates

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- b. Each Member Group may elect three alternate delegates.
  - c. Each Member Group shall report to the Association Secretary the names of their elected voting delegates and alternates.
  - d. at least one elected Voting Delegate from each Member Group shall be a Youth under the age of 27.
  - e. At any meeting each Member Group shall be entitled to three votes provided that, where more than one delegate is in attendance, at least one of those delegates must be a Youth under the age of 27.
  - f. Every registered member of any Member Group is entitled to attend meetings and ask questions but only the duly authorized Voting Delegates or their alternates may vote.
  - g. Where a Member Group is unable to have its Voting members or Alternates attend, that Group may grant a Proxy for one vote which proxy may be exercised by any Voting member or Alternate of any other Member Group in attendance.
4. Executive Committee
- a. The Executive Committee of the Association shall consist of the following Officers:
    - i. President of the Association
    - ii. Chairman of the property Committee ;
    - iii. Secretary;
    - iv. Treasurer;
    - v. Past President;
    - vi. Not fewer than two and not more than seven committee members at large.
  - b. At the Association's Annual General Meeting, the President, Chairman of the Property Committee, and Treasurer shall be elected for a one-year term.
  - c. An individual may serve a maximum of three consecutive terms in the same position.
  - d. The term of office for an elected Officer begins immediately following the Annual General Meeting at which they are elected and ends immediately following the next Annual General Meeting.
  - e. The Past President shall be the immediate past president or if unwilling to serve any previous past president who is willing and able to serve and if none an additional member at large may be appointed.
  - f. The elected officers shall select and appoint the Secretary and the Committee members at large.
  - g. The appointees shall serve for a one year term and may be re-appointed.
  - h. At least one of the appointed members at large must be a youth member under the age of twenty-seven (27) years
  - i. To be eligible for election as an Officer, a person must be:
    - i. a member of a Member Group or a member of Scouts Canada ordinarily resident in the North Waterloo Area ,
    - ii. 18 years of age or older, and
    - iii. not an employee or contractor of any Scouting organization.

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5. Sub-Committees
  - a. The Executive Committee may establish sub-committees for such purposes as they deem expedient.
  - b. The Executive Committee may appoint such persons to the sub-committees as they deem necessary.
  - c. At least one member of a sub-committee must be a member of the Executive Committee.
6. Finances
  - a. The financial year of the Association shall be from September 1 to the following August 31.
  - b. The Association shall be carried on:
    - i. without purpose of gain for its members,
    - ii. the officers shall serve without remuneration, and
    - iii. any profits or other accretions to the organization shall be used solely to promote its objects.
7. Meetings of Members
  - a. A General meeting shall be a meeting called for the general benefit of the Association. Items may be added to the agenda of a General Meeting by the vote of a majority.
  - b. A Special meeting shall be a meeting called for a specific purpose. No item may be added to the agenda of a Special meeting.
  - c. The Association shall hold an Annual General Meeting at such time as the members shall determine. At each Annual General Meeting, the Association shall:
    - i. Receive and consider the Annual Report, which shall include financial statements reviewed by the Audit Committee;
    - ii. Appoint an Audit committee;
    - iii. Consider any matter placed before it by the Executive or by resolution of any three Member Groups.
  - d. The Association shall hold a General Meeting between the fifth and eighth month after the Annual General Meeting. At this meeting the Association shall consider the budget for the following year, policy revisions and such other matters placed before it by the Executive or by resolution of any three Member Groups.
  - e. A General Meeting of the Association may only be called to order if notice has been sent to every Member Group at least 21 days prior to the meeting.
  - f. The Executive of the Association may call a General or Special Meeting whenever they feel it is needed and shall call a General or Special Meeting upon the written request of three or more Member Groups.
  - g. All General or Special Meetings of the Association shall be held in or within 100 km of North Waterloo Area Scouthouse.
  - h. Quorum: A Meeting of the Association may make binding decisions only where:
    - i. At least one-half plus one of the Member Groups are represented by at least one delegate or proxy delegate.

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8. Extra-Ordinary Actions
  - a. The following are Extra-Ordinary Actions:
    - i. Amending this Constitution.
    - ii. The purchase, sale, or lease of real property.
    - iii. The expenditure of more than \$5,000.00 above the budget allocations for personal or movable property.
    - iv. Entering into an agreement with an outside organization which has effect for more than one year.
    - v. The construction, removal, or renovation of a building for an amount in excess of 25 % of the approved budget cost estimate or over \$5,000 in excess of the budgeted amount, which ever is less.
  - b. Before an Extra-Ordinary Action may be taken, it must be approved by a two-third majority vote at a General or Special Meeting. Notice of the meeting and the proposed Extra-Ordinary Action(s) must be sent to each Member Group at least 21 days prior to the meeting.

Or in the Alternative - NW Property eh!