



Revised March 10, 2021

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## OPERATING BY-LAWS

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### 1. Name

The Corporation shall be known as the *Bathurst Quay Neighbourhood Association* (BQNA).

### 2. Head Office

The head office of the Corporation shall be located at:

Harbourfront Community Centre  
627 Queen's Quay West, Toronto, Ontario, M5V 3G3

Its mailing address is:

524 Queen Street West  
P.O. Box 52458, Toronto, Ontario M5V 3T8

### 3. Purpose

The purpose of the Corporation shall be to assist in improving the quality of individual and community life in the Bathurst Quay Neighbourhood through the advocacy of services programs, Community issues and the maintenance of a representative democratic community organization.

The BQNA shall act as an umbrella organization representing the best interests of the neighborhood in negotiations and communications with neighboring associations, groups, business and non-profit institutions, the media, the general public, and all levels of government.

### 4. Fiscal Year

Unless otherwise ordered by the Board of Directors, the fiscal year shall terminate on the 31st day of December of each year.

### 5. Non-Discrimination

The Corporation shall conduct its activities without discrimination because of race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, sex, sexual orientation, age, marital status, family status, mental or physical disability, income or the receipt of public assistance. The Corporation may take action to ameliorate the conditions of disadvantaged individuals. The Corporation shall abide by the Human Rights Accord, 1981, s.o. 1981, c.53.

### 6. Boundaries

Geographic boundaries for the BQNA shall extend from Coronation Park in the west to Spadina Avenue in the east, and from the south side of Lakeshore Boulevard to Lake Ontario. Residential buildings included in the BQNA are listed in "Attachment A".

## 7. Membership

There are three levels of Membership within the BQNA:

- a) Executive Committee: The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Members of the Executive Committee will be selected by the Board of Directors and approved by the General Membership at the BQNA.
- b) Board of Directors: The Board of Directors shall be appointed by the Housing Complexes, as defined in "Attachment A". Each Complex shall appoint a voting and a non-voting (alternate) Director.
- c) General Membership: All residents of the Bathurst Quay Neighbourhood are eligible to be members of the BQNA by virtue of being residents of their Housing Complex. The Board of Directors may set and collect annual membership fees provided such fees do not limit participation by all members of the Neighbourhood. The fees shall be payable by each Housing Complex and not by the individual members. The Housing Complexes are identified in "Attachment A" to these By-laws.

## 8. General Meetings

- a) All General Meetings of the BQNA shall take place in the City of Toronto, Ontario, and as determined by the Board of Directors.
- b) Special meetings may be called by the Chairperson to deal with matters requiring immediate attention.
- c) Notice of any General Meeting of the BQNA shall be given to members by delivering notices to the offices of the Housing Complexes recognized as members of the BQNA at that time, and by posting notices on bulletin boards within the Housing Complexes at least ten days prior to the date of the meeting.
- d) A quorum for General Meetings shall be as defined in "Attachment C" to these By-laws, depending on the number of Housing Complexes recognized as members of the BQNA at any given time.
- e) At General Meetings the membership shall receive reports from the Board of Directors and committees; receive and review annual reports and financial statements; and vote on any resolution which may be brought forward by the Board of Directors.
- f) A simple majority (fifty percent plus one) is necessary for the adoption of a resolution. In a General Meeting the Chairperson does not have a casting vote and a tie vote is a defeated resolution.

## 9. Board of Directors

- a) The business of the Corporation shall be under the management and direction of the Board of Directors, which may exercise all of the powers of the Corporation unless the By-laws expressly require any act to be done or decision to be made by meetings of the General Membership.
- b) The Board of Directors shall at all times act in accordance with the Articles of Incorporation, the By-laws, agreements, policies and rules of the Corporation.
- c) The Board of Directors may act only by the decision of a duly constituted meeting of the Board, or of the members.
- d) The duties of the Board of Directors shall be to supervise and direct all aspects of the operation and management of the Corporation including, but not limited to:
  - i. Providing direction for and supervising the activities of the committees and receiving their reports,
  - ii. Meeting a minimum of six times per year and reporting to the General Membership at an Annual General Meeting,
  - iii. Securing funding and ensuring the appropriate accountability to all sources of financial support,
  - iv. Ensuring the performance of all legal and other obligations of the Corporation,
  - v. Representing his/her building's residents views and concerns to the BQNA board, and vice versa; this can include speaking at the Housing Complex's General Members' meetings and Board meetings,
  - vi. Publicizing BQNA activities to the residents of her/his Housing Complex,
  - vii. Representing the BQNA at other community meetings and in liaison with other groups and our political representatives,
  - viii. Helping to recruit volunteers for standing Committees and special events; upon retiring from the BQNA Board, helping to recruit a successor as Director.
- e) The Board shall serve without remuneration and no person shall be a Director of the Corporation if:
  - i. They are under eighteen years of age,

- ii. They are an undischarged bankrupt or are a mentally incompetent person,
  - iii. They are not a resident of one of the Housing Complexes of Bathurst Quay as defined in “Attachment A”.
- f) Decisions and resolutions of the Board of Directors shall be made by a single vote from each Voting member (or the Alternate, if the Voting member is absent) of the Board present at the meeting where said decision or resolution is put forward for a vote, and provided enough Board members are present to constitute a Quorum.

#### 10. Board of Director Meetings

- a) The Board of Directors shall meet at the call of the Chairperson or upon application to the Secretary, in writing, by three or more members of the Board of Directors.
- b) The meetings of the Board of Directors shall be open to all general members who may also request to address the Board, but who have no voting privileges.
- c) The Board shall meet at least six times per year.
- d) The *Roberts Rules of Order* shall govern all meetings of the general membership and the Board of Directors.
- e) All meetings of the Board of Directors shall take place in the City of Toronto.
- f) A quorum for Board Meetings shall be as defined in “Attachment B” to these By-laws, depending on the number of Housing Complexes recognized as members of the BQNA at any given time.

#### 11. Elections of Board Members (Building Representatives)

- a) Each Housing Complex, as defined in “Attachment A”, shall be entitled to appoint one voting and one non-voting director to the Board of Directors of the BQNA. Both appointees are expected to attend the meetings and aid in the decision-making and the work of the committee. When both directors are present, they shall inform the chair who the voting director is at the beginning of the meeting. It is recommended that each Housing Complex select its representatives through an internal election by the residents of that complex. Each Housing Complex will determine their own process for deciding which appointee will vote at meetings.
- b) The commencement of the term of office of a Director shall be the first day of the month following their appointment by their building board.
- c) In the event that a Housing Complex fails to appoint or elect a Director, then that Housing Complex will be deemed to have opted out of the BQNA for that year. In such an event individual residents of the complex shall still be entitled to participate in BQNA activities and shall be eligible to sit on committees and sub-committees of the BQNA. However, they shall not be eligible to vote at General Meetings and shall not be eligible to serve on the Board of Directors. The BQNA shall offer to assist the residents, their board, residents’ association or a majority vote of their members.
- d) The term of office for a Director shall be for one year, though each Director is entitled to stand for re-election at the end of that period. The maximum period for which a Director may serve is five years, unless that person is returned by acclamation.

#### 12. Executive Committee/Officers of the Board

The Board of Directors shall elect or appoint an Executive Committee to serve as Officers of the Board – consisting of a Chairperson, Vice-Chairperson, Secretary, and Treasurer - annually or more often as may be required.

The Chairperson and Vice-Chairperson must be Directors. The other Officers need not be Directors, provided they are a resident of the Housing Complexes as defined in Attachment “A”, are over eighteen years of age, and are not an undischarged bankrupt or are a mentally incompetent person. An Officer may not serve in the same position for three successive years.

- a) **Chairperson:** The Chairperson shall be a Director of the Corporation and shall convene and preside over all General Meetings of the BQNA and shall convene all meetings of the Board of Directors.

The Chairperson shall be the Official representative of the BQNA, with the advice and consent of the Board of Directors, in dealings with all other organizations except when otherwise provided for by appointment or election.

- b) **Vice-Chairperson:** The Vice-Chairperson shall be a Director of the Corporation and shall assist the Chairperson and fulfill the Chairperson's duties in the absence of the Chairperson.
- c) **Treasurer:** The Treasurer shall collect all monies of the BQNA. All receipts of the BQNA must be kept on deposit in a Credit Union, Chartered Bank or Trust Company. The Treasurer shall be required to report on the current financial status of the Corporation – and provide official receipts and notices of all transactions from the prior period– at each Board of Directors meeting, or to the Chairperson and Vice-Chairperson immediately upon request.
- d) **Secretary:** The Secretary shall keep the minutes of all official meetings of the BQNA. The Secretary shall also keep the Constitution and Operating By-laws and shall attend to the correspondence of the office. The minutes of all meetings shall be posted for public access in the office of the BQNA and on the BQNA's official website.

The Secretary shall be required to keep an official copy of the BQNA Operating By-Laws, and ensure that the Operating By-Laws are reviewed annually, updated as necessary, and approved by the Board of Directors and the General Membership as required.

- e) **Signing Officers:** The Chairperson, Vice-Chairperson, and Treasurer shall be the Official Signing Officers of the Corporation. All disbursements of the BQNA must be made by cheque and signed by the Treasurer and one other Official Signing Officer.

Contracts shall be signed on behalf of the Corporation by two of the Official Signing Officers.

Small disbursements (under \$50) may be made by petty cash, and the amounts reconciled with the Treasurer in a timely manner by receipt. All Petty Cash disbursements from the prior period shall be reported by the Treasurer at the Board of Directors meetings.

### 13. Removal of Officers

The Board may, by resolution passed by majority of the Directors, remove any officers from office. Notice of any meeting where it is intended to propose such a resolution be given to all Directors at least seven days in advance of the meeting. Such notice shall be given to the officer concerned, who shall be entitled to attend the meeting of the Board and make representations.

### 14. Standing Committees

- a) Standing Committees may be struck by the Board of Directors from time-to-time and shall consist of volunteers from the membership and the community at large.
- b) All committee activity will be guided by the policies of the Board.
- c) One member of the Board of Directors shall sit on each committee and shall report back to the Board on that committee's recommendations.
- d) Ad hoc committees may be appointed by the Board of Directors from time-to-time to deal with specific issues. Members may be selected by the Board of Directors to represent the BQNA on outside (ie. non-BQNA) committees.

### 15. Voting

A simple majority (fifty percent plus one) of those members who are present is necessary for the adoption of a resolution. In a **Board Meeting**, in the event of a tie vote, the Chairperson shall have the casting vote. In a **General Meeting**, a tie vote is a defeated resolution.

### 16. Amendments

- a) These By-laws may be amended by the Board proposing and approving the amendment which shall then be brought to the members for ratification at the next General Members Meeting. Notice of the Amendment shall be delivered to the offices of the Housing Complexes at least ten days prior to the date of the meeting.

- b) A two-thirds majority of the voting members present at the General Meeting is required to pass the amendment to these By-laws.

#### **17. Quorum**

- a) A quorum **for Board meetings** shall be as defined in “Attachment B”, depending on the number of Housing Complexes recognized as members of the BQNA at any given time.
- b) A quorum **for General Meetings** shall be as defined in “Attachment C”, depending on the number of Housing Complexes recognized as members of the BQNA at that time.

#### **18. The Property of the BQNA**

The assets including the real property shall be held in the name of the BQNA. All title deeds and other documents relating to the property shall be kept in the custody of the Board of Directors. The assets of the BQNA, including the real property, may not be released, mortgaged or sold, nor can any additional real property be purchased without the prior approval of the Board of Directors.

#### **19. Dissolution**

The BQNA can only be terminated by a resolution of the Board of Directors which is subsequently ratified by a two-thirds majority vote of the general membership at a General Meeting held for the purpose of dissolution. If the BQNA is terminated all its assets, including funds, equipment, properties and endowments shall be distributed to one or more charitable organizations of Canada having similar objectives to those of the BQNA.

#### **20. Funding**

The BQNA is a fully non-profit and volunteer-based organization. The BQNA may undertake various activities from time-to-time with respect to raising additional funds provided that the activities and funds meet with the approval of the Board of Directors, serve a specific purpose, and benefit the neighborhood as a whole.

The BQNA may also consider and agree to accept offers of additional funding from outside organizations provided the offers meet with the approval of the Board of Directors, serve a specific purpose, benefit the neighborhood as a whole, and are free of any encumbrances, endorsements, official affiliations, or obligations – explicit or implicit.

#### **21. Communications**

The Chairperson shall be the Official representative of the BQNA, with the advice and consent of the Board of Directors, in dealings with all other organizations except when otherwise provided for by appointment or election.

All official communication on behalf of the BQNA – including but not limited to letters, email, website content, official releases, contact with media, institutions, and governments - must be reviewed and approved by the Board of Directors.

The Chairperson or Vice-Chairperson may speak publically on behalf of the BQNA and must report back to the Board of Directors on any such communications. Members formally selected by the Board of Directors to serve as BQNA representatives on outside or ad hoc committees may speak on behalf of the BQNA provided they represent the best interests of the BQNA and the prevailing view of the Board of Directors, and must report back to the Board of Directors in a timely manner.

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**“ATTACHMENT A”**

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The following are defined as individual Housing Complexes which, when occupied, are eligible for membership in the BQNA:

1. Tip Top Condominiums – 637 Lakeshore Blvd W.
2. Harbour Channel Co-op – 633 Lakeshore Blvd. W.
3. Arcadia Housing Co-op – 680 Queen’s Quay W.
4. South Beach Marina – 28-38 Stadium Road
5. Toronto Community Housing Corporation – 25 Bishop Tutu
6. Toronto Community Housing Corporation – 679 Queen’s Quay W.
7. Harbourside Co-op – 22 Bishop Tutu Blvd.
8. Windward Housing Co-op – 34 Little Norway Crescent
9. Atrium on Queen’s Quay – 650 Queen’s Quay W.
10. Queen’s Harbour, 600 Queen’s Quay W.
11. 500 Queen’s Quay, 500 Queen’s Quay W.
12. 550 Queen’s Quay, 550 Queen’s Quay
13. King’s Landing, 460 & 480 Queen’s Quay W
14. Quay West, 90 Stadium Road

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**“ATTACHMENT B”**

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Definition of Quorum for **Board** Meetings

Number of Housing Complexes which are members	Number of Directors required for Quorum
4	3
5	3
6	4
7	4
8	5
9	5
10	6
11	6
12	7
13	7
14	7

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**“ATTACHMENT C”**

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Definition of a Quorum for **General** Meetings

A general meeting shall require at least **thirty** members to be present with at least the following numbers of Housing Complexes being represented:

No. of member Housing Complexes	No. of Housing Complexes required for Quorum
4	3
5	3
6	4
7	4
8	5
9	5
10	6
11	6
12	7
13	7
14	7