

**I. Definitions****North Waterloo Locale**

The Cities of Kitchener and Waterloo, and the Townships of Woolwich, Wellesley, and Wilmot, all in the Province of Ontario, Canada.

**North Waterloo Property**

The Real Property commonly known as Everton Scout Camp, Camp Mohawk, and North Waterloo Scout House. Said property is described in Instrument Number 734947 (Indenture of June 2, 1982) registered at the Registry Office for Waterloo (No. 58).

**Member Group**

A group that is a Member of the Association as defined in this Constitution.

**Delegate**

A person who is a Member of, and represents and votes on behalf of a Member Group at meetings of the Association.

**Youth**

A person who is a youth participant in a youth program operated by a Member Group.

**II. Name, Purpose, and Principles**

## 1. Name

The name of the Association shall be the "North Waterloo Scout Property Association", hereinafter "the Association".

## 2. Purpose

The Purpose of the Association shall be to support the Scout Movement in North Waterloo Locale with respect to the North Waterloo Property by taking actions including, but not limited to:

- a. Providing a communication link between the Member Groups and the persons working directly to manage the North Waterloo Property.
- b. Finding resources, human, fiscal, and tangible, to support the actions of the Association.
- c. Providing direction regarding the management of the North Waterloo Property.
- d. Providing appropriate and responsible stewardship for the North Waterloo Property.

## 3. Accountability

The Association is a democratic association accountable to its Member Groups.

**III. Membership**

## 1. Eligibility

A Scout Group is eligible for Membership in the Association if it meets all of the following conditions:

- a. It is chartered at a location within North Waterloo Locale.
- b. It carries on Scouting programs under its own name.

## 2. Annual Registration

Prior to every Annual General Meeting, every Member Group must provide a written declaration stating that they continue to be eligible for Membership as defined above. Any Member Group that does not do so ceases to be a Member Group.

## 3. Honorary Members

For the purpose of honouring persons who have made a significant contribution to the Association and/or to Scouting, the Association may name individuals as Honorary Members. This designation has effect for life.

**IV. Executive Committee**

## 1. Role

The Executive Committee is responsible to the Member Groups for providing leadership and ensuring that the desires of the Member Groups are identified and carried out with respect to the Purpose of the Association.

## 2. Quorum

Meetings of the Executive Committee may only be carried on if more than half of the members of the Executive Committee are present.

## 3. Composition

The Executive Committee of the Association shall consist of the following:

- a. President
- b. Secretary
- c. Treasurer
- d. Youth Representative
- e. Past President
- f. Five (5) Members at Large

## 4. Liaison

The Executive Committee will select persons from among its own membership to liaise with whatever groups it deems necessary.

## 5. Elections

At the Association's Annual General Meeting, each member of the Executive Committee, except the Past President, shall be elected for a one-year term.

## 6. Term duration

The term of office for an elected member of the Executive Committee begins immediately following the Annual General Meeting at which they were elected and ends immediately following the next Annual General Meeting.

## 7. Term limit

An individual may serve a maximum of three consecutive terms as an elected member of the Executive Committee in the same position.

## 8. Past President

The Past President shall be the most recently past president who is willing and able to serve. If no such person can be found, a person shall be elected at the next General Meeting.

## 9. Vacancy

If a vacancy of an elected office occurs during a term, a replacement shall be elected at the next General Meeting. If an office so is filled within 180 days of the previous Annual General Meeting, the replacement is deemed to have served a term for the purpose of eligibility for re-election. Otherwise they are deemed to have not served a term for the purpose of eligibility for re-election.

## 10. Eligibility

To be eligible to be a member of the Executive Committee, a person must be all of the following:

- a. A volunteer Member of Scouting.
- b. 18 years of age or older.

## 11. Youth Representative

Notwithstanding the above, the Youth Representative shall be a Youth who has attained the full age of 13 years.

## 12. Remuneration

The members of the Executive Committee shall serve without remuneration.

**V. Committees**

## 1. Establishment

The Executive Committee may establish committees from time to time and define their terms of reference and membership.

## 2. Liaison

Each committee created by the Executive Committee shall have at least one member of the Executive Committee as a member. This member of the Executive Committee shall serve as a liaison between the committee and the Executive Committee. The President is an ex-officio member of all committees.

**VI. Finances**

## 1. Financial Year

The financial year of the Association shall be from September 1 to the following August 31.

## 2. Non-profit Status

The Association shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives.

**VII. Meetings of Members**

## 1. Annual General Meeting

The Association shall hold an Annual General Meeting between one (1) and four (4) months after the end of the financial year. At this meeting, the Association shall:

- a. Receive and consider the Annual Report, which shall include financial statements reviewed by the Audit Committee.
- b. Appoint the Audit Committee.
- c. Elect the Executive Committee and Honorary Members.
- d. Choose the date for the Semi-Annual General Meeting.
- e. Review the Association's progress and provide direction to the Executive Committee.
- f. Consider any other matter that may lawfully come before the meeting.

## 2. Semi-Annual General Meeting

The Association shall hold a Semi-Annual General Meeting between six (6) and ten (10) months after the end of the financial year. At this meeting the Association shall:

- a. Approve the budget for the following year.
- b. Choose the date for the Annual General Meeting.
- c. Review the Association's progress and provide direction to the Executive Committee.
- d. Consider any other matter that may lawfully come before the meeting.

## 3. Special General Meetings

The Executive of the Association may call a Special General Meeting whenever they feel it is needed and shall call a Special General Meeting upon the written request of three or more Member Groups.

## 4. Location

All General Meetings of the Association shall be held in North Waterloo Locale or on North Waterloo Property.

## 5. Notice

A General Meeting of the Association may only be carried on if a Notice of Meeting has been sent to every Member Group at least 21 and not more than 28 days prior to the meeting. This notice must include the date, time, location, and agenda of the meeting.

## 6. Delegates

Each Member Group is entitled to send to any General Meeting one Delegate. Each Delegate has one vote.

## 7. Quorum

A General Meeting of the Association may only be carried on if more than half of the Member Groups are represented.

## 8. Commissioner's Team Representative

The North Waterloo Area Commissioner's Team may send a representative with voting privileges to any General Meeting.

## 9. Property Committee Representative

The Property Committee for the North Waterloo Property may send a representative with voting privileges to any General Meeting.

**VIII. Extra-Ordinary Actions**

1. Requiring majority

The actions listed below may only be taken following approval by a majority vote at a General Meeting.

- a. Expenditure above budget of more than \$2000.
- b. Entering into an agreement with an outside organization which has effect for more than one year.
- c. Any significant deviation from the directions given to the Executive Committee. Significant deviations include, but are not limited to, the construction, removal, or renovation of a building or other significant structure, or removing a tree or branch over 30 cm in diameter. This restriction does not apply to acts urgently required to address a serious safety issue.

2. Requiring two-thirds

The actions listed below may only be taken following approval by a two-thirds vote at a General Meeting. A Notice of Motion for these must have accompanied the Notice of Meeting.

- a. Amending this Constitution.
- b. The purchase, sale, or lease of real property.
- c. Removal or reinstatement of a Member Group's membership.
- d. Removal of a member of the Executive Committee.

Approved May 26, 2005