

**Wellington on the Lake Residents Association Inc.
GOVERNANCE AUTHORITIES POLICY
Approved by the Board of Directors – 11 August 2017**

1.0 Purpose

1.1 The purpose of the Governance Authorities Policy is to spell out the Corporation’s commitment to make, amend and repeal articles of incorporation, by-laws, policies and procedures according to the requirements of the *Canada Not-for-Profit Corporations Act*.

1.2 The goals of this policy are to:

- (a) reinforce the governance framework of the Corporation;
- (b) outline the roles and responsibilities of the By-laws Committee; and
- (c) provide members with procedures that guide their contributions to the Corporation’s decision-making process.

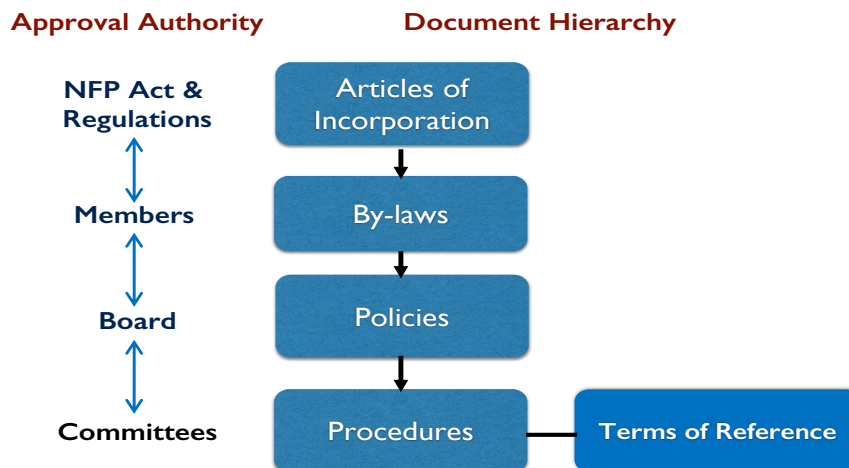
2.0 Authority

2.1 As stated in By-law 4.01, the Board of Directors is responsible for managing the affairs and activities of the Corporation which includes the approval of by-laws, policies and procedures to guide the delivery the programs and services of the Corporation.

2.2 As described in Section 6 of the By-laws, the Board delegates the responsibility for evaluating the governance framework and processes to the By-laws Committee.

3.0 Governance Framework: Documents and Definitions

Governance Framework



- 3.1 Articles of Incorporation – is the constitution or charter¹ that sets out the basic legal information required to create WOLRA Inc. as a separate legal entity under the *Canada Not-for-Profit Corporations Act*.
- 3.1.1 Any proposal to amend or repeal an article of incorporation is defined as a fundamental change as described in By-law 10.03.
- 3.1.2 Members who are entitled to vote at an Annual General Meeting (AGM) may propose to make a fundamental change to the Articles or By-laws as described in section 5.0 below.
- 3.1.3 The proposed amendment must be set out as a Special Resolution² in the notice of a members meeting³ at which a fundamental change is to be considered.
- 3.1.4 A fundamental change comes into effect on the date shown on a certificate of amendment issued by the Canadian government ministry responsible for the *Act* and *Regulations*.
- 3.2 By-laws – are the high-level rules for organizing and governing the Corporation and regulating its affairs or activities, as explained in the *Canada Not-for-Profit Corporations Act*, PART 10 BY-LAWS AND MEMBERS (i.e. paragraphs 152-171).
- 3.2.1 The Board may by resolution make, amend or repeal any by-laws except for fundamental matters as described in By-law 10.03.
- 3.2.2 Members who are entitled to vote at an Annual General Meeting (AGM) may propose to make, amend or repeal By-laws as described in section 5.0 below.
- 3.2.3 The proposed amendment must be set out as an Ordinary Resolution⁴ in the notice of a members meeting at which a by-law change is to be considered.
- 3.2.4 The by-law, amendment or repeal comes into effect upon confirmation of the members at a meeting of members, and in the form in which it was confirmed.
- 3.3 Policies – are statements that guide, regulate and control actions and influence decisions towards all corporate activities or affairs. WOLRA’s policies typically include procedures (see 3.4 below) and terms of reference (see 3.5 below) set up to carry out the policy.

¹ WOLRA’s Articles of Incorporation are further defined in By-law 1.02 (b)

² Special Resolution is defined in By-law 1.02 (t)

³ Members meeting is further defined in By-law 1.02 (j)

⁴ Ordinary Resolution is defined in By-law 1.02 (l)

- 3.3.1 The Board may by resolution make, amend or repeal any policy except for fundamental matters as described in By-law 10.03.
 - 3.3.2 As indicated in By-law 6.01, the Board may delegate its power to make, amend or appeal any policy to any committee or other advisory body.
 - 3.3.3 Members of committees who have delegated responsibilities for carrying out a policy may submit proposals to make, amend or repeal policies to the Board as described in section 6.0.
 - 3.3.4 The policy, amendment or repeal will come into effect upon the confirmation of the members by Ordinary Resolution at a meeting of members, and in the form in which it was confirmed.
- 3.4 Procedures – are specific methods or step-by-step processes that express how policies are implemented in the day-to-day operations of the Corporation.
- 3.4.1 Committees are responsible for defining and adapting procedures to the circumstances seen in day-to-day operations.
 - 3.4.2 Committee chairpersons will report significant changes in procedures to the Board member who is assigned to oversee the committee’s activities.
- 3.5 Terms of Reference – define the purpose and structure of a committee or advisory group who have been delegated responsibilities for carrying out a policy by the Board of Directors.
- 3.5.1 At the beginning of each fiscal year, the Board will appoint a committee chairperson for each committee that has been delegated responsibilities for carrying out a policy.
 - 3.5.2 Committee chairpersons may propose changes to the terms of reference to the Board member who is assigned to oversee the committee’s activities as required.

4.0 By-laws Committee Terms of Reference

- 4.1 As stated in By-law 6.02(e), the By-laws Committee develops the Corporation’s By-laws, evaluates their effectiveness and makes recommendations to the Board on any improvements or changes to the Articles, By-laws and policies as required.

- 4.2 The Committee will respond to specific requests from the Board of Directors to review any proposal to amend an article, by-law and/or policy and to recommend improvements or changes required.
- 4.3 Proposed improvements or changes to Articles, By-laws and policies will include draft documents to be presented to the meeting of members.
- 4.4 The Committee oversees the process for reviewing and confirming proposals to make, amend or repeal articles, by-laws and policies as follows:
- (a) Draft document is presented to the Board by the relevant committee chairperson or his/her delegate;
 - (b) Board approves the draft for presentation to the members;
 - (c) Draft document is presented to the next members meeting with an invitation to review and provide feedback to the committee chairperson or his/her delegate;
 - (d) An updated draft document is presented to the Board for final approval by the committee chairperson or his/her delegate; and
 - (e) The Board approves posting of the article, by-law and/or policy in the Recreation Centre⁵, in the newsletter and on the website.
- 4.5 The By-laws Committee consists of a Chair appointed by the Board of Directors and up to three (3) additional members.
- 4.6 The Committee meets as required, but at a minimum once annually to review the effectiveness of by-laws and policies, and to prepare for the Board's annual report to the membership at the Annual General Meeting (AGM).

5.0 Amendment Procedures: Articles and By-laws

- 5.1 As indicated in paragraphs 3.1.2 and 3.2.2 above, members may propose to make, amend or repeal an article and/or by-law by making a written request to the Board of Directors that will indicate:
- (a) the name(s) of the member(s) making the proposal;
 - (b) the willingness and availability of the member(s) to present and discuss the matter at the next meeting of members⁶;
 - (b) the description of matter or issue and reference to the article, by-law, and/or policy related to the matter or issue; and
 - (c) the date of the proposal must be at least 90 days before the members meeting at which it will be presented for discussion⁷.

⁵ The approved document is posted in the Library and bulletin board in the Recreation Centre defined in By-law 1.02 (p)

⁶ The members meeting may be an AGM (By-law 3.2), a GM (By-law 3.3) or a SM (By-law 3.3)

⁷ As prescribed in paragraph 163(6)(a) of the Act and Regulation 66.

- 5.2 The Board will either review the information in the proposal at the next Board meeting or request the By-laws Committee to review the proposal to determine whether it complies with the *Act* and *Regulations*, specifically:
- (a) the proposal is submitted within 90 days of the members meeting;
 - (b) the primary purpose of the proposal does not appear to enforce a personal claim or redress a personal grievance against the Corporation or its directors, officers or members;
 - (c) the proposal relates significantly to the activities or affairs of the Corporation; and/or
 - (d) members' rights are being abused to secure publicity.
- 5.3 If the Board refuses to include a proposal in the notice of AGM, it shall notify the member(s) in writing of the reasons within 21 days of receiving the proposal.
- 5.4 If the member(s) disagrees with the Board's reasons for refusal of the proposal, the member may appeal this decision in accordance with the Dispute Resolution Policy.
- 5.5 Any changes made to articles or by-laws must be filed with Corporations Canada within twelve (12) months of the date confirmed by members as stipulated in paragraphs 3.2.4 and 4.2.4 above.

6.0 Amendment Procedures: Policies, Procedures and Terms of Reference

- 6.1 As indicated in section 3.3 above, committees may propose to make, amend or repeal a policy, procedure and/or terms of reference by making a written request to the Board of Directors that will indicate:
- (a) the name(s) of the committee chairperson making the proposal;
 - (b) the willingness and availability of the chairperson to present and discuss the matter at the next Board of Directors meeting;
 - (c) the description of matter or issue including a specific reference to the policy, procedure or terms of reference related to the matter or issue; and
 - (d) the date of the request.
- 6.2 The Board will either review the information in the proposal at the next Board meeting or request the By-laws Committee to review the proposal to determine whether it complies with the *Act* and *Regulations*.
- 6.3 If referred to the By-laws Committee, the review of a specific policy, procedure and/or terms of reference will be done in consultation with the relevant committee chairperson who will be responsible for presenting the drafts to the Board and Membership as described in 4.4 above.

7.0 Effective Date & Amendments

- 7.1 The Board of Directors approved this policy by resolution at a Board of Directors meeting on August 11, 2017.
- 7.2 This policy remains in effect until the Board approves an amendment or repeal by resolution at a Board of Directors meeting.
- 7.3 Members may suggest amendments to this policy at any time. Suggested amendments with supporting rationale will be submitted to any board member or the Chair of the By-laws Committee in writing.

ANNEX A

Wellington on the Lake Residents Association Inc.

[NAME/TITLE] POLICY

Approved on *[date approved by Board]*

1.0 Purpose

1.3 As indicated in By-law *XXX*, the purpose of the *XXX* Policy is to....

1.4 The goals of the policy are: ...

2.0 Authority

2.1 As stated in By-law *XXX*, the Board of Directors has the authority to

2.2 As described in Section 6 of the By-laws, the Board delegates its responsibility for *XXXXX* to *XXX* Committee.

3.0 *XXX* Committee Terms of Reference

3.1 *[Role...]*.

3.2 *[Composition, number & qualifications of members]*

3.3 *[Meetings frequency]*

4.0 *[Policy Subject Matter - e.g. XXX ProcedureS]*

[Insert policy sections as required. The title of each section should indicate the content of the paragraphs within it. Each title should also be easily identified by using similar wording responsibilities listed in the items in the Terms of Reference.]

***XXX.0* Effective Date & Amendments**

X.1 The Board of Directors approved this Policy by resolution at a Board of Directors meeting on *XXXXXX*.

X.2 The rules, principles, guidelines and procedures detailed in this Policy remain in effect until the Board approves an amendment or repeal by resolution at a Board of Directors meeting.

X.3 Members may suggest amendments to this Policy at any time. Suggested amendments with supporting rationale will be submitted to any board member or the Chair of the *XXX* Committee in writing.