

**Minutes
Cumberland Community Association
December 4, 2014**

In Attendance

Executive

Anda Bruinsma	Co- President
Chris Thomas	Treasurer
Eva Lyons	Secretary

Directors

Lyle Fair	Trails Committee
Anne Hawley	Beautification
Bobbie Walker	Social Committee
Brent Chisholm	Ice Rink
Anda Bruinsma	Communications
Donna Nuttall	Member-at-Large
Russ Thomas	Member-at-Large

Also in Attendance

Philip Berthiaume	Councillor Blais' Office
Clive Horne	Resident
Bob Hawley	Resident
Elita Krause	Resident
Roger Lyons	Resident

Regrets

Euan Swan	Co-President
Myroslava Mykytyn	Member-at-Large
Mathieu Blanchard	Farmers' Market
Rebecca Dufton	City Issues

Agenda Items

Actionable Items

1. Call to Order	
The meeting was called to order at 7:05 pm.	
2. Approval of the Agenda	
A motion to approve the Agenda was made by Russ Thomas, seconded by Elita Krause. Passed.	
3. Approval of the Minutes of Last Meeting	
A motion to approve the Minutes of the November 6, 2014 meeting was made by Chris Thomas, seconded by Lyle Fair. Passed.	
4. Report from the Councillor's Office	
Philip Berthiaume reported that the new City Council had just been sworn in and they were moving forward with approving their governance structure. Mayor Watson is committed to keeping any increase in spending to under 2%. City Hall discussions were held as to who will chair which committee and a nominating committee will proceed to staff those committees.	

<p>On a personal note, Philip congratulated the CCA for its dedication and community activities, offering any needed support.</p> <p>Anne Hawley asked about procedures/by-laws to rectify an issue of unwarranted machinery parking on a village street, providing a picture of the situation. Philip will look into this issue with City by-law and report back to Anda Bruinsma.</p> <p>Bob Hawley asked about the status of the Trim/Montreal Road construction. Philip stated that progress is on schedule and that he would report back to Anda with further updates.</p>	<p>Philip Bertiaume</p> <p>Philip Bertiaume</p>
<p>5. Updates from the Co-Presidents</p> <p>With this being the last meeting of the year, Anda Bruinsma proudly reflected on the CCA's successes since the AGM last May, specifically Pub Night, the Farmers' Market, the Heritage Homes Tour and the upcoming Christmas market. Kudos to Lyle Fair for an amazing job on the trails and great press coverage. Anda also thanked all Board members for their contribution to this success.</p> <p>a) Governance Seminar and New Initiatives A governance workshop held at the Community Resource Centre by two Ottawa lawyers was attended by four CCA Board members. Valuable information was presented, resulting in issues being identified that the CCA needs to urgently address. The CCA needs to examine how it conducts itself, and most importantly, must become more transparent and accountable to its membership. Chris Thomas will address this further in Agenda item 8a, New Business.</p> <p>b) Hwy 174 speed limit petition Roger Lyons has extensively researched the history of Hwy 174 and provincial and city road speed legislation, guidelines and policy. He will present his report in Agenda item 8b, New Business.</p>	
<p>6) Treasurer's Report</p> <p>As of December 4, 2014, the CCA has \$12,186 in the bank. See appendix 1 for the full monthly report.</p> <p>A motion to accept the Treasurer's report as presented was made by Anda Bruinsma, seconded by Anne Hawley. Passed.</p>	
<p>7. Business Arising</p> <p>a) CCA Banners Anda Bruinsma stated that it would make more sense to wait till the CCA establishes it's consolidated branding before proceeding with new banners, with no urgency. She suggested that since no banners where received, the grant money should be returned to the City. Since it is unclear as to whether the banners fall under the 2013 or 2014 grant based on minutes from past CCA meetings, Clive Horne suggested we see both grant applications and all receipts corresponding to those grants and documentation regarding received items covering that period.</p> <p>A motion was made by Anda Bruinsma requesting that Mathieu Blanchard provide a copy of the original grant applications for 2013 and 2014, copies of all receipts received and used against those grants and any other relevant documentation, to be given to the Treasurer. Seconded by Chris Thomas. Passed.</p> <p>b) Family Fun Day Russ Thomas stated that the application form was submitted and is being</p>	<p>Mathieu Blanchard</p>

<p>considered. A response is expected shortly.</p> <p>c) Family Pub Night and Community Clean-Up Bobbie Walker said that 92 people attended the Pub Night on October 18, 2014 and a good time was had by all. The CCA broke even on this event. Bobbie will contact the Lions Club to see the possibility of replacing the Winterfest Euchre Night on February 13, 2015 with a Pub Night.</p> <p>More education surrounding the Community Clean-up needs to take place for it to be successful. Residents assume that it is just a personal clean-up and the CCA needs to promote it as a community event. Anne Hawley suggested that the Cubs and Scouts be involved.</p> <p>d) CCA mailbox key Euan Swan has given the mailbox key to Chris Thomas. For back-up purposes a second set of keys will be given to the Secretary.</p>	<p>Bobbie Walker</p> <p>Chris Thomas</p>
<p>8. New Business</p> <p>a) Board personal liability and the case for Incorporation Chris Thomas circulated appendix 2 and read of the advantages and disadvantages of incorporation and the implications of personal liability with each scenario. As well, appendix 2 summarizes the need for revised operational procedures, specifically as legally required, making public the minutes and financial statements of all standing committees, financial matters (including stipulation of having only one bank account), an audit of the financial books, honoraria vs salaried service, and a representative of any committee not receiving remuneration for any services rendered. Chris said that as Treasurer she is the one ultimately responsible for all finances and therefore will insist that we all operate within the procedures she is preparing to ensure legal compliance.</p> <p>A motion was made by Lyle Fair, that by January 31, 2015 Mathieu provide all the Market Committee's financial books for the last few years to Chris, as well as a budget of the ongoing operational costs of running the market including any planned capital expenses for 2015. Seconded by Chris Thomas. Passed.</p> <p>If positions are available for remuneration, the CCA is required to post job descriptions and would advertise appropriately.</p> <p>A question concerning the cost of incorporation was asked and the response was that it would cost a total of approximately \$1,000 for the application and lawyer fees. This was considered a manageable investment although no decision was made on whether or not to go ahead with incorporation until Chris has completed the review and update of the Constitution, see b)</p> <p>b) CCA Constitution, Bylaws and Policies The CCA Constitution is being revised to resolve incomplete areas. Defining membership and quorum are of utmost importance. See appendix 3 for the latest draft. Work will continue in 2015 and versions will be reviewed by the board. The final version with specific amendments will be presented at the May 2015 AGM for approval by membership.</p> <p>Executive, Director and member-at-large job descriptions will need to be drawn up and the co-presidency aspect would have to be addressed.</p> <p>Chris and Russ Thomas have agreed to host a January 2015 meeting with the Market Committee and the CCA Board Executive to further discuss new initiatives.</p>	<p>Mathieu Blanchard</p> <p>Market Committee/ CCA Executive</p>

<p>Anda Bruinsma thanked the Treasurer for all of her hard work in moving forward on updating and strengthening the CCA's governance position.</p> <p>c) Hwy 174 speed limit petition Roger Lyons did extensive research on the history of Hwy 174 from the time it was the Trans Canada Hwy to the present Ottawa Road 174. The current speed limit of 90 km/h from Trim to Canaan Road is a carry-over from the Trans Canada Hwy when the road was transferred to the City in 1997. The designated Trans Canada Hwy from Ottawa to Montreal is now Highway 417.</p> <p>Anne Hawley asked that a corresponding reduction in the current 70 km/h through the Village to 60 km/h also be included, citing a rear-end accident the week before.</p> <p>A motion was made by Anda Bruinsma that the CCA sponsor the petition to amend the speed limit on Hwy 174 from Trim to Canaan Road to the provincial standard of 80 km/h, with 60 km/h through Cumberland Village. Seconded by Chris Thomas. Passed.</p>	<p>Roger Lyons</p>
<p>9. Committee Reports</p> <p>a) Communications Anda Bruinsma reported that there has been a significant volume of activity on social media. Anda is hoping to find someone to is willing to take over the CCA's Twitter account. We will also need to find someone who will cover the website, Facebook and the CCA email while Anda is away from March to September.</p> <p>Chris Thomas stated that she feels the CCA should develop a policy concerning the information posted on social media.</p> <p>The deadline for submissions to Anda for the next Lamplighter is Jan 15, 2015. The Lamplighter will include a follow-up to the Heritage Home Tour, a year-end celebration of the Farmers' market, information on the ski trails and ice rink, as well as promotion of Winterfest and Family Fun Day. Following a question of the title design of the last few Lamplighters not including the lamp post motif, Anda will try to re-capture an image (which she does not currently have) and incorporate it into future issues.</p> <p>b) Ice Rink Preparations for the ice rink are ongoing.</p> <p>Brent Chisholm obtained several quotes for ice rink snow removal. A motion was made by Brent to hire a snow removal company to look after the rink for the winter at a cost of \$800 plus tax, to be taken out of the received grant. Seconded by Russ Thomas. Passed.</p> <p>Chris Thomas requested a copy of the grant, the quote for services rendered, and acceptance thereof.</p> <p>Brent also asked for the key for the bunker to access the equipment.</p> <p>c) Social – Christmas Heritage Home and Village Tour Donna Nuttall was thrilled to report that 222 tickets were sold, the Village was alive with activity and the event was a resounding success. Many positive comments were received from participants. Preliminary figures show expenses of \$1,225 and income of \$6,274. Kudos to all of the homeowners who participated and to the sponsors and numerous volunteers who made it such a memorable day.</p>	<p>Board members</p> <p>Anda Bruinsma</p> <p>Brent Chisholm</p> <p>Brent Chisholm</p>

<p>d) Beautification Thank you to the Firefighters who hung the winter banners in the Village.</p> <p>e) Market Mathieu Blanchard was absent and no report was received.</p> <p>The Christmas Farmers' Market will take place from 9 am to 4 pm on December 6th, 2014 at 3 locations – 1115 Dunning Rd, 2620 Market St, and 2557 Old Montreal Rd. Approximately 73 vendors are expected.</p> <p>Anda Bruinsma voiced concern about signage etiquette and the proliferation of signs posted for this event. She proposed that the CCA develop general signage guidelines for all events.</p> <p>f) Trails Lyle Fair reported that the balance of the \$8,000 grant has been spent and stone dust was delivered for spring spreading. Rideau Valley Conservation Authority has mapped out the revised proposed tree planting areas.</p> <p>Bob Hawley stated that someone has spray painted markings for the trail up by Cumberland Ridge to Quigley Hill.</p> <p>After track setting, Lyle will provide a ski trail map to Anda for posting on the CCA website.</p>	<p>Board members</p> <p>Lyle Fair</p>
<p>10. Other Business</p> <p>There was no Other Business.</p>	
<p>11. Adjournment / Next Meeting</p> <p>After a fire alarm at the Community Centre part way through the meeting required leaving the building, the Hawley's graciously offered their house to continue the meeting.</p> <p>Anda Bruinsma moved that the meeting be adjourned at 9:40 pm, seconded by Russ Thomas. Passed.</p> <p>Since the first Thursday in January is New Year's Day, the next meeting will be Thursday January 8, 2015 at 7 pm.</p>	

Cumberland Community Association
Treasurers
Monthly Report

December 4, 2014

Bank balance as of November 6, 2014

\$ 4,662.32

Disbursements November 6, 2014 - December 3, 2014

Black Walnut Bakery - Christmas tour	\$ (15.00)
Black Walnut Bakery - Pub night	\$(199.15)
monthly bank fee Dec.	\$ (4.00)

Total disbursements

\$ (218.15)

Receipts since November 6th, 2014

Christmas tour - tickets	\$ 280.00
Christmas tour - sponsors	\$ 951.00
Christmas tour - tickets	\$ 900.00
Christmas tour - tickets	\$1,200.00
Christmas tour - sponsors	\$ 650.00
Trails	\$2,711.04
Ice Skating Rink	\$1,050.00

Total Receipts

\$ 7,742.04

Bank balance as of December 4, 2014

\$ 12,186.21

BEST PRACTICES FOR GOOD GOVERNANCE FOR CHARITIES, NON-PROFIT ORGANIZATIONS AND COMMUNITY ASSOCIATIONS SEMINAR

Anda, Eva, Russ and I attended this seminar on November 12, 2014. It raised some gaps and omissions in our operations that need to be corrected as soon as possible.

The first concern was whether or not the CCA should be incorporated. There are advantages and disadvantages to doing this but the bottom line is that the executive board members personal assets are liable if we are not incorporated.

Advantages of Incorporation

As the corporation is a separate legal entity distinct from its members and has the capacity to own property, to sue and be sued, it affords limited liability protection to its members. This means that individual members are not personally liable in certain instances, for the corporation's debts and obligations.

The corporation is not affected by changes in its members, be it due to death or any other reason. Therefore, it is easier to enter into a number of transactions in the name of the corporation such as, banking, owning real estate or signing a lease or contract.

A majority of the members of the corporation have the power to bind the others by their acts. The act of incorporation offers certain advantages to the incorporators and their successors but at the same time it also places certain responsibilities upon them.

Accordingly, before proceeding with incorporation, the members of an unincorporated organization should give the matter serious consideration

Disadvantages of Incorporation

As the corporation is a creature of statute, it is subject to some supervision by the Government's and it must conduct its affairs in accordance with the applicable statutes. For example, the constitution or by-laws of the corporation, the election of directors and the calling of meetings of members are all governed by the *Canada Not-for-profit Corporations Act*. In addition, a corporation is required to report certain information on a regular basis to certain departments of the Government.

Failure to comply with reporting or disclosure requirements could render the corporation and its directors and officers liable to certain penalties, including the cancellation of the corporation.

The second issue concerns operational procedures. It was very clear from my understanding at the seminar that all not-for-profit boards and community associations are required to make public to their members:

1. meeting minutes including motions and voting outcomes and regular financial statements. This includes minutes from all standing committees
2. the stated opinion of the two lawyers who gave the seminar was that we are to only have one bank account and all financial matters are to be handled by the treasurer.
3. that there is a yearly audit of the financial books.

4. The lawyers stated that honoraria are lump sums given for a service and cannot be charged on a hourly rate. If a hourly rate is used then it is considered a salary and a T4 must be issued.
5. The representative of any committee on the board should not be monetarily compensated by the board for any services

Right now as treasurer I am legally responsible for all financial dealings of the CCA, which includes the Market Committee. As I have no access to their books or bank account this is an unacceptable position. This is clearly a matter that the market committee and the CCA executive need to discuss.

CONSTITUTION OF THE CUMBERLAND COMMUNITY ASSOCIATION

Introduction

ARTICLE 1

NAME

The name of the organization shall be: **CUMBERLAND COMMUNITY ASSOCIATION (CCA)**

ARTICLE II

MISSION AND OBJECTIVES:

Mission:

“To continually improve our quality of life and sense of community, while protecting the rural and character of Cumberland Village.”

Objectives:

In order to achieve our Mission the following objectives will be pursued:

- To increase participation in community activities, with the aim of strengthening community spirit and promoting volunteerism;
- To undertake environmental initiatives to conserve and protect the safety and health of the community;
- To encourage the development and preservation of the trails and pathways system;
- To undertake beautification and other improvement projects;
- To ensure that the distinct rural character and lifestyle of the community is preserved and protected when plans for residential and economic growth are being considered;
- To represent the interests and concerns of the community to the City;
- To communicate to residents the plans and policies of the City, including representing the community in the development of the City of Ottawa’s Official Plan;
- To support and participate in the activities of other community-based associations;
- To foster a sense of community among our youth by developing and encouraging their participation in the community;
- To develop a communications strategy, including utilizing a variety of communications media, such as the Lamplighter, signage, monthly meetings, community newspapers and websites, electronic messaging, and the Cumberlandvillage.ca website;
- To encourage increased membership in the Cumberland Community Association through membership drives and improved visibility of the Association at events taking place in the community.

ARTICLE III
MEMBERSHIP

Any resident or family of the area defined the City of Ottawa as that area to Canaan Road, west to Cardinal Creek, north to the Ottawa River and south to French Hill Road is eligible for membership upon completion of a membership application form.

ARTICLE IV
ANNUAL GENERAL MEETINGS

SECTION 1 - One Annual General Meeting (AGM) shall be held in May at which time there will be a presentation of reports and an election of Executive officers.

SECTION 2 - Elections shall be carried out by inviting the AGM attendees to vote at the meeting when called to do so. The new Executive shall take office commencing at that time.

SECTION 3 - A General Meeting shall be called within thirty (30) days of a written request signed by a minimum of ten (10) members. Following election of the Executive, meetings shall take place monthly using a predetermined schedule.

SECTION 4- QUORUM

Ten per cent (10%) of the membership shall constitute a quorum.

SECTION 5 – ADMINISTRATIVE PROCERDURES

The Secretary shall make available the agenda for any General Meeting at least five (5) days before the meeting. The Secretary shall make available the Minutes of any General Meeting within fifteen (15) days of the meeting.

SECTION 6 – AMENDMENTS

The Constitution may be amended by a two-thirds (2/3) majority vote of the members present at any General Meeting, provided that written notice of the text of the proposed amendment is given at least five (5) days before the meeting, or provided a notice of the motion has been given at a prior Annual General Meeting.

ARTICLE V
EXECUTIVE MEETINGS

SECTION 1 - The affairs of the Association shall be conducted by an Executive Board consisting of a President, a Vice-President, a Treasurer, a Secretary and at least six ~~six~~ (6) Representatives from the community.

SECTION 2 - The Immediate Past President shall be an “ex officio” member of the Executive.

SECTION 3 - Vacancies in the Executive Board may be filled by appointment by the other members of the Executive Board.

SECTION 4 - MANAGEMENT COMMITTEE

The day-to-day affairs of the Association shall be conducted by a committee consisting of the President, the Vice-President, the Treasurer, and the Secretary.

SECTION 5 – QUORUM

Fifty per cent plus one (50% +1) of the members of the Executive shall constitute a quorum at an Executive Meeting.

SECTION 6 - ADMINISTRATIVE PROCEDURES

The Secretary shall make available the agenda no later than the day before the monthly meeting and the Minutes within one (1) week.

ARTICLE VI

FINANCIAL PROCEDURES

SECTION 1 - The Executive shall be empowered to spend Association funds to support any activities, functions or organizations in keeping with the purpose of the Association.

SECTION 2 - The signing officers of the Association shall be the President, the Treasurer and the Vice-President. All cheques shall be signed by any two (2) of these officers.

SECTION 3 - The financial year of the Association shall extend from May to May each year. The books of the Association shall be closed as of April 30, and an audited statement presented by the Treasurer at the May Annual General Meeting.

ARTICLE VII

COMMITTEES

SECTION 1 - The Executive may form sub-committees to assist in the work of the Association.

ARTICLE VIII

GENERAL

In the absence of the President, the Vice-President shall preside over Annual General Meetings, and over all other meetings of the Executive.