

# Burritts Rapids Renewable Energy Association (BRREA)

## BY - LAWS

Adopted July 5<sup>th</sup> 2010; Amended March 20<sup>th</sup> 2011.

**Seal** : Held by the Secretary of BRREA.

**Head Office** : Box 47, 4490 Donnelly Drive, Burritts Rapids, Ontario K0G 1B0

The BRREA **Financial Year** shall be 1<sup>st</sup> January to 31<sup>st</sup> December inclusive.

**Roberts Rules of Order** shall be applied to procedures used during meetings.

**“A simple majority”** means 50% of the votes cast plus 1.

### MEMBERSHIP

#### 1. Members

A member is:

- A person who has good standing in the community and lives within a 5 km radius of the Burritts Rapids community hall (a qualified person)
- Has registered with BRREA (Registration with BRREA is full name and address and a contact telephone number and/or email address)
- Has been accepted by the BRREA Board.
- Should the BRREA board not accept a qualified person as a member or revoke an existing membership then that person has the right to attend an AGM or Special Meeting and present their case for membership to those in attendance and ask for a vote. Membership will then be decided by a simple majority vote of the Members in attendance

A member may after registering and acceptance by the BRREA board

- Vote at all AGM's and Special Meetings
- Be elected as a director of BRREA and join the Board
- Attend public board and other meetings
- In the event that the BRREA Board has a significant decision to make it may at its discretion call a Special Meeting and ask the membership to vote on the matter (such matters are mergers, acquisitions, major changes to the By-Laws, etc.).

#### 2. Associate Members

An Associate Member is:

- A person who has good standing
- Has registered with BRREA
- Has been accepted by the BRREA Board
- The BRREA board decision on associate membership is final

An associate member may attend public board and other meetings but has no vote.

### 3. Technical Partners

Technical Partners are officially designated by the BRREA board and have the right to attend, by invitation, board and other meetings.

## BOARD OBJECTIVES

The Board's primary duties are:

1. To maximise the potential from renewable energy in the Burritts Rapids area.
2. To do so in a good businesslike manner and as economically as possible.
3. To do so with minimum intrusion on the local environment.
4. To distribute any income remaining, after costs, for the benefit of the Community.

The board of BRREA shall consist of:

1. Chairperson
2. Treasurer
3. Secretary
4. A minimum of two and a maximum of four other directors

The board will appoint a Recording Secretary to take and publish minutes of meetings

### The Chairperson

- Shall preside at all meetings
- Shall have general supervision of all activities
- Shall designate tasks to individual directors
- Shall call board meetings and other meetings as required
- Shall be the official spokesperson of BRREA
- Shall be the co-signee of all cheques
- Shall be the co-signee of contracts and sub-contracts
- Shall be the co-signee of any loans

### The Treasurer

- Shall receive all monies and make deposits into the BRREA account in a chartered bank
- Shall be the co-signee of cheques and is authorized to pay all bills on behalf of BRREA
- Shall be the co-signee of any loans and shall ensure repayment of principle and interest in accordance with the terms of the loan
- Shall maintain adequate records of all financial transactions and shall report the current accounts at each board meeting
- Shall ensure that all financial details and records are prepared for an audit
- Shall ensure that the audit of the accounts is undertaken as needed
- Shall co-ordinate fund raising activities of the Association

### The Secretary

- Shall handle correspondence and maintain any records and licences required by BRREA
- Shall ensure that all matters regarding BRREA are legal
- Shall ensure that all liability (directors and 3<sup>rd</sup> party) insurance is current
- Shall seek legal advice to ensure that all contracts are legal and are to the benefit of BRREA
- Shall be the co-signee of all contracts
- Shall be an alternative co-signee of cheques in the absence of either the Chairperson or Treasurer

Shall maintain a list of current Members and Associate Members.

## DIRECTORS

All Directors must be BRREA members

Directors will not receive any remuneration or profit or benefit from the Association. They may be reimbursed for genuine out of pocket expenses. Written proof is required for each expense.

Directors should declare if they believe there is a conflict of interest between their duties as a Board member of BRREA and any other activity.

Directors should be responsible for document and information confidentiality especially if it involves a third party or the Data Protection Act.

## Election and re-election of the Board members

Every director must submit themselves for re-election every two years at the AGM. The rotation will be:

Year 1 from incorporation All directors without a specific role (and every other year thereafter)

Year 2 from incorporation The Chairperson, Treasurer and Secretary (and every other year thereafter)

Any director who assumes the role of Chairperson, Treasurer or Secretary between AGM's will also assume the previous incumbents rotational resignation year

Any director who loses the confidence of the other board members for any reason will be removed from office by a simple majority vote cast by the remainder of the board.

In the absence of the Chairperson, Treasurer or Secretary, a replacement director will be nominated by the chairperson to temporarily fill that position with the according powers.

## Resignation of Directors

A director who ceases to be a member shall resign.

A Director may submit their resignation for the Boards acceptance at any time.

When a Director resigns a new Director will be sought at the next Board meeting, AGM or Special Meeting.

## BOARD MEETINGS

1. Board meetings will be held at least four times in each year.
2. There will be a minimum of two public board meetings per year, held in a public place so that all Members, potential Members (qualified persons who sign in) and Associate Members can attend. A specific period in the public board meeting should be designated for questions and answers from Members and Associate Members.
3. All board decisions will be made by a proposer and then a simple majority vote by board members excluding the Chairperson. In the event of a tie then the chairperson will have the casting vote.
4. There must be a minimum of four board members present to make decisions or agree to any expenditure.
5. At least one board meeting will take place on a date as close as possible to the 1<sup>st</sup> of March of each year and this shall be combined with the Annual General Meeting (AGM).
6. The Minutes of the previous Board meeting shall be approved at the beginning of each Board meeting.

### ANNUAL GENERAL MEETING (AGM)

1. The AGM is open to the public, all Members and Associate Members and technical partners
2. Shall be held once a year as close as possible to the 1<sup>st</sup> of March each year and widely advertised at least 3 weeks before the meeting date
3. The Chairperson for the previous year will report on the year's activities.
4. The Treasurer for the previous year will report on the year's finances.
5. The Recording Secretary shall submit Minutes of the previous years' AGM for acceptance.
6. After the general business above the board will appoint a chairperson to oversee elections
7. The Directors due to submit themselves for re-election shall resign.
8. All proposed and seconded nominations for Directorships shall be collected by the appointed Chairperson and the names publicly announced. Election to a directorship will be by a simple majority vote of members in attendance.
9. Once the election of Directors is complete the new Board will retire and elect the Chairperson, Treasurer and Secretary.

### SPECIAL MEETINGS

At the request of two directors or by ten members or more a Special Meeting will be convened by the Chairperson at the earliest feasible date. This meeting shall be widely advertised at least 48 hours prior to the meeting to members with an Agenda.

### DISSOLUTION

Should the Board decide upon dissolution of the Association and upon payment of all debts and liabilities, the remaining assets of the Association shall be distributed to the Community in accordance with instructions from the Board.

### REVISIONS AND ADDITIONS TO BY-LAWS

The By-Laws of BRREA may be revised or added to by a unanimous vote of the Directors but will only become effective when ratified by the simple majority of members at either an AGM, a special meeting or an electronic vote.

If unanimous consensus cannot be reached by the board or the changes are considered significant to the future of BRREA, the Board, will consult the Members at an AGM or Special Meeting. At these meetings a simple majority by the Members in attendance will decide on the proposed revisions.

END