

*FINAL.*

**MISSISSAUGA SOUTHWEST BASEBALL  
ASSOCIATION INC.**

**BY-LAW NUMBER 1**

(Commonly called the "Constitution")

A by-law relating generally to the conduct of the affairs of Mississauga Southwest Baseball Association Inc. (the "Corporation"), formerly Erin Mills Baseball Association Inc.:

WHEREAS the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 20th day of April 1983;

AND WHEREAS the Corporation deems it expedient that the by-laws for the regulation of the affairs of the Corporation heretofore enacted shall be repealed and cancelled and that a new by-law shall be enacted;

NOW THEREFORE BE IT ENACTED and it is enacted that all by-laws for the regulation of the affairs of the Corporation heretofore enacted be and the same are hereby repealed and cancelled, and the following be and is hereby enacted on the 11<sup>th</sup> day of September, 2001, in substitution thereof.

## BY-LAW NUMBER 1

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## ARTICLE I: DEFINITIONS

**1.01** In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies, the interpretation shall be:

.01 the singular includes the plural;

.02 the masculine gender includes the feminine;

.03 "Corporation" means Mississauga Southwest Baseball Association Inc.;

.04 "Board" means the Board of Directors of the Corporation;

.05 "Corporations Act" means the Corporations Act, R.S.O. 1990 and any statute amending or enacted in substitution thereof;

.06 "Letters Patent" means the incorporating documents for the Corporation, including any duly filed supplements and amendments:

.07 "Program" means a traditional base-running sport such as, but not necessarily limited to, baseball, softball, rookie ball, and T-ball.

**1.02** Other interpretations and foundations for the by-laws, resolutions, and management of the affairs of the Corporation, unless otherwise indicated in this by-law or the Corporations Act, shall be that:

.01 references to decisions, approvals, appointments, resolutions, et al, imply a Quorum and a simple majority decision;

.02 voting is by a show of hands, with only one (1) vote per person present;

.03 any required proportion of attendees, votes, et al, that results in a fraction shall be rounded, i.e., .5 and above shall round up to the next whole number; .4 and below shall be disregarded;

.04 pertinent documents, records, procedures, files, reports, et al, relating in any way to the activities or business of the Corporation are the property of the Corporation and shall be expeditiously filed at the Head Office of the Corporation.

## ARTICLE II: NON-PROFIT CORPORATION

**2.01** The Corporation shall operate without the intent of financial or material gain for its members and shall adhere to the relevant guidelines within the Corporations Act and to other legal requirements. Any profits, assets, or accruals of the Corporation shall be used in promoting its objects.

## ARTICLE III: OBJECTS

**3.01** The objects of the Corporation are:

.01 to encourage participation in an organization which will foster the development of maturity, honesty, loyalty, self-respect, and respect for others;

.02 to provide a supervised program of baseball, softball, rookie ball, T-ball, and other related programs for the residents of Erin Mills, Clarkson, Lorne Park and other designated areas;

.03 to provide varied and competitive programs in a safe and positive environment for the participants of our community through expertise, innovation, and a commitment to fair play and good sportsmanship;

.04 to serve the needs and interests of the community through responsible management of the affairs of the Corporation and the Clubhouse.

**3.02** The Corporation may associate itself, from time to time and in a way that the Board shall determine to be appropriate, with other baseball, softball, rookie ball, T-ball or sports associations.

#### **ARTICLE IV: BOUNDARIES**

**4.01** The boundaries of the two (2) geographical areas of the Corporation are:

on the North - South side of Eglinton Avenue  
on the East - Credit River  
on the South - North side of Dundas Street  
on the West - Mississauga/Oakville town line

And on the North - South side of the Queensway with an  
imaginary extension thereof to the  
Mississauga/Oakville town line  
on the East - West side of Highway 10  
on the South - Lake Ontario  
on the West - Mississauga/Oakville town line

#### **ARTICLE V: HEAD OFFICE**

**5.01** The Head Office of the Corporation is the Mississauga Southwest Baseball Association Clubhouse at 3195 The Collegeway, in Tom Chater Park, in the City of Mississauga, in the Province of Ontario, or at such other place as the Board may from time to time determine.

#### **ARTICLE VI: CORPORATE SEAL**

**6.01** The seal, which is impressed hereon, shall be the Corporate Seal of the Corporation.

#### **ARTICLE VII: VOTING MEMBERSHIP**

**7.01** Qualifications of Members:

.01 Voting Members shall include no more than two (2) parents or guardians for each registered player, and registered players and coaches eighteen (18) years of age and older who are all duly authorized and registered for the current or coming season.

Membership to any person who is not included in this defined criteria shall be determined by a two-thirds (2/3) majority decision of the Board.

.02 The qualifications set out in paragraph .01 are waived for Directors serving on the Board at the time of enactment of this By-Law. All such Directors shall continue to be Voting Members during their continuous service.

.03 No person shall be entitled to more than one (1) membership.

**7.02** Membership Classes:

.01 Resident Members are those who reside within the boundaries of the Corporation.

.02 Non-resident Members are those who reside outside the boundaries of the Corporation.

.03 Respecting the waiver of the residency qualifications granted to Directors at the time of the previous enactment of By-Law Number 1, on November 8<sup>th</sup> 1998, all such Directors currently serving on the Board shall continue to be classified as Resident Members.

**7.03 Voting:**

.01 Resident Members are entitled to vote at Annual General Meetings and General Meetings of the Corporation.

.02 Non-resident Members are entitled to vote only in the election of Directors at the Annual General Meeting, and for such issues as may from time to time be determined by a two-thirds (2/3) majority decision of the Board.

**7.04 Holding Office:**

.01 Resident Members may hold office in the Corporation as Board Directors and as Officers pursuant to Articles VIII and IX.

.02 A maximum of five (5) Non-resident Members may hold office in the Corporation as Board Directors. Said Non-resident Members shall not serve as President, Executive Vice President, Secretary, or Treasurer of the Corporation. Save and except for these exclusions, Non-resident Member Directors are equal to Resident Member Directors, and may hold any other offices pursuant to Articles VIII and IX.

Director eligibility for an individual Non-resident Member in excess of the stated maximum of five (5) may from time to time be approved by a two-thirds (2/3) majority decision of the Board.

**7.05 Transfer of Membership:** Membership in the Corporation is not transferable.

**7.06 Revocation of Membership:** The Board, by a two-thirds (2/3) majority vote, shall have the authority to expel or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the Corporation.

The Member involved shall first be informed of the general nature of the charges and be given an opportunity to answer such charges.

**7.07 Termination of Membership:** Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

.01 the Member resigns or chooses to have membership lapse;

.02 the Member dies;

.03 membership is revoked pursuant to Section 7.06;

.04 the Member no longer meets the criteria for membership pursuant to Sections 7.01 and 7.02, but may continue to be a Member up to but not including the next Annual General Meeting by resolution of the Board through a two-thirds (2/3) majority vote.

**ARTICLE VIII: DIRECTORS**

**8.01** The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than twenty-seven (27) Directors, subject to vacancies, each serving a one (1) year term. (See Articles X and XI.)

**8.02 Qualifications of Directors:** Each Director shall:

.01 be at the date of his election and thereafter remain throughout his term a qualified Member in accordance with Article VII;

- .02 not be an undischarged bankrupt;
  - .03 not be legally declared mentally incompetent or incapable of managing his own affairs;
  - .04 not be convicted of a criminal offence unless this requirement is waived by the Board through a two-thirds (2/3) majority vote;
  - .05 not be precluded by reason of a resolution of the Board.
- 8.03 Participation:** A Director who fails to attend three (3) consecutive regularly scheduled meetings of the Board shall be removed from the Board unless excused by a two-thirds (2/3) majority vote of the Board.
- 8.04 Vacancies:** A vacancy on the Board may be filled from among the qualified and eligible Members of the Corporation as defined in Article VII. Each such Director shall be appointed to the Board for the unexpired term of office by a two-thirds (2/3) majority vote of the Board.
- 8.05 Removal of Directors:** A Director shall be removed from office before the expiration of his term if his membership is terminated pursuant to Section 7.07.
- 8.06 Remuneration of Directors:** Directors shall serve without remuneration.
- 8.07 Conflict of Interest:** Where a Director has any interest, direct or indirect, in any contract or agreement, or proposed contract or agreement with the Corporation, whether financial or otherwise, which may require a decision of the Board, that Director is required to disclose his interest.  
Such Director shall not take part in the consideration, discussion, or decision of said matter.
- 8.08 Responsibility for Act:** The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction entered into in the name of or on behalf of the Corporation, except for that which was authorized and approved by the Board.
- 8.09 Confidentiality:** All Directors shall respect all confidential matters of the Corporation.

## ARTICLE IX: OFFICERS

- 9.01** Officers of the Corporation shall be elected by the Board from among the qualified Directors. (See Articles X and XI.)
- .01 There shall be a President, Executive Vice President, Secretary, and Treasurer.
  - .02 Vice Presidents and Other Officers shall be installed as decided by the Board from time to time, and the immediate past President shall serve as Past President.
  - .03 All Officers shall carry out their duties and serve the Corporation within the guidelines of their approved responsibilities and authority, and shall be members of the Executive Committee.
- 9.02 President:** The President shall:
- .01 when present, preside at all meetings of the Board, the Executive Committee, and the Annual General Meeting;
  - .02 supervise the affairs and operations of the Corporation;
  - .03 sign all documents requiring his signature;
  - .04 have such other powers and duties from time to time prescribed by the Board or incident to the office.

**9.03 Executive Vice President:** The Executive Vice President shall:

- .01 during the absence or inability of the President to act, exercise the powers and duties of the President;
- .02 oversee the activities of the Purchasing Committee;
- .03 be responsible for public relations, external communications, and general communications to Members;
- .04 provide supervision to the Vice Presidents and Other Officers;
- .05 perform such other duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

**9.04 Secretary:** The Secretary shall:

- .01 attend meetings of the Board, Executive Committee, and general membership and shall enter or cause to be entered in records kept for that purpose, the minutes of said proceedings;
- .02 provide minutes and notices required to be given to Members and Directors;
- .03 be the custodian of the Corporate Seal and of all books, papers, records, correspondence, and documents belonging to the Corporation;
- .04 perform such other duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

**9.05 Treasurer:** The Treasurer shall:

- .01 keep full and accurate accounting records for the Corporation in compliance with applicable laws;
- .02 be responsible for the deposit of money and the safekeeping of securities and other valuable effects to the credit of the Corporation in the bank or banks approved by the Board or Executive Committee, and for the disbursement of the funds of the Corporation;
- .03 render to the Board whenever required an account of all transactions undertaken by the Treasurer and of the financial position of the Corporation;
- .04 prepare and monitor the Corporation's budget and provide direction in the preparation of the Program budgets and other budgets as may be required;
- .05 perform other such duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

**9.06 Vice Presidents:** Vice Presidents shall:

- .01 serve in supervisory roles determined or approved by the Board;
- .02 provide required reports to the Board and Executive Committee;
- .03 appoint Assistant Vice Presidents or other volunteer assistants as needed.
- .04 perform such duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

**9.07 Other Officers:**

- .01 The Board may from time to time identify duties and create officer titles to accommodate the needs of the Corporation.



.02 Past President: The immediate past President shall hold the title of Past President and perform such duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

**9.08 Removal of Officers:** An Officer of the Corporation may be removed from office before the expiration of his term, by a two-thirds (2/3) majority decision of the Board, for failure to perform his duties and responsibilities.

The Officer involved shall first be informed of the general nature of the charges and be given an opportunity to answer such charges.

**9.09 Vacancies:** A vacancy in the office of President will be assumed by the Executive Vice President, if that office in turn has not been vacated and the Executive Vice President so chooses. A vacancy in any other Executive office shall be filled in accordance with Section 10.02. The filling of vacancies shall be for the remainder of the term.

## **ARTICLE X: ELECTIONS**

**10.01 Election of Directors at the Annual General Meeting:** Candidates for Director offices that have been vacated shall be Members of the Corporation (in accordance with Articles VII and VIII) in good standing who have signed an approved Nomination Form of the Corporation, and shall include:

.01 the slate of candidates for office proposed by the Nominating Committee; and

.02 any Member who is nominated by any two (2) Members in good standing, at any time before nominations are closed.

Where:

.03 the total number of candidates or the number of Non-resident candidates exceeds the numbers of respective offices to be filled, the election of Directors shall be by secret ballot and the candidates receiving the most votes shall be elected.

.04 the total number of candidates and the number of Non-resident candidates are less than or equal to the offices to be filled, the Secretary of the meeting shall cast a single ballot electing all candidates as Directors.

The Directors shall be so elected, except as provided for in Section 8.04 Vacancies.

**10.02 Election of Officers:** The President, Executive Vice President, Secretary and Treasurer shall be elected from among qualified Directors, in accordance with Articles VII and VIII, by the Board at the first Directors' meeting following the Annual General Meeting, with no more than fourteen (14) days elapsed until such meeting is held.

.01 Eligible candidates for the office of President shall have been Directors of the Corporation for a minimum of six (6) months during the term preceding their nominations.

In the event that no such eligible Director exists at the first Directors' meeting, the election of officers shall be suspended for a period not to exceed the stated fourteen (14) day limit, during which time additional Directors may be sought from among duly qualified Resident Members. If all Directors still fail to meet the stated six (6) month requirement for previous Director service then this requirement shall be waived.

.02 Vice Presidents and Other Officers that the Board may from time to time install may be elected at the first Directors' meeting, or in a like manner at another meeting of the Board, or in such manner as the Board shall decide.

Where:

.03 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by secret ballot.

.04 the number of candidates is equal to or less than the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing those candidates to the offices.

The Officers shall be so elected, except as provided for in Section 9.09 Vacancies.

## **ARTICLE XI: TERMS OF OFFICE**

**11.01 Directors:** Directors shall be elected to vacated offices for a term of one (1) year by the Members at the Annual General Meeting. (See Articles VIII and X.)

**11.02 Officers:** Officers shall be elected to vacated offices for a one (1) year term by the Directors at the first Board meeting following the Annual General Meeting. (See Articles IX and X.)

## **ARTICLE XII: COMMITTEES**

**12.01 Standing Committees** shall be established at the first Board meeting following the Annual General Meeting, and the Chairman or an interim designate approved for each such committee.

.01 All Standing Committee Chairmen shall be appointed by the Board and shall be Directors of the Corporation and may be Officers. A member who is not a Director may be appointed Chairman by a two-thirds (2/3) majority decision of the Board.

.02 All Standing Committee members shall be Members of the Corporation and shall be approved by the Board.

**12.02** There shall be the following Standing Committees:

.01 **Executive Committee:** The Executive Committee shall consist of all Officers as shall have been or shall be appointed, in accordance with Article IX, and the immediate Past President. The President of the Corporation shall be the Chairman.

.02 **Nominating Committee:** This Committee shall consist of at least two (2) Directors.

.03 **Coach Selection Committee:** This Committee shall consist of not less than three (3) Directors or Members of the Corporation.

.04 **Rules and Discipline Committee:** This Committee shall consist of not less than three (3) Directors or Members of the Corporation.

.05 **Umpire Review Committee:** This Committee shall consist of all Umpires in Chief as may have been appointed by the Board, at least one (1) Executive Committee member to serve as Chairman, and such Members or Directors as needed.

.06 **Purchasing Committee:** This Committee shall consist of at least one (1) representative from each Program, and the Executive Vice President.

.07 **Building Management Committee:** This Committee shall consist of not less than three (3) Directors or Members of the Corporation.

.08 **Registration Committee:** This Committee shall consist of not less than three (3) Directors or Members of the Corporation and the Director appointed to be Registrar shall serve as Chairman.

.09 **Audit Committee:** This Committee shall consist of not less than three (3) Directors or Members of the Corporation, at least one (1) of whom shall be a Director and none of whom shall have Corporate signing authority.

.10 **Parent Liaison Committee:** This Committee shall consist one (1) parent representative from each team and at least one (1) Director who shall serve as Chairman.

**12.03 Ad Hoc Committees:** Ad Hoc Committees shall be established for such purposes as the Board or Executive Committee may from time to time determine. The existence of each such Ad Hoc Committee shall be terminate automatically upon:

- .01 the delivery of its report or completion of its task;
- .02 the failure to complete its task by the Annual General Meeting;
- .03 a decision by the Board or Executive Committee which instituted it.

**12.04 Duties of Committees:**

.01 The Executive Committee shall possess and may exercise the powers of the Board in the management and direction of the affairs of the Corporation when an immediate decision is required in the intervals between meetings of the Board. By resolution, the Board shall provide specific direction for such activities of the Executive Committee.

.02 The Nominating Committee shall accept Corporation Nomination Forms, and shall prepare and maintain a list of prospective Directors and Officers, having confirmed their eligibility in accordance with Articles VII, VIII, and IX. The Committee shall prepare a slate of nominees for the Annual General Meeting election and shall assist the Chairman of that meeting in verifying submitted Corporation Proxy Forms.

The Committee shall appoint not less than two (2) Scrutineers, from among the Members of the Corporation not standing for any Board office, to count election votes at the Annual General Meeting.

.03 The Coach Selection Committee shall approve all team managers, coaches, assistant coaches and all other on field staff. The Committee shall receive and review all Coach applications and relevant documents, including any that may be provided by the Rules and Discipline Committee, and shall conduct interviews with candidates, as it deems appropriate in the selection process. The Committee shall announce its selections to the Executive Committee before informing the candidates.

Coaches shall be appointed for one year. Their status may only be revoked by the Rules and Discipline Committee.

.04 The Rules and Discipline Committee shall establish, maintain, and publish a Code of Conduct for Umpires, Players, Coaches/Managers, and Spectators. The Committee shall investigate and act on relevant complaints brought before it and maintain records of such complaints, including any disciplinary action taken, and it shall provide information to the Coach Selection Committee and Umpire Review Committee, as may apply.

.05 The Umpire Review Committee shall oversee Umpire operations, including skills training and adherence to their Code of Conduct, and shall recommend Umpire fees paid by the Corporation.

.06 The Purchasing Committee shall compile all requirements for the purchase of uniforms and equipment, identify suppliers, obtain quotations, prepare recommendations for approval by the Executive Committee, and make approved purchases.

.07 The Building Management Committee shall oversee the requirements for the general maintenance of the Clubhouse and the immediate surrounds, the purchase and servicing of equipment and furnishings, rental of the Clubhouse and its scheduled usage, the seasonal snack bar operation, and staffing. The Committee shall prepare a sub-budget for approval by the Executive Committee.

The Committee shall ensure adherence to the Management and Operations Contract between the Corporation and the City of Mississauga, or other such contracts or agreements that may exist from time to time.

.08 The Registration Committee shall co-ordinate the player registration activities of the Association including planning, promoting, scheduling and executing.

The Committee shall create and maintain a record of all relevant documents and financial records for retrieval by the Board as needed.

.09 The Audit Committee shall receive and review reports, statements, budgets and all other documents relating to the financial dealings of the Corporation. The Committee shall establish or oversee requirements for accounting policies, financial systems, and control procedures, and shall review the annual financial statements with

the Auditor(s) that may be appointed, or with the Treasurer of the Corporation, prior to submission to the Board and Membership.

.10 The Parent Liaison Committee shall meet as deemed necessary during the season to express and address those concerns experienced through the various programs.

**12.05 Procedures:** All Committees shall:

.01 establish and publish rules of procedure or act in accordance with those that may already exist and have been approved by the Board, and conflict of interest consideration should apply to Committee members as it does to Directors pursuant to Section 8.07;

.02 report after each meeting to the Executive Committee or the Board;

.03 appoint a recording Secretary at each meeting to keep minutes;

.04 enter all procedures, minutes, and other records to the Head Office files.

### **ARTICLE XIII: MEETINGS**

**13.01 Annual General Meeting:** The Annual General Meeting of the Members shall be held each year at a time, place, and date set by the Board for the purpose of:

.01 hearing and receiving the reports and statements required by the Corporations Act to be presented to the Corporation, including reports from the President and the Treasurer;

.02 electing such Directors as are to be elected at such meeting;

.03 appointing the Auditor(s) as may be needed, authorizing the Board to establish remuneration;

.04 the transaction of other business properly brought forth and relevant to the purposes of the Annual General Meeting.

In the absence of the President and the Executive Vice President, the Members entitled to vote shall choose another Director to act as Chairman.

**13.02 General Meeting:** The Board may at any time call a General Meeting of the Members for the transaction of any business, the general nature of which is specified in the notice, as shall be determined by the Board in calling the meeting.

**13.03 Executive Committee Meeting:** The Executive Committee may appoint one or more days in each year for regular meetings, or meetings may be called by the President or Executive Vice President as needed.

**13.04 Board Meeting:** Regular meetings of the Board shall take place on one or more appointed days in each year, and Special meetings of the Board may be called by the President, the Executive Vice President, or the Secretary, with notification of meetings provided in accordance with Section 13.07.

**13.05 Committee Meeting:** Committees other than the Executive shall meet at least annually, and more frequently as required by their duties and functions.

The Committee shall include the time, date, and place of its next scheduled meeting in its report to the Board, or the Chairman shall inform each Committee member in advance of an unscheduled meeting.

**13.06 Quorum:** A Quorum shall exist for the transaction of business at any meeting.

.01 Annual General Meeting: A Quorum shall be twenty (20) Resident Members present in person. If, after one-half (1/2) hour beyond the specified start time of the meeting, less than twenty (20) but two (2) or more Resident Members are present, the Quorum shall be (2), and the business transacted shall be limited to the selection of

a Chairman and a Secretary for the meeting, the recording of names of those present, and the passing of a motion to adjourn.

.02 General Meeting: Quorum requirements shall be as specified for an Annual General Meeting.

.03 Executive Committee Meeting: A Quorum shall be a simple majority of Committee members, present in person, at least one of whom is the President, Executive Vice President, or a designate.

.04 Board Meeting: A Quorum shall be a simple majority of Directors, present in person, at least one of whom must be the President, Executive Vice President, or a designate.

.05 Other Committee Meeting: A Quorum shall be a simple majority of the Committee members, present in person.

**13.07** Notice of Meeting: In computing the date of notice for any meeting, when a specified number of days is required under any by-law provision of the Corporation, the date of giving notice is excluded and the date of such meeting is included.

Declaration by an Officer of the Corporation that notice has been given, including the facts in relation to that notice, pursuant to this Section, shall be sufficient evidence of the giving of such notice.

.01 Annual General Meeting: Notice of the time, place, date, and general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting. Means of notification to eligible Members shall be determined by the Board and may include mail, telephone, a commonly available Member announcement or publication, a posting on and around the Clubhouse, a local newspaper announcement, electronic transmission, a computer website notice or the like, or any combination thereof.

The accidental omission of any notice or the non-receipt of any notice by any Member(s) shall not invalidate any resolution passed or proceedings taken.

.02 General Meeting: Notice requirements shall be as specified for an Annual General Meeting.

.03 Board Meeting: Notice to Directors of the time, date, and place of regular or special Board meetings shall be by telephone, mail or delivery to the person, his home, or Head Office, electronic transmission, or posting to a computer website or the like not less than (2) days prior to the meeting.

No formal notice of a meeting is required for the Directors present when a subsequent meeting date is announced.

**13.08** Resolutions: A declaration by the Chairman that a resolution has been carried or lost by a particular majority shall be entered into the minutes of the meeting and be evidence of the fact without recording the number of votes for and against the motion.

.01 Voting: Unless otherwise required, all questions proposed for consideration at any meeting of the Corporation shall be voted on by a show of hands (one (1) vote per eligible person present) and be decided by simple majority of the votes cast by eligible attendees and proxy holders. Only in case of a tie shall the presiding Chairman vote.

.02 Proxy: Every Member entitled to vote at a meeting of the Corporation may, by means of a legally compliant Proxy Form only, appoint a particular person, who need not be a Member, to attend and vote on his behalf. No attendee may exercise more than one (1) Proxy, and the Proxy shall be submitted to the Secretary at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, prior to the meeting at which it will be exercised. The Proxy is not transferable and shall be exercised only by the designated nominee.

.03 Poll: At any meeting, if a poll is requested on the election of a Chairman or on a question of adjournment, it must be taken immediately without amendment or adjournment. If a poll is requested on any other question, the Chairman shall direct the time and manner in which it will be taken. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. Such request may be withdrawn at any time prior to the poll being taken.

**13.09 Adjournment:** Any meeting of the Corporation may from time to time be adjourned to another time or place, and no notice for the holding of the adjourned meeting need be given. Any business may be dealt with that might have been dealt with at the original meeting in accordance with the notice calling for that meeting.

**13.10 Rules of Order:** In all procedural matters not contained in the By-laws of the Corporation, the Corporation shall be governed by Robert's Rules of Order.

#### **ARTICLE XIV: LIABILITY OF CORPORATION**

##### **14.01 Liability of Members:**

.01 A Member shall not be held answerable, responsible, or liable for any act, default, obligation, or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Corporation;

.02 nor shall a Director or Officer of the Corporation be held liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt or act for conformity, or for any other loss, damage, expense, or misfortune whatever which may happen to the Corporation in the execution of the duties of his respective office or trust, or in relation thereto;

.03 unless the foregoing shall happen by or through his own wrongful or willful act, neglect, or default of such Member, Director, or Officer.

**14.02 Indemnities to Directors:** Every Director and Officer of the Corporation, their heirs, executors, administrators, estates, and effects shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, or expenses sustained or incurred in any action, suit, or proceeding brought against him in respect to any act, deed, or matter whatever, occurring in the execution of the duties of his office, except the costs, charges or expenses occasioned by his own willful neglect or default.

**14.03 Insurance:** The Corporation may purchase and maintain such insurance as may be considered necessary and advisable.

#### **ARTICLE XV: EXECUTION OF DOCUMENTS**

**15.01 Cheques, Drafts, Notes, et al:** All cheques, drafts or orders for the payment of money, and all notes, acceptances, and bills of exchange shall be signed by the Officer(s) or person(s) and in the manner from time to time prescribed by the Board.

**15.02 Execution of Documents:** After approval by the Board, documents requiring execution by the Corporation may be signed by the President or the Executive Vice President, and the Secretary or the Treasurer. All documents so signed are binding upon the Corporation. The Board may from time to time appoint any Officer(s) or person(s) on behalf of the Corporation, either to sign documents generally, or to sign specific documents. The Corporate Seal shall, when required, be affixed to documents executed in accordance with the foregoing.

**15.03 Books and Records:** The Board shall see to it that all necessary books and records of the Corporation required by the By-laws of the Corporation, or by any other applicable statute, are regularly and properly kept.

#### **ARTICLE XVI: BANKING ARRANGEMENTS**

**16.01** By resolutions, the Board shall designate a banking corporation and approve the Officers or other persons authorized to transact the banking business of the Corporation, whose authority may include the power to:

.01 operate the Corporation's account(s) with the banker;

- .02 issue receipts and orders relating to any property of the Corporation;
- .03 make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money;
- .04 authorize any officer of the banker to act on the Corporation's behalf to facilitate the banking business.

**16.02** Deposit of Securities: Securities of the Corporation shall be deposited for safekeeping with one or more financial institutions selected by the Board. Any and all such securities may be withdrawn from time to time, only upon written order of the Corporation signed by the Officer(s) or agent(s), and in such manner, as determined by resolution of the Board. Such authority may be general or confined to specific events.

The institutions so selected as custodians shall be fully protected in acting in accordance with the directions of the Board, and shall not be liable for the due application of the securities so withdrawn from deposit or for the proceeds thereof.

## **ARTICLE XVII: BORROWING BY THE CORPORATION**

**17.01** Subject to the limitations set out in the By-laws, the Corporations Act, and the Letters Patent of the Corporation, the Board may:

- .01 borrow money on the credit of the Corporation;
- .02 issue, sell, or pledge securities of the Corporation;
- .03 charge, mortgage, or pledge any or all of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities, money borrowed, or other debt, obligation, or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses only.

**17.02** Authorization: From time to time the Board may authorize any Director, Officer, employee of the Corporation, or any other person to make any arrangements necessary for borrowing by the Corporation, pursuant to Section 17.01.

## **ARTICLE XVIII: FINANCIAL YEAR**

**18.01** The Financial Year of the Corporation shall terminate on the 30th day of September each year or on such other date as the Board may from time to time determine.

## **ARTICLE XIX: DISSOLUTION**

**19.01** In the event that the Corporation dissolves or is liquidated for any reason, any assets of the Corporation remaining after payment of all liabilities of the Corporation shall be transferred to one or more organizations offering related Programs and benefiting the youth of the Mississauga Southwest community and operating within the City of Mississauga, to be determined by the Directors, Officers, or other persons effecting the dissolution or liquidation. None of the assets shall be distributed to the Members of the Corporation.

## **ARTICLE XX: BY-LAWS AND AMENDMENTS**

**20.01** By-laws of the Corporation may be enacted, repealed, amended, altered, added to, or re-enacted by a two thirds (2/3) majority decision at an Annual General Meeting or General Meeting pursuant to Article XIII.

A record of any amendments shall be included as an appendix of the by-law being amended, and all enactments, amendments, et al, shall include the date of approval. All shall be published and available to Members.

## **2002 AMENDMENT**

Motion to amend 8:01 and 11:01 to read as follows

"8.01 The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than twenty-seven (27) Directors, subject to vacancies, each serving a two (2) year term. (See Articles X and XI.)"

"11.01 Directors: Directors shall be elected to vacated offices for a term of two (2) years by the Members at the Annual General Meeting. The Directors shall be elected in rotation so that part of the Board shall be vacated each year."

Approved by Membership on January 15, 2002.

Walter Berlin, President  
Pat Tistechok, Secretary



## **2015 AMENDMENT**

Motion to amend 13.06.04 by adding:

For the months of May-September, quorum shall be 1/3<sup>rd</sup> of Directors present in person, provided at least 2 Executive Members are present.

Approved by Membership on November 18, 2015.

David Huctwith, President  
David Hurst, Secretary

## **PROPOSED CONSTITUTIONAL AMENDMENT**

THAT the following be added as a new section 19.02 of the Constitution:

"19.2 Upon dissolution of the Corporation, all the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery business accounts or property purchased with lottery proceeds) shall be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario and approved by the City of Mississauga's Charity Gaming Office."