

# **STREETSVILLE SENIOR CITIZENS CLUB #111 INC**

## **BY-LAWS**

**By-laws relating generally to the transactions of the affairs of Streetsville Senior Citizens Club No 111 Inc, herein noted as Club.**

### **BY-LAW NO. 1**

#### **HEAD OFFICE**

The Head Office of the Club will be in the City of Mississauga, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

#### **SEAL**

The seal, an impression whereof is stamped in the margin hereof, will be the corporate seal of the Club.

#### **EXECUTIVE**

- a. The affairs of the Club will be managed by an Executive of no less than five (5) or more than eight (8) of whom a majority shall constitute a quorum for the transaction of business at any meeting of the Executive.
- b. Executives will be elected for a term of two years and are eligible for further two-year terms.
- c. The Executive Officers will be the President, the Vice-President, the Past President, the Secretary, and the Treasurer.
- d. The Executive will be elected at the Annual General Meeting to be held in the month of November. Upon swearing in, the Executive shall assume their offices.
- e. The Past President will preside over the election of the Executive at any meeting called for the election of Executive.

## **EXECUTIVE VACANCIES**

- A. Resignations from the Executive are to be done in writing.
- B. Executive are expected to be punctual and failing to attend three consecutive meetings with no known special circumstances will be considered as having resigned their post and the Executive will be free to appoint a replacement.
- C. Vacancies on the Executive, however caused, must, so long as a Quorum of Executive remains in office, be filled by the Executive from among the qualified members. If there is less than three (3) months remaining in office, the vacancy may be filled at the next Annual General Meeting.
- D. An Executive appointed or elected to fill a vacancy holds office for the unexpired term of the Executive's predecessor.
- E. Past-President vacancy will not be replaced.

## **EXECUTIVE QUORUM AND MEETINGS**

- A. A majority of the Executive will form a quorum at all meetings of the Executive.
- B. Except as otherwise provided by law, the Executive may hold its meeting at such place or places, within the municipality of Mississauga, as it may from time to time be determined.
- C. An Executive meeting may be formally called by the President, Vice-President or Secretary upon directions, in writing or by electronic mail of two Executive. Notice of such meeting will be forwarded to each Executive no less than five (5) days before the meeting is to take place, in writing or by electronic mail.
- D. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law will be sufficient and conclusive evidence of the giving of such notice.
- E. The Executive may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice needs to be sent. An Executive meeting may also be held, without notice, immediately following the Annual General Meeting of the Club.
- F. The Executive may consider or transact any business either special or general at any meeting of the board.
- G. A delegate may attend meetings of the Executive.
- H. A representative of the City of Mississauga Community Groups may be invited to attend meetings of the Executive in an advisory and liaison capacity.

## **EXECUTIVE VOTING**

- A. At meetings of the Executive, resolutions arising, will be decided by a majority of votes.
- B. Votes will be by show of hands, unless a ballot vote is so demanded by any Executive present.
- C. A declaration by the Chairperson that a resolution has been carried or not carried, an entry to that effect in the minutes of the Club will be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution.
- D. Representation or voting by proxy will not be permitted.

## **POWERS OF EXECUTIVE**

- 1. The Executive will govern the Club in accordance with its Letters Patent, Constitution, By-laws and Internal Policies.
- 2. Determine the Club's mission and purpose.
- 3. Ensure effective organizational planning, manage resources, determine and monitor programs and services including yearly review of all fees and enhance the Club's public image.
- 4. The Executive will develop and enforce By-laws and internal Policies that support the mission and objectives of organization and review and reapprove these By-Laws and Policies annually.
- 5. The Executive will practice due diligence and ensure all municipal, regional, provincial and federal by-laws and regulations and legislation are complied with.

## **REMUNERATION OF EXECUTIVES**

The executive will receive no remuneration for acting as such.

## **EXECUTIVE OF CLUB**

There will be a President, a Vice-President, a Past President, a Secretary, Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer. An Executive may hold more than one office except the offices of President and Vice-President.

# **DUTIES OF EXECUTIVE**

## **DUTIES OF PAST PRESIDENT**

The Past President will be the person who most recently occupied the office of President Duties will include but are not limited to:

- Advisory role to the President.
- Be available to other Executive for advice and consultation.
- Chairs nomination committee.
- Assumes responsibilities of the President and Vice President, if both are absent.
- The President automatically becomes the Past President upon election of a new President.
- Position of Past President, when vacant, will not be replaced.

## **DUTIES OF PRESIDENT**

Duties will include but are not limited to:

- Chairs Annual General Meeting, Executive and other meetings of the Club.
- Prepares agenda with Secretary for these meetings.
- Responsible for the general management and administration of the Club' affairs.
- Maintains and promotes the aims and objectives of the Club.
- Is the key contact and primary spokesperson for the Club.
- Has signing authority for the Club.
- Keeps in contact with the City of Mississauga.
- Has a vote at Executive meetings.
- Prepares annual President's report.

## **DUTIES OF VICE-PRESIDENT**

Duties will include but are not limited to:

- Assists the President in all aspects of the Club.
- Chairs meetings in the absence of the President.
- Recommends to the President and the Executive "ways and means to raise funds", if this is necessary.
- Has signing authority for the Club.
- Has a vote at Executive meetings.

## **DUTIES OF SECRETARY**

Duties will include but are not limited to:

- Perform the secretarial duties for Executive and member meetings, including Annual General Meeting.
- Handles the correspondence, ensures filing is up to date.
- Responsible for all communication within and related to the Club.
- Has a vote at Executive meetings

## **DUTIES OF TREASURER**

Duties will include but are not limited to:

- Responsible for Club's finances by maintaining an accurate report of all monies received and expended.
- Provides a Financial Report at all and Monthly Executive Meetings and a Yearly Financial Report.
- Issue cheques upon presentation of supporting documents and when required with the approval of the Executive Board.
- Has signing authority for the Club.
- Has a vote at Executive meetings.

## **DUTIES OF COORDINATORS**

### **MEMBERSHIP COORDINATOR**

Duties will include but are not limited to:

- Chair the Membership Committee.
- Collect annual dues and issues updated membership list and cards.
- Has membership list printed as required and provides a copy to the President.
- Maintains confidentiality and privacy of members' personal information.
- Revises membership application as required.
- Has no vote at Executive meetings.

## **SOCIAL COORDINATOR**

Duties will include but are not limited to:

- Chair the Social Committee
- Arrange all social activities for regular and special occasions.
- Promote social activities to members.
- When necessary co-ordinate activities with Kitchen Coordinator.
- Does not have vote at Executive meetings.

## **TRAVEL CO-ORDINATOR**

Duties will include but are not limited to:

- Chair the Travel committee
- Arrange trips for members.
- Keep members informed and obtain their views when deciding on trips.
- Collect monies and hand these over to the Treasurer.
- Does not have vote at Executive meetings.

## **KITCHEN COORDINATOR**

Duties will include but are not limited to:

- Purchase of all kitchen supplies
- Responsible for upkeep of kitchen cupboards and refrigerators.
- Turn into the Treasurer all purchase receipts for reimbursement and record keeping.
- Does not have a vote at Executive meetings.

## **OTHER COORDINATORS**

The duties of other Coordinators and term will be such as the engagement calls for or the Executive requires of them.

## **BOOKS AND RECORDS**

The Executive will see that all necessary books and records of the Club required by the By-laws of the Club or by any applicable statute or law are regularly and properly kept.

## **MEMBERSHIP**

Registration cannot be closed to a Mississauga resident if non-residents make up any portion of the membership.

Ninety percent of the Club membership must be residents of the City of Mississauga for the Club to maintain its eligibility as a member of the Community Group Registry Program.

Owners of business located in Mississauga are considered to be Mississauga residents.

Membership year will conform with that of the financial year as named by the board.

## **DUES**

There will be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of Executive, which vote will become effective only when confirmed by a vote of the members at an Annual General Meeting or other meeting of members.

The Secretary will notify the members of the dues or fees at any time payable by them, and if any are not paid within forty five (45) days of the date of such notice those members in default will thereupon automatically cease be members of the Club, but any such members may upon payment of all unpaid dues or fees be reinstated by majority vote of the Executive.

## **MEETINGS**

### **ANNUAL GENERAL MEETING AND OTHER MEETINGS OF MEMBERS**

The Annual General Meeting or other general meetings of the members will be held at the head office of the Club or elsewhere in Mississauga as the Executive Board may determine and on such day as the said Executive will appoint.

Notice of the Annual General Meeting must be given at a minimum of twenty-one (21) days prior to the meeting. Notification can be given by electronic mail, regular mail or in person.

Notice of the Annual General Meeting and other member meetings, should include Agenda, copy of proposed changes to either Constitution and/or By-Laws, and appropriate financial reports.

At the Annual General Meeting of members, reports including financial statements for the financial year will be presented by the Executive.

## **ERRORS OR OMISSION IN NOTICE**

No error or omission in giving notice of Annual General Meeting or any other general meeting or any adjourned meeting whether annual or general of the members of the Club will invalidate such meeting or make void any proceedings taken there at and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

For the purpose of sending notices to any member, executive or other will be at their last address, electronic mail address and phone number recorded on the books of the Club.

## **QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of members will consist of not less than five per cent (5%) of members in good standing who are present in person.

Proxies are not acceptable.

## **VOTING OF MEMBERS**

1. Subject to the provisions, if any contained in the Letters Patent of the Club, each member of the Club will at all meetings of members be entitled to one vote.
2. No member or person may vote by proxy.
3. At all meetings of members every question will be decided by a majority of votes of the members present in person.
4. Every question will be decided in the first instance by a show of hands, unless a poll be demanded.
5. If a poll is demanded and not withdrawn the question will be decided by a majority of votes of the members present.
6. A declaration by the Chairperson will be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes accorded in favour or against such resolution.



## **FINANCIAL MANAGEMENT**

### **FINANCIAL YEAR**

Unless otherwise ordered by the Executive, the financial year of the Club will be from September 1<sup>st</sup> to August 31<sup>st</sup> of the following year.

### **CHEQUES**

1. The Club will maintain an account in a recognized Canadian financial institution.
2. At least three (3) signing officers from the Executive are required for the account.
3. All Cheques and other financial documents will require two of the three authorized signatures.
4. The two signatories on any cheque must not be related by family or blood ties.
5. Expenditures under \$499.99 may be paid by Treasurer, upon verification of expenditure.
6. All expenditures over \$499.99 must be approved by the Executive prior to issuance of a cheque in payment of said invoice.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

1. The securities of the Club will be deposited for safekeeping with a recognized Canadian financial institution.
2. Any and all securities so deposited may be withdrawn from time to time, only upon written order of the Club and signed by two of the three authorized signatures and in such manner, as shall be determined by resolution of the Executive.

### **EXECUTION OF DOCUMENTS**

Deeds, transfers, licences, contracts and engagement on behalf of the Club will be signed either by the President, or Vice-President and by the Secretary, and the Secretary will affix the seal of the Club to such instruments as require the same.

Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, Vice-President, Treasurer or by any person authorized by the Executive.

Notwithstanding any provisions to the contrary contained in the by-laws of the Club, the Executive Board may at any time, by resolution, direct the manner in which, and the person or

persons by whom, any particular instrument, contract or obligations of the Club, may or will be executed.

## **OTHER**

### **ROBERTS RULES OF ORDER**

All meetings will be governed by Roberts Rules of Order to which they are applicable and in which they are consistent with the Constitution, By-Laws, and procedures of the Club.

### **NOTICE**

Whenever under the provisions of the by-laws of the Club, notice is required to be given, such notice may be given either personally, by electronic mail or telephone.

For the purpose of sending any notice the information provided by the member, or Executive will be the last recorded on the books of the Club.

### **INTERPRETATION**

In these by-laws and in all other by-laws of the Club, hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender will include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **BY-LAW #2**

### **CONFLICT OF INTEREST**

A conflict of interest is defined as a situation in which an Executive, who is in a position of trust, has a professional or personal interest that competes with the best interests of the Club and its members. Such competing interests can make it difficult for an Executive to perform their duties and responsibilities objectively. A conflict of interest exists even if no unethical or improper act results. A conflict of interest can create an appearance of impropriety that can undermine confidence in the Club and its efforts.

#### **1. DISCLOSING CONFLICT OF INTEREST AT A MEETING**

If an Executive has or suspects they have a conflict of interest, direct or indirect, in any matter and is present at an Executive meeting, the Executive will:

- Disclose the conflict of interest
- Not take part in the discussion or vote
- Leave the meeting when matter is under consideration

#### **2. DISCLOSING CONFLICT OF INTEREST AFTER A MEETING**

If an Executive is not in attendance at the meeting where a conflict of interest arises, they will disclose the conflict of interest at the first meeting attended by said Executive.

#### **3. CONFLICT OF INTEREST STATEMENT**

All Executive and Co-ordinators must sign and abide by a Conflict of Interest Statement approved by the Executive.

## **CODE OF CONDUCT**

A Code of Conduct reflects commitment to the Club's values and provides a framework to guide ethical conduct in a way the upholds integrity. All members are expected to behave in a way that aligns with the Code.

## 1. **CORE VALUES**

All members of the Club are expected to:

- Act with impartiality and integrity
- Demonstrate respect, transparency and accountability

## 2. **GUIDING PRINCIPLES**

The Club's guiding principles include:

- Having a responsibility to act in good faith and to place the interest of the Club above own private interests.
- Knowing that when there is a real or potential conflict of interest, it must be disclosed at the first opportunity.
- Behaving in a way that demonstrates that behaviour and actions are respectful fair and reasonable under the circumstances.
- Encouraging members to act fairly and ethically.
- Encouraging feedback from the membership to create a welcoming environment instead of one of fear of reprisal
- Knowing that if there are any questions regarding the Code, or are unsure of how to apply the principles, the Vice- President shall be consulted.
- Understanding that breaches of this Code may result in disciplinary action up to and including suspension of membership.
- The Executive confirm (on an annual basis) their understanding of, and commitment to, the expectation in the Code of Conduct

## 3. **BEHAVIOUR STANDARDS**

Ethical behaviour standards help an organization make appropriate decisions.

## 4. **CLUB MEMBERS**

- Must not engage in criminal activity and must comply with all relevant laws, regulations, policies and procedures.
- Must not use their status or position with the Club to influence, benefit or advantage themselves.
- Contributes to a safe and healthy environment that is free from discrimination, harassment and violence.
- Must not use drugs, or alcohol in a way that affects performance and safety of themselves or others or negatively impacts the reputation of the Club
- Must act in a way that is consistent with the Club protocols on public comment.
- Must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between private interests and the interests of the Club. Possible examples include:
  - Outside activities that conflict the goals of the Club
  - Use of confidential information

- Gifts and gratuities.
- Political activity
- Relationships that might question impartiality
- Code of Conduct also refers to after a member leaves the Club, to not disclosing Club confidential information or use of contacts for personal gain.

## **5. REPORTING PROCESS**

- The Vice-President will be the Code Administrator
- The Code Administrator receives and ensures confidentiality of all disclosures, is responsible for providing advice, managing the concerns, and ensuring procedural fairness
- Disclosure of all real or apparent conflicts of interest must be declared in writing to the Code Administrator; about oneself or another
- The Code Administrator promptly reviews the circumstances and details of the potential breach
- The identity of the reporter will not be disclosed unless required by law
- The alleged member has the right to complete information. and right to respond either in writing or at a specially called Executive Board meeting for that purpose.
- The Code Administrator makes decision and completes a report of the review in a timely manner
- The decision may range from no potential breach to one that reveals suspected criminal conduct.

If a member does not comply with the standards of behaviour identified in the Code of Conduct, they may be subject to disciplinary action up to and including removal from their office and /or the Club.

A request in writing can be made to the President to review the decision of the Code Administrator using the appeal process.

They at that time they may request to present their appeal in person at a specially called Executive Board meeting. The decision will still be determined by the Code Administrator.

## **COMPLAINTS AND DISPUTE RESOLUTION POLICY**

The Club encourages all member to attempt to resolve issues in good faith prior to the Club's intervention. Keeping in mind the criteria provided in our Club Code of Honour, Policies and Procedures, but understands that this is not always possible.

## **GENERAL**

Members who have a serious issue are encouraged to discuss it with a member of the Executive, whose names and phone numbers are listed on the Club's website.

The following matter is excluded from this policy:

- a) Complaints regarding breaches of the Privacy Policy are to be directed to the Club's Vice-President, who will act as the Club's Privacy Officer.

## **DISPUTE RESOLUTION**

Dispute resolution is defined as the process of resolving disputes between "parties". In the case of the Club disputes are typically brought to the attention of the Club first by informal discussions. Only if good faith informal discussions are not successful can a formal complaint be lodged (see formalizing complaints), with the Club. Further steps, including investigation, follow-up discussions, etc. will be undertaken by the Executive.

Dispute resolution complaints may include but are not limited to the following:

- a) Disputes between members.
- b) Disputes with the Club's mandate.
- c) Dispute with the Club's rules and policies.
- d) Dispute with management of Club's assets.
- e) Failure of the Executive to follow rules and procedures.
- f) Disagreements between Executive members.

## **COMPLAINTS**

Encouraging open communication, the Club is committed to address fairly and without bias all complaints.

If a member wishes to make a complaint about an Executive, they may do so, in writing. Any such complaint will be addressed to the Vice-President.

If the subject of the complaint is about the Vice-President, the complaint must be addressed to the President

The Club will immediately report all complaints of sexual and/or physical abuse to the police (with the consent of an individual alleging abuse). The Club will immediately report criminal activities to the police without a written complaint.

## **FORMALIZING COMPLAINTS**

- a) Any complaint can be communicated verbally to an Executive member but must be followed up in writing (letter and/or e-mail) in order to be acted upon.
- b) All complaints to the Club must be in written form and signed before a complaint is dealt with. A confirmation from the Club that the complaint has been received will be provided via e-mail if possible, other confirmation forms may include phone or letter.
- c) Once a written complaint is filed with the Club, the Vice-President will review the complaint and determine a course of action. This review will be conducted within 14 days of receiving the complaint.
- d) If necessary, the Vice-President will schedule a Complaint Hearing within 14 days of finalizing the review of the Complaint. Notice will be provided to the individual (s) who are subject of the Complaint and requested to appear at the Complaint Hearing.
- e) Hearing shall be conducted by three (3) persons, with the Vice-President chairing the meeting and one Executive member and one member of the Club.
- f) The individual (s) named on the complaint is/are entitled to be present at the hearing. Only individuals called by the Vice-President will be allowed to attend and participate in a hearing.
- g) Hearings can take place by way of written submissions and with differing degrees of formality and complexity. The main consideration will be to arrive at a decision which, among other considerations, allows the affected individual (s) to adequately answer the case against them given the circumstances of the complaint and the nature of the matter being considered.
- h) The hearing committee will then deliberate in camera following the meeting.
- i) The goal of the committee is to communicate the decision within 14 days of the Complaint Hearing.
- j) Penalties can range from removal of membership, probationary period where the individual is allowed continue with the Club, or a reprimand.
- k) All committee decisions are final, and the issuing of "Reasons for Decision", along with the decision is not mandatory
- l) Individual (s) who are charged with a criminal offense involving Club related incidents may be suspended from the Club pending resolution of the charges, depending on the nature of the charges. No Complaint or Discipline hearing will take place when an individual is facing criminal charges for non- Club related incidents. Club members who are convicted of a Criminal Code of Canada offense are subject to immediate suspension or removal.
- m) Any individual who is convicted of a criminal offense resulting from sexual or physical abuse will be banned from the Club.

## **APPEALS**

Members disputing their suspension or dismissal from the Executive or a regular membership of the Club, or a complaint decision made by the Executive, have the right to appeal to the general membership in writing within ten days of being notified.

A special meeting of all members will be called within 21 days to consider such appeal.

Registered members present will be allowed to vote. Each member is permitted one vote. Proxies are not permitted.

At least two-thirds majority of registered members present will be required to carry the vote.

The decision at the special meeting will be final and not subject to review.

## **LEGAL RESPONSIBILITIES**

The Club will indemnify and save harmless the Executive from:

- All costs, charges and expenses they sustain or incur in or about any action, suit or proceeding that is brought against them in execution of the duties of their office
- An Executive that is proven to be in neglect will incur all costs that are associated with the legal proceedings.

## **MEMBER INFORMATION AND PRIVACY**

- All information collected about members, including but not limited to name, address, phone numbers, e-mail addresses shall be protected in accordance with applicable laws and only will be used for the purposes of communication on club matters.
- Personal information will be kept confidential and secure.
- If member information is to be shared, that member must provide consent and sign a release of information form.

## **INSURANCE**

A club who is affiliated with the City of Mississauga will receive minimal insurance. The Club should discuss whether additional insurance such as liability/error and omission insurance are required and purchased.



## **ANNUAL GENERAL MEETING**

The Club will write an annual report that highlights its successes, discloses its budget and shares statistics about their membership and programs.

The President, or Vice-President, in the President's absence will review the Annual Report with members at the Annual General Meeting and post for those unable to attend.

A copy of the Annual Report will be given to the City of Mississauga.

## **AMENDMENT TO THE BY-LAWS**

Any provision of the By-Laws may be amended by the Executive. Said changes become effective upon approval by the Executive.

Copies of the amended By-Law will be forwarded to all members in good standing along with notification of the Annual General Meeting or members meeting called for purpose of approval of changes.

Approval of said changes requires fifty-one percent (51%) approval by members in good standing who attend the meeting. Proxies are not allowed.

If the by-law amendment is confirmed or confirmed as amended by members, it remains effective in the form in which it was confirmed.

If the by-law is repealed, it then becomes null and void.