



SOUTH MAPLE RATEPAYERS ASSOCIATION INC.

Constitution & By-Laws



DECEMBER 2, 2019
SMRPA INC.
MAPLE, ON

SOUTH MAPLE RATEPAYERS' ASSOCIATION, INC.

Constitution & By-Laws

The Constitution and By-Laws relating to the conducting of the government and affairs of The South Maple Ratepayers' Association, Incorporated.

BE IT ENACTED AND IT IS HEREBY ENACTED as the Constitution and By-Laws of The South Maple Ratepayers' Association, Inc. as follows:

THE CONSTITUTION

1.0 ARTICLE 1 – NAME

1.1 The name of this Association shall be the “South Maple Ratepayers' Association, Inc.” (hereinafter called the Corporation). The Association is also commonly referred to by members of the community and others as “SMRPA”.

2.0 ARTICLE 2 – SOUTH MAPLE AREA DEFINED

2.1 **South Maple** is that land enclosed by Melville Ave on the west, northern boundary of Major Mackenzie Dr, the eastern boundary of the Don River tributary and the southern boundary of Hollybush drive connecting to the Humber River tributary, which includes the four (4) buildings at Villa Giardino. Also included in the SMRPA boundary are the streets of Lucena Cres., Parktree Dr., Tania Cres. and Larissa Crt.

3.0 ARTICLE 3 – OBJECT

3.1 The object of this Corporation shall be to promote, protect, and represent the general interests of those who reside in the South Maple area.

4.0 ARTICLE 4 - HEAD OFFICE

4.1 The Head Office of the Corporation shall be in the city of Vaughan, in the Region of York, in the Province of Ontario.

5.0 ARTICLE 5 – SEAL

5.1 The seal an impression whereof is stamped in the margin hereof shall be the seal of the Corporation.

6.0 ARTICLE 6 – MEMBERSHIP

6.1 Members of the Corporation shall be all persons (not including a corporation), eighteen (18) years of age or over, residing in the South Maple boundary, who have ever paid the membership fee of the Corporation, in the amount as that fee may have been

set by the Corporation at the time of each such person's payment of it, and who have not resigned from membership. The annual membership fee can be submitted at the AGM for the upcoming year or at any General meeting. Members, after seven (7) days of membership, have full rights and privileges of membership including the right to attend all general meetings of the Corporation, to participate in its affairs, to vote (except as the right of the chairman of a meeting to vote is herein limited) and to hold office.

6.2 A member may resign from elected office, with immediate effect, by written direction to the President or Secretary.

6.3 A register of members ("Membership List") shall be maintained by the Secretary and/or President of the Corporation. In order to protect the privacy of members, the SMRPA Membership List will be under the authorization of the SMRPA Executive Board. The personal member information will be further protected by the Corporation's new Privacy Policy.

6.4 This Article shall in no way be construed to prohibit any resident of SMRPA from attending general meetings of the Corporation.

6.5 Any new members of the Corporation must ensure that they have become members at least thirty (30) days prior to the Annual General Meeting in order to be afforded the right to vote at the Meeting. The Membership List shall be considered final thirty (30) days prior to the Annual General Meeting for the purpose of voting privileges.

6.6 New members will be required to provide proof of residency upon becoming a member. (I.e. photo identification will be required where possible.)

6.7 In order to avoid a conflict of interest, holders of public office shall not be eligible to be an Executive Member of SMRPA. Any current Executive Member seeking public office at the municipal, provincial or federal level of government shall recuse themselves from being an Executive Member. Upon the earlier of:

- (i) receipt of the Executive Member's resignation, or
- (ii) submission of the Executive Member's nomination papers for public office, the member ceases to be an Executive Member of the SMRPA.

6.8 Any member who has a pecuniary or other conflict of interest in a matter to be discussed and/or voted on at any Board/ Executive and/ or at any general meeting of the Corporation shall declare it forthwith at the chairman's call for Conflicts of Interest on the agenda.

If conflict is not disclosed, removal from office by majority of executive votes.

7.0 ARTICLE 7 – OFFICERS

7.1 The Principal Officers of the Corporation shall consist of the President, Vice-President, Treasurer, and Secretary.

7.2 Only Directors may serve as Officers of the Corporation. Initial election of Officers shall be by those Directors present at the first meeting of the Board of Directors (hereinafter called the Executive Board) following each Annual General Meeting of the Corporation. Officers and Directors shall be elected for a term of three (3) years (as per Article 8)

extending until the next Annual General Meeting. If during that term a vacancy should occur in any office, such vacancy may be filled, for the remainder of the term, by a member in good standing and by majority vote at a meeting of the Executive Board.

7.3 The President shall, except as hereinafter provided, preside as chairman at all meetings of the Corporation and of the Executive Board, and shall call, or direct the Secretary to call, all general and Executive meetings of the Corporation, and shall perform such other duties as may be incident to the office. The President may, at his discretion designate the Vice-President or some other Executive Member in good standing to act as chairman in his stead at any meeting at which he is in attendance. The President shall be a member *ex officio* of all committees of the Corporation.

7.4 The Secretary shall attend and keep a record of the proceedings at all general and Executive meetings of the Corporation. In the absence of the Secretary at any meeting, secretary pro tem shall be appointed for that meeting.

7.5 The Treasurer shall, subject to the Executive Board, have the custody of all moneys belonging to the Corporation and shall cause an account(s) of the same to be kept and the same to be deposited in a chartered bank in the name of the Corporation. He shall also cause to be prepared and submit at every Executive and Annual General Meeting of the Corporation, a statement of the financial affairs of the Corporation.

7.6 The President, Treasurer and two (2) other members from Executive Board are to be designated signing officers and a combination of any two of their signatures will be sufficient to validate cheques or any other negotiable instruments on behalf of the Corporation.

8.0 ARTICLE 8 – BOARD OF DIRECTORS

8.1 The affairs of the Corporation shall be managed by the Executive Board.

8.2 Election of the Board of Directors at the Annual General Meeting.

a) The Board shall consist of a maximum of nine (9) Executive Members. Of the nine Executive Members, four (4) shall be Principal Officers and five (5) shall be Directors. The Principal Officers shall consist of a President, Vice President, Treasurer and Secretary. b) Every year at the Annual General Meeting, three (3) Executive positions will be up for election. In the first year of elections, the Vice President and two (2) Directors shall be voted on. In year two, the Secretary and two (2) Directors shall be voted on and in the third year, the President, Treasurer and one (1) Director position shall be voted on

c) Once elected, Executive Members will hold a three (3) year term before their positions are up for election once again.

d) In the first (1) year that this provision of the Constitution comes into effect, the nine (9) newly-elected Executive Members will be divided by the Executive into three (3) groups. The first group will have a one (1) year term, the second will have a two (2) year term, and the third will have a three (3) year term.

e) After three (3) years, the cycle will continue so that all newly-elected Executive Members will hold their positions for three (3) years.

f) Directors can serve for as many three-year terms as they are elected.

g) The Secretary will maintain records of the term of each Executive position and which Directors positions are voted on in each year.

h) In the event an Executive Member resigns during the course of his term and the vacancy is filled by appointment (as provided for in Section 8.3), the new Director will assume the remaining term (of between 1 and 3 years) of the resigned Executive Member.

i) In the event an Executive Member resigns in his year of election and the vacancy is not filled before the Annual General Meeting, the Nominating Committee will decide whether to put forward a new nominee for that position.

8.3 Vacancies on the Board may be filled by majority vote of the remaining members of the Board present at a meeting of the Board, and any member so elected shall hold office for the duration of that position (*i.e.* for the remaining term of that Director position as defined under Section 8.2h).

8.4 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it may decide.

a) Subject to Section 10.7, questions arising at any meeting of the Board shall be decided by a majority vote of the Executive members present.

b) The Board shall have the authority to authorize the expenditure of funds of the Corporation in the ordinary course of business for the purpose of carrying out the Corporation's objectives, but shall not have the authority to incur any extraordinary expenditure without the approval of the members at a general meeting of the Corporation.

c) A resolution signed by all of the Executive shall be as valid and effectual as if passed at a meeting of the Executive duly called and constituted.

8.5 The Board shall have the power to appoint *ad hoc* committees, and to delegate to such committees any of their own powers, and such committees shall have the authority to regulate their own proceedings and to transact such business as may be delegated to them by the Board, and shall report the proceedings of their meetings to the Board, but otherwise shall not have the authority to bind the Board or Corporation.

8.6 The Officers and Directors shall serve without remuneration, nor shall they directly or indirectly receive any profit from their position as such; however, they may be reimbursed for reasonable expenses incurred in the course of their duties, if authorized by the Board.

8.7 Individual voting preferences of Executive members on issues discussed at all meetings of the Board should remain confidential between Board members. SMRPA majority positions on issues can be shared with fellow SMRPA members and other residents in the community.

8.8 Voting on motions should be done confidentially; therefore, guests should be excused from meetings during votes.

8.9 Any Executive member who has a pecuniary conflict of interest in a matter to be discussed and/ or voted on at any Board/ Executive and/ or any general meeting of the Corporation shall declare it forthwith at the chairman's call for Conflicts of Interest on the agenda.

9.0 ARTICLE 9 – FINANCES

9.1 The fiscal year of the Corporation shall terminate on the thirty-first (31) day of August in each year or on such other date as the Board shall by resolution from time to time determine.

9.2 The membership fee shall be set at the Annual General Meeting for the ensuing year. In the absence of any resolution specifically dealing with this matter, an Annual General Meeting shall be deemed to have set the fee at the same amount as the previous year.

9.3 Securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or in a safety deposit box or with such other depositories or in such manner as may be determined from time to time by the Board.

9.4 In the event the Corporation is dissolved, the Board shall remain in existence as an independent body for not more than twelve (12) months from dissolution of the Corporation, in order to terminate the affairs of the Corporation. On dissolution of the Corporation, its net assets shall be converted into cash; the sum total of this cash shall be conveyed, gratis, to a charitable organisation, registered as such by Canada, and having its head office in the Province of Ontario. If monies are raised for a specific cause, and after all fees there are monies remaining, every effort will be given to reimburse members equally to those that donated for said cause. Otherwise, any remaining monies will be donated to a charitable organisation.

10.0 ARTICLE 10 - MEETINGS OF THE CORPORATION

10.1 The Annual General Meeting of the Corporation shall be held within four (4) months after the fiscal year end on a day and time to be fixed by the Board. Notice of at least twenty-one (21) days shall be given to the general members by way of email and posted on the SMRPA website.

10.2 Special Meeting:

The Board may, whenever it thinks fit, or shall, upon requisition made in writing by at least ten (10) per cent of the membership, convene a special general meeting of the Corporation. Such requisition shall express the object of such meeting and shall be left with the Secretary of the Corporation. The Notice of Special meeting shall set out the business to be transacted and only the business set out on the notice shall be transacted. On receipt of such requisition, the Board shall forthwith convene a special meeting of the members within thirty (30) days of receipt of the requisition.

10.3 At least three (3) days public notice of any general meeting specifying the place, the date, and the hour of the meeting, and, in the case of special business, the general nature of such business shall be given.

10.4 Quorum:

At a general meeting of the Corporation, ten (10) members in good standing shall be necessary to constitute a quorum. At an Executive Board meeting, fifty (50) per cent of the Board shall be necessary to constitute a quorum, of which two (2) must be a Principal Officer of the Corporation. If within one-half hour from the time appointed for either meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned until a date at least three (3) days later

fixed by the chairman of the meeting, and shall be held at the same hour and place, and if at such adjourned meeting a quorum is still not present, it shall be adjourned *sine die*.

10.5 The chairman may, with the majority consent of the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business for which the meeting previously adjourned was called.

10.6 At any general meeting of the Corporation, unless a poll is demanded, a declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the Corporation shall be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution. If a poll is requested by a member and subsequently supported by at least twenty-five (25) per cent of the members present, the same shall be taken in such manner as the chairman directs, and the result shall be deemed to be the resolution of the Corporation in general meeting. A demand for a poll may be withdrawn.

10.7 On any resolution or in any election, in a general meeting of the Corporation or a meeting of the Executive Board, only one (1) vote may be exercised by any member of the Corporation, except that, if so specified in a By-Law regarding the election of Executive Board members, a member may vote concurrently for up to as many candidates as the By-Laws may allow to be elected. The chairman at all meetings shall cast a vote only to break the tie when there is an equality of other votes cast, and shall not otherwise vote on resolutions. Voting shall not be by proxy or delegate.

10.8 At any general meeting of the Corporation, the chairman shall propose the order of business. The proposal may mention, but need not be limited to:

- (i) confirmation of due calling and quorum;
- (ii) determination of agenda;
- (iii) declarations of conflicts of interest;
- (iv) the reading and approval of the minutes of the previous meeting;
- (v) at an Annual General Meeting, the President's report;
- (vi) a report from the Vice-President and/or Treasurer;
- (vii) correspondence and deputations;
- (viii) reports of committees;
- (ix) notice of motion;
- (x) unfinished business;
- (xi) new business;
- (xii) at an Annual General Meeting, the election of Executive members; and
- (xiii) at an Annual General Meeting, the appointment of an Auditor.

The chairman's decision shall be final on all questions of sequence. The chairman may limit debate to motions regularly before the meeting. Members may propose agenda, including items of new business, subject to any requirements of notice of motion, and such proposals shall be put to the meeting as resolutions.

10.9 In all cases to which they may apply and do not conflict with provisions of the Constitution or By-Laws, Roberts "Rules of Order" shall govern meetings of the Corporation.

10.10 *Deputations:*

Deputations at SMRPA regularly-scheduled Board meetings must be provided to the chairman at least seven (7) days prior to the meeting, and it must clearly set out the topic to be discussed and what is being asked of the SMRPA Board. The length of time and nature of the deputation must be discussed with the chairman in advance of the meeting, and the chairman will accommodate the request as is practical.

11.0 ARTICLE 11 – PROTECTION

11.1 Every Officer, Director or member of the Corporation or other person who, on the authority of a motion moved, seconded and approved at a meeting of the Corporation, has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless, out of funds of the Corporation, from and against:

a) all costs, charges and expenses whatsoever such Officer, Director, member or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability, and b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

11.2 No Officer or Director for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Officer or Director, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation for the insufficiency or deficiency of any security in or upon which any moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever, which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or his own wilful default.

12.0 ARTICLE 12 – AMENDMENTS

12.1 Amendments to the Constitution may be initiated in any of the following ways:

a) The Board may formulate proposals for amendment of the Constitution and submit them, with any arguments it chooses, to the next Annual General Meeting for a vote.

b) A committee may be appointed *ad hoc* by the President to consider reviewing the Constitution in general or amending some particular section(s). He must then submit a committee report to the next Annual General Meeting of the Corporation together with recommendations of the Board for or against the proposal.

c) Twenty (20) members or twenty per cent (20%) of the members in good standing of the Corporation may submit to the President or Secretary a proposed amendment(s) to the Constitution. Then, submit the proposed amendment(s) with any arguments advanced by the sponsors, and with the Executive Board recommendation for or against the proposed changes, to the next Annual General Meeting for action. An amendment to the Constitution made in this manner may not be submitted to the Executive Board within a period of forty-five days (45) preceding the date of the Annual General Meeting.

12.2

- a) Amendments to the By-Laws may be initiated similarly to amendments to the Constitution as set out in Section 12.1 above.
- b) Amendments to the By-Laws may be proposed by twenty (20) members or twenty (20%) per cent of the membership in good standing at any general meeting.

12.3

- a) Amendments to the Constitution or By-Laws may only be voted on at an Annual General Meeting.
- b) The Secretary shall provide notice of the Annual General Meeting twenty-one (21) days beforehand and include a list of proposed amendments to the Constitution and By-Laws, as applicable. The Tellers Committee formed under By-Law 1, Subsection 3 (a), will count the votes. An affirmative vote of at least two-thirds (2/3) of the members present shall be required for acceptance of amendments to the Constitution. To amend the By-Laws a simple majority affirmative vote of the members present is required. The result of the vote shall be reported to the membership.

12.4 Amendments to the Constitution or By-laws shall become effective upon a favourable vote of approval at the Annual General Meeting.

13.0 ARTICLE 13 – INTERPRETATION

13.1 In the Constitution and all By-Laws of the Corporation, the singular shall include the plural and the plural the singular; the word person shall include firms and corporations, and the masculine shall include the feminine.

Given and dated at Maple, in the City of Vaughan, this _____day of _____, A. D._____.

Witness the Seal of the Corporation.

_____ President. _____ Secretary.

THE SOUTH MAPLE RATEPAYERS' ASSOCIATION, INC.

BY LAWS

1.0 BY-LAW NUMBER 1 - NOMINATIONS AND ELECTION OF EXECUTIVE MEMBERS

1.1 From seven (7) weeks prior to the Annual General Meeting, the President, with the advice and consent of the Board shall appoint a committee of two (2) members or Executive Members to serve as the Nominating Committee for the Board to be elected at the Annual General Meeting. One member should be chosen from the Executive Board and one may be chosen from the general membership.

1.2 Nominations for Executive Members may be received in writing addressed to the Secretary or President from the general membership at least twenty-one (21) days prior to the Annual General Meeting provided that there are two (2) members as sponsors and that the nominee has agreed to stand. The Secretary or President will pass such nominations

on to the Nominating Committee, who will make their report to the Board at the Board meeting which formulates the notice for the Annual General Meeting. The Nominating Committee report will be included in the notice to members of the upcoming Annual General Meeting

1.3 See Section 1.2.

a) Seven (7) weeks in advance of the yearly Annual General Meeting, the President shall appoint a Tellers Committee made up of at least three (3) members with member volunteers as required, for the purpose of the organization, conduct and reporting of an Election of Directors and/ or the counting and reporting of votes for amendments to the Constitution and/ or By-Laws.

1.4 Subject to Section 1.5, if more than three (3) members are duly nominated for one position, and none withdraw, and the election of Executive Members at an Annual General Meeting is thus contested, or if at a meeting of the Executive Board there are nominated more persons than there are vacancies available on the Board, then a person entitled to vote in the circumstances may vote concurrently for up to as many nominees as there are Executive Member positions to be filled. Those nominees each receiving the most votes shall each be declared elected, until all Executive positions are thus filled; and remaining nominees each receiving fewer votes than any of these shall be declared defeated.

1.5 To be elected to the Board at an Annual General Meeting, a nominee must receive the votes of at least three (3) other members of the Corporation present at that meeting. To be elected at a meeting of the Executive Board to fill a vacancy on the Board, a nominee must receive the votes of at least five (5) Executive Members present at that meeting.

1.6 In the event that there is a contested election, the Tellers Committee appointed by the President under Subsection 1.3 (a) shall in the case of a vote count the ballots and report to the meeting.

1.7 In the event of a tied vote, and where neither nominee withdraws his name, an immediate run-off vote shall be conducted to determine the election.

2.0 BY - LAW NUMBER 2 - SELECTION OF DIRECTORS

2.1 A total of nine (9) Executive Members may be elected to the Board. Four (4) Principal Officers and five (5) Directors.

3.0 BY-LAW NUMBER 3 - STANDING, TASK, AND OTHER COMMITTEES

3.1 Standing committees may be established or discontinued by a general meeting.

Standing committees shall have not less than three (3) members, appointed by the President with the advice and consent of the Executive Board. The appointment shall be until the first general meeting held after twelve (12) months (or more) subsequent to their appointment, unless otherwise specified.

4.0 BY-LAW NUMBER 4 – FINANCES

4.1 All moneys received by the Treasurer on behalf of the Corporation shall be deposited in an account(s) in the name of the Corporation, in a chartered bank.

4.2 By an affirmative vote of a simple majority of the Executive Board, the Treasurer shall invest stated amounts of the funds of the Corporation as directed.

5.0 BY-LAW NUMBER 5 – MISCELLANEOUS

5.1 A summary of the business conducted by the Executive Board in his year of office shall be reported by the President at the Annual General Meeting. The following reports shall also be received:

- Vice President Report
- Treasurer Report

Given and dated at Maple, in the City of Vaughan, this _____ day of _____, A. D. _____.

Witness the Seal of the Corporation.

_____ President. _____ Secretary