CONSTITUTION OF THE ROCKW00D RESIDENTS' ASSOCIATION

ROCKWOOD

A Great Place to Call Home

Preamble

This association was formed for the specific purpose of striving for the preservation and betterment of the quality of life in the community of Rockwood Village and, in a more general sense, for the greater good of the City of Mississauga.

To pursue these noble goals, we will foster the ideals of good citizenship and service to community over narrow self-interest, encourage respect for both private and publicly held property and be fully accountable to our fellow citizens. At the same time, we will expect and demand this same accountability from all officials and institutions, whether elected or appointed, whose actions or conduct impact upon the quality of life in our family-oriented neighbourhood.

We encourage full participation in all levels of the political process by our members as individuals and believe participatory democracy to be the life-blood of our community, but, as a non-partisan and not for profit association, we will never endorse any individual candidate or political party.

I. Membership

A. Any person eighteen years of age or older who is a resident, including tenants or homeowners, living in apartments, single family or multi unit homes of the area of the City of Mississauga; bounded by Eglinton Avenue, Dixie Road, Burnhamthorpe Road East and the Etobicoke Creek, comprising the neighbourhood known as "Rockwood Village", May become a member of the association upon application for membership, payment of the prescribed membership fee and approval by the association's Officers.

I. Membership Cont'd

B. Any member may withdraw from the association by written notice to the association, but upon withdrawal, shall not be entitled to a refund of any of the fees that they have paid.
C. Only members who have paid their membership fees are eligible to participate in open discussions, question periods and voting at the Annual Meetings.
D. Any member who believes that a Director is not acting in the best interest of the Corporation, can inform the Executive Board specifying concerns. The Executive Board will investigate, review and take necessary action, including as last resort the removal from the Board.

II. Membership Fees

A. The membership fee shall be prescribed each year by those members present at the association's annual meeting.

III. Officers

A. The Officers of the association, not to exceed three (3), shall be elected to a two (2) year term by those present at a duly called and constituted annual meeting of the association and shall consist of a President, a Vice President and a Treasurer. The Directors, numbering eight (8), shall be collectively known as the association's Executive Board. Only Board Members who have served for a minimum of one year term can be elected as an Officer.
    I. Notwithstanding the term and tenure requirements for the Officers, in the event of extenuating circumstances in which there is a vacancy in one or more of the Officer positions, and there are no Directors who meet the tenure requirement, the Executive Board, may nominate an Interim Officer from the currently elected Board members, provided that the Interim Officer has held the elected position of Director, for a minimum of one year, and is elected to the interim position by a majority of the Executive Board. The Interim Officer must be ratified and elected at a duly called and constituted annual meeting of the association

B. The President shall preside at all general meetings of the association and at all Executive Board meetings and he or she shall be the ex officio member of all committees.

III. Officers Cont'd

C. The Vice President or should that person be unavailable, any other Officer agreed upon by the majority of the Executive Board, shall perform the duties of the President in their absence or inability to act.

D. Decisions of The Executive Board shall be made by a simple majority of those Officers and Directors present at a duly called meeting of The Board provided a quorum is present in the form of a simple majority of all those eligible to attend.

E. If an Officer is unable to fulfill their term, the Board of Directors, in their sole discretion, shall appoint an Interim Officer to fill the vacant role, until such time as the position can be confirmed at a duly convened General Meeting. The Interim Officer must be eligible under the terms and conditions set out in Article IIIA

F. Board Roles and Responsibilities

a) The President shall oversee the general management and administration of the Association, and shall also:

i. be the primary contact and spokesperson of the Association.

ii. be the signing authority, with the Treasurer, on all matters relating to the Association.

iii. convene and preside over meetings of the Board.

iv. encourage discussion to achieve consensus whenever possible.

b) The Secretary shall maintain all records relating to the Association, including minutes of all meetings of the Board.

c) The Treasurer shall be responsible for the conduct of the financial affairs of the Association, prepare and present financial reports at all meetings of the Board and prepare and present an annual financial report at the Annual Meeting.

G. If any member of the Board declares a personal conflict with another member of the Board, that Board member will follow the rules and procedures of the "Dealing with Complaints" document from January 2021. The President or another Officer of the Board will distribute a copy of this document at the first Board meeting of the year.

IV. Directors

A. The Board shall be comprised of three (3) Officers and eight (8) Directors who will serve for a period of two (2) years. If a position is vacated in the interim, or a member of the Association would like to join the Board, their name will be considered at the next Annual Meeting.
   Every Director will agree to and sign an "Oath of Office and Confidentiality", a "Code of Conduct", and adhere to the rules set out therein. Each Director will be required to actively participate in a specific role or activity on behalf of the Board, attend meetings, stay engaged in communications, and be prepared to discuss agenda items at monthly Board meetings.

B. Directors, like Officers, are to be full voting members of the Executive Board.

C. The Board may appoint, at their discretion, any duly elected Director or Officer to complete the remainder of the term of any Officer who has resigned from his or her position on the Executive Board, provided that person has been a member of the Board for a minimum of one year, The term of the interim Officer will end at the next annual meeting, at which time the Interim Officer, or any other Director, eligible for the Office, must be presented for nomination by the Board of Directors, and elected.

D. The Executive Board may appoint any member of the association to fill any Director's position that becomes vacant between annual meetings, and these appointees shall have all rights and responsibilities of any other Director save one: as such appointees would lack any mandate from the general membership, they shall, therefore, be ineligible for any subsequent appointment as an Officer of the association until such time as they have been duly elected at an annual general meeting and have served as an elected member for one year

E. If there are more than eight (8) candidates for Directors put forward at the annual meeting, those who are not elected to fill the Director positions will be offered the role of Associate Director. The Board may also offer the role of Associate Director to a maximum of three Associate Directors, at any time. Associate Directors will not be voting members of the Board but will be required to sign documents and adhere to the rules for Directors set out in Article IV A.

F. Any Board member, including Officers, Directors and Associate Directors, who fail to comply with the terms set out in Article IV A, may be requested by a simple majority vote of the Board to tender their resignation, provided that the cause has been clearly identified to the Board Member, and the Board in its collective opinion agrees that dismissal from the Board is necessary.

G. There shall be no limit to the number of two (2) year terms of office in any position to which any member of the Executive Board may be duly elected.

H. The Executive Board may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they may determine or upon the call of a majority of the Officers.

IV. Directors Cont'd

I. Any Officer or Director who, without prior notification or an appropriate reason, fails to attend two (2) consecutive regularly scheduled Board meetings of the Association's Executive Board shall be presumed to have abandoned their position and accordingly, may be replaced by a simple majority vote of those present at the next Board meeting immediately following the second consecutive absence. Appropriate reasons would be illness of the member or immediate family.

J. Notice of these meetings shall be given to all members of the Executive Board at least one week prior to the date of the meeting. However, this otherwise required notice shall be deemed to have been waived should the Board agree to hold regularly scheduled meetings at regular intervals at specified time(s) and location(s) or in the event that a simple majority of Board members agree that a specific meeting is to be held and do so inform all other members.

K. Any Officer or Director who has served for eight (8) consecutive years on the ROCKW00D RESIDENTS' ASSOCIATION Board shall be designated as a "Life Member." As a life member, membership in the Association will be considered as paid in full in perpetuity.

L. It will be the responsibility of the chair to ensure that regularly scheduled meetings shall remain on time and be reasonable in length. To ensure that reasonable time limits are in place, a 15-minute time period shall be in use for agenda items. Should time elapse, the Executive Board can motion for an additional 15-minute time extension. Should the time extension elapse, the Executive Board can motion for a second 15-minute time extension. Agenda items that are not concluded within a 45-minute discussion period shall be tabled at the following regularly scheduled meeting.

V. Meetings:

A. The annual meeting of the association shall be held approximately every twelve months or on a date agreed upon by the Executive Board voting by proxies, by mail, telephone and or electronic means is possible if agreed upon by existing Directors prior to annual meeting.

B. A special meeting of the association may be called by the majority of the Executive Board as and when they consider such to be necessary.

V. Meetings Cont'd

C. The annual meeting may be held in a public place such as a school, church or community centre, or by video conference. Notice of which shall be given at least two weeks in advance to the members by means of email, newsletter notice, and website posting, as may be decided by the association in a general meeting, or by the Executive Board.

D. Twenty-five (25) members of the ROCKW00D RESIDENTS' ASSOCIATION present shall constitute a quorum at any general meeting of the association.

E. Voting for the election of Officers and Directors, or upon any other matter, before a general meeting, shall be conducted by a show of hands except in cases where a ballot is requested in the form of a motion duly moved and seconded by two members present.

F. An ordinary resolution is a decision about the Association that is made by the members, is approved by the majority of the votes cast at a member's meeting or signed by all members who can vote on the resolution.

G. A special resolution is a decision about the Associations important changes. Such resolutions are approved by at least two-third of the votes cast at members meeting.

VI. Books and Records

A. The Executive Board shall ensure that all necessary books and records of the association required by law, the constitution and association be regularly and properly kept and that they shall be reviewed by independent, trusted member(s) outside the Executive Board.

B. The books of minutes of the association shall contain a copy of this constitution, all ordinary and extraordinary resolutions passed, a copy of the bylaws of the association, and copies or originals of all documents, registers and resolutions. Financial records shall record all money received and expended by the association and the specific particulars with respect to all such receipts and expenditures and all assets and liabilities of the association and (or) complete details of any other transactions affecting the financial position of the association. These details can be made available, upon request, to any member of the Association.

C. All minute books and books of account shall at all times be open to inspection by any member of the Executive Board. No other person shall have any right to inspect any account or book or document of the association except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.

D. The fiscal year of the association shall begin on July 1 and terminate on June 30 in each year or such other day as determined by resolution of the Executive Board.

VI. Books and Records (Cont'd)

E. **Waiving of Audits:**

i. WHEREAS the Rockwood Residents' Association (the "Corporation") is governed by the Ontario Not-for-Profit Corporations Act, 2010 ("ONCA"); and

ii. WHEREAS the Corporation qualifies under ONCA to waive the appointment of an auditor and a review engagement for the applicable financial year;

iii. NOW THEREFORE BE IT RESOLVED THAT, pursuant to the ONCA, the members of the Rockwood Residents' Association must vote every year, to waive the appointment of an auditor and a review engagement for the Corporation for the current financial year ending; and

iv. BE IT FURTHER RESOLVED THAT this extraordinary resolution shall be effective only until the next Annual Meeting of the members, unless renewed by the members in accordance with the ONCA.

v. This must pass with 80% approval

VII. This Constitution

Once ratified by a simple majority of those members of Rockwood Village Residents' Association present at a duly called annual meeting of the association, the content of this constitution may only be subsequently altered by a two thirds majority of those present at a subsequent annual meeting and only then by means of specific resolution(s) made in the form of amendments which, once so approved, are to be attached to the full text of this document and then retained for the life of the association within its permanent records.

VIII. Declaration of Conflicts

A. Once the agenda for any meeting of the ROCKWOOD RESIDENTS' ASSOCIATION, including Board meetings and the Annual Meeting, has been adopted, all members must disclose any conflict of interest, either real or perceived, with any topic that will be discussed during the course of the meeting.

VIII. Declaration of Conflicts Cont'd

B. If any member, including officers and directors, declares a conflict of interest with any of the agenda items they will excuse themselves from that agenda item(s) and leave the meeting. Members who declare a conflict of interest will be welcomed back only if they are needed for "points of information" on the issue or when the agenda item has been dealt with.

IX. Privacy Policy

The ROCKW00D RESIDENTS' ASSOCIATION will not share or sell any information that is provided on its website. Any information provided will be used strictly to communicate information requested. In the event that members do not wish to receive emails, they can reply with "unsubscribe" in the subject and will be removed from our list of subscribers.

X. Code of Conduct

Every member of the Board of Directors is required to agree in writing to the terms of the Code of Conduct applicable to the ROCKW00D RESIDENTS' ASSOCIATION.

The Code of Conduct will be posted on the RHA website and available for the general membership. Complaints against a member of the Board, in regard to any breach of the Code of Conduct should be sent to info@rockwoodvillage.ca and will be acknowledged and reviewed by the Board at the next scheduled Board meeting, or, if deemed necessary by the President or the Vice President, at a specially called meeting. The named Board member should be in attendance or provide a written defence of the complaint. The Board will weigh the offence and severity and will render a decision to censure or terminate the member. The complainant will be sent the Board's decision as to any disciplinary action within three (3) business days following the meeting at which the complaint is heard and discussed. The decision of the Board will be binding.

XI. Dissolution

A. If the Association is to be dissolved, the Board shall propose dissolution to its membership at a special meeting. The motion to dissolve the Association must be carried and approved by a majority of two-thirds of those in attendance.

B. Disbursement of Assets - Upon the dissolution of the Association and after all debts and liabilities are liquidated, any remaining assets shall be donated to Mississauga-based charitable organizations. The Board will create a proposal for donations and amounts to specific charities. This proposal will be presented to the membership at the special dissolution meeting. Members will decide by a simple majority vote as to which charities will receive funds and the amount of the donation.