

LEASH-FREE MISSISSAUGA CONSTITUTION
Approved at Annual General Meeting- November 7, 2012

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ARTICLE 1 - NAME, PURPOSE, AND INTERPRETATION

1. Name

The name of the Association shall be Leash-Free Mississauga; hereinafter be referred to as the Association or LFM.

2. Purpose

1. To advocate for and on behalf of leash-free zones
2. To coordinate fund raising and support of leash-free activities
3. To be a liaison between responsible dog owners, neighbourhood associations and the City of Mississauga
4. To develop criteria for leash free zones, identify and review possible new sites, recommend new sites to the City and assist new zones to get started
5. To recruit and maintain members for Leash-Free Mississauga
6. To provide a forum for sharing information
7. To promote responsible dog ownership in Mississauga

3. Interpretation

In this Constitution and all other documents of the Association, unless the context requires otherwise, the following definitions shall apply:

"Association" means Leash-Free Mississauga as listed in incorporation documents.

"Board" means the Board of Directors of the Association.

"Board Meetings" are meetings where members may attend, participate in discussion, and make or second motions, but only Directors may vote. All issues shall be decided by majority vote of the Directors present in person. The chair shall vote only in the case of a tie. Quorum for transaction of business shall be two fifths of the Directors.

"By-laws" means by-laws of the Association from time to time in force and effect.

"General Meetings" are meetings where members may attend, participate in discussion, make or second motions, and vote on motions. Issues shall be decided by majority vote of the Members present in person. The meeting chair shall vote only in the case of a tie. Quorum shall be 10 members and must include members from at least 3 of the zones. There shall be 14 days notice to all members by email and posting of notice in the zones.

"Leash-Free Mississauga", "Association", and "LFM" all have the same meaning.

"Leash-free Zones" means the areas designated for leash-free use under the By-Laws of the City of Mississauga agreement with Leash-Free Mississauga and may also be referred to as "Zone" or "Zones"

"Member " means any person who has paid their dues to LFM.

"Zone Committee" means person(s) who may be selected or elected by the membership to represent each Leash-Free Zone.

ARTICLE 2 - MEMBERSHIP

1. General

At least 80% of the total membership must be residents of Mississauga.

2. Dues

Membership dues shall be recommended by the Board and approved at a General Meeting.

3. Termination of Membership

1. Membership shall be terminated by:

- i. A member's written notice of resignation to the Secretary, or
 - ii. Revocation by the Board if a member's behaviour is detrimental to the interests of the Association
2. In the event of resignation, a member will not receive a refund of membership dues.

4. Membership Privileges

Members are eligible to:

1. Vote at General Meetings of Leash-Free Mississauga and the leash free zone they have designated.
2. Stand for election as a Director
3. Stand for selection as a leash free zone representative

ARTICLE 3 - ONTARIO HUMAN RIGHTS CODE

LFM shall comply with the Ontario Human Rights Code

ARTICLE 4 - CONFLICT OF INTEREST

1. General

1. A conflict of interest is defined as an actual, potential, or perceived incompatibility between a Member's personal interests, including those of his/her immediate family, and LFM's interests.

2. All Members of LFM are expected to conduct themselves ethically, with integrity, honesty, and due diligence.

3. All Members are required to support and advance the interests of LFM and avoid placing themselves in a situation where their personal interests conflict with the interests of LFM.

4. Members should neither solicit nor lend to the appearance they may be soliciting nor accept for themselves or others gratuities, favours, or anything of a monetary value from LFM's donors, contractors, or vendors. This is not intended to preclude bonafide organization fund raising activities.

2. Disclosure

Any possible conflict of interest shall be disclosed by the person or persons concerned to the Board, as soon as is reasonably possible.

3. Board Action

When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall neither be present when the matter is discussed nor vote on the matter. When there is doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board excluding the person(s) concerning whose situation the doubt has arisen.

4. Record of Conflict

The minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the discussion or vote on the matter.

ARTICLE 5 - MEETINGS

1. General

- i. Meetings are called by the President.
- ii. The President shall call a general meeting within 30 days of receipt of a request signed by the lesser of 5% of members or 30 members and outlining the reason(s) for the request and the matter(s) to be dealt with at the meeting.
- iii. There shall be at least 1 General Meeting per year.
- iv. There shall be at least 6 Board Meetings per year.
- v. All meetings shall follow rules of order as set out in Democratic Rules of Order.

2. Annual General Meetings

- i. The Board shall schedule the Annual General Meeting for a date not earlier than November 1 and not later than December 31.
- ii. The Board shall advise each zone committee of the date set so that each zone may hold its Annual General Meeting prior to that of Leash- Free Mississauga.

3. Notice

- i. The Secretary may change or cause to be changed the recorded contact information of any member of the Association in accordance with any information believed by the Secretary to be reliable.
- ii. The accidental failure to give notice to any member shall not invalidate any action taken at any meeting held pursuant to such notice.

4. Agenda

Items to be included on the agenda of any Meeting must be submitted to the Secretary at least ten (10) business days prior to the date of the meeting.

5. Minutes

- i. Copies of the Minutes of any General Meetings will be available at the following Meeting. Upon reasonable request, any member may inspect the Minutes of meeting General any
- ii. The approved minutes of all meetings shall be posted on the website.

ARTICLE 6 - BOARD OF DIRECTORS

1. General

- 1. The general duties of the Board shall include the following:
 - i. To act as a communication channel for and on behalf of its members
 - ii. To ensure that the objectives of this Constitution are being fulfilled and maintained at all times;

iii. To create programs and activities that serve to fulfil the aims and objectives of the organization;

iv. To control the organization's finances and to guarantee the performance of contracts or obligations of the organization

v. Ensure that the zones are serving the goals and best interests of LFM

2. The majority of Board members must be residents of Mississauga

3. The President or Vice President must be a resident of Mississauga

4. Documents committing the Association to legal and financial obligations require the signatures of two (2) members of the Board

2. Directors

1. The 2012 Board shall consist of the following Directors:

President

Vice President

Secretary

Treasurer

Past President

Zone Representatives from each of the zones

A maximum of 3 Directors at Large

2. Membership of the Board shall consist of one (1) representative from each leash- free zone and at least five (5) Directors elected at an Annual General Meeting and the immediate Past President

3. Duties

1. President

The President shall:

- i. Be the chief executive officer of LFM
- ii. Have powers and duties of supervision and management vested in the office of President as approved by the Board.
- iii. Be ex-officio member of all committees.
- iv. Chair meetings or designate a member to chair meetings.
- v. Communicate with the City Liaison.
- vi. Liaise with the Secretary to set meeting agendas.
- vii. Carry out other duties as directed by the Board.

2. Vice President

The Vice President shall:

- i. Be responsible for supervising the Zone Representatives.
- ii. Supervise fund raising for LFM as approved by the Board
- iii. Assume the duties of the President if the President is absent or unable to act.

iv. Carry out other duties as directed by the Board.

3. Treasurer

The Treasurer shall:

i. Keep or cause to be kept a correct accounting of the finances of LFM

ii. Report on finances at meetings.

iii. Carry out other duties as directed by the Board.

4. Secretary

The Secretary shall:

i. Keep minutes of the meetings

ii. Send out notice of meetings

iii. Forward correspondence to the Board.

iv. Liaise with the President to make up meeting agendas.

v. Carry out other duties as directed by the Board.

vi. Keep the Corporate Records

5. Past President

The Past President shall:

i. Serve for two years following his/her term as President.

ii. Encourage members to stand for Director and Zone Representative positions.

iii. Carry out other duties as directed by the Board.

6. Zone Representatives

i. Selection

Each Leash-Free Zone shall select a Zone Representative during September from among LFM members in a manner that allows all the Zone's members equal opportunity to be selected to be the Zone Representative, equal opportunity to participate in selecting the Zone Representative, and gives at least 14 days notice to all the Zone's members by notice posted in the zone and e-mailing members of how and when the Zone Representative will be selected.

ii. Responsibilities

Zone Representatives shall:

a) Be a Director of LFM upon selection by the members of their zone

b) Work with her/his City Park Staff to assure the upkeep, smooth operation and peaceful enjoyment of the Zone by its members and users.

c) Respond to issues raised by users.

d) Report regularly on the activities of her/his Zone at meetings.

4. Quorum

A quorum of the Directors in office shall be two fifths of the Directors

5. Vacancies

1. The position of any Director shall be vacated if the director:

i. Resigns, or

ii. Becomes unfit or unable to act, or

iii. Is removed by the Board by resolution approved by a 2/3 majority vote at a Board meeting.

2. Any Director who fails to attend 3 consecutive meetings without a suitable reason upon 14 days notice shall be deemed to have resigned.

3. So long as a quorum of Directors remains in office, the Board may appoint a member to be an Acting Director to fulfill the duties of a vacated position.

4. If there is not a quorum of Directors remaining in office, the Board shall call a general meeting to fill the vacant positions.

5. In every case of filling a vacancy, the new Director shall serve only the unexpired portion of the term of the vacated office.

6. Remuneration

Directors shall:

1. Serve without remuneration.

2. Not directly or indirectly receive any profit from their position

3. Be reimbursed for reasonable expenses incurred by them in the performance of their duties and approved in advance by the Board.

7. Nominations

Nominations may be submitted in writing prior to the Annual General Meeting or nominations may be made during the meeting prior to balloting. It is the responsibility of the President to assure that those nominated are willing to serve.

8. Election and Term of Office

1. Directors shall be elected by the members present in person at the Annual General Meeting.

2. Where there is more than one (1) person nominated, elections of Directors shall be by secret ballot and shall be tallied and certified by a person selected by those members present in person.

3. The certified tally of votes shall be deemed final. The Secretary shall record the outcome of the elections in the Minutes, but need not record the numbers of the vote.

4. Normally the term of office of Directors shall be two (2) years. However, a Director may serve a shorter term by consensus of the Board.

5. Terms of office shall be staggered to ensure continuity on the Board

ARTICLE 7 - SUBCOMMITTEES

The Board may from time to time form subcommittees of as many members as it sees fit to perform particular tasks as deemed necessary for needs of LFM. The majority of the members of such subcommittees shall be Mississauga residents. If the committee has a President and Vice President one of them shall be a Mississauga resident.

ARTICLE 8 - CREDIT

No Director or Officer, or any other member of the Association may pledge the credit of the Association except as authorized by a quorum of the Executive Committee.

ARTICLE 9 - BANKING

1. There shall be one bank account for LFM with the incumbents of the following positions having signing authority: President, Vice-President, Treasurer, Secretary, one Zone Representative.

2. Transactions shall have two signatures one of which shall be either the President or Treasurer.

ARTICLE 10 - FUND RAISING

1. As a non-profit corporation LFM has the right to raise funds for member services.

2. Fund raising events and solicitation of donations to LFM must be approved by the Board and comply with City requirements.

ARTICLE 11 - OFFICERS

1. General

i. There shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board may determine from time to time. One person may hold more than one office except the offices of President and Treasurer.

ii. The Officer shall be elected by the Board from among their number when there are vacancies and in any case at the first meeting following the Annual General Meeting of the members.

iii. If there is no election, the incumbents, being members of the Board, shall hold office until their successors are elected.

iv. The Board shall not be personally liable for any acts and/or omissions, provided only that the said committee shall have acted in good faith

ARTICLE 12 - TERMS OF OFFICE OF DIRECTORS

Each Director may serve up to three consecutive terms. Thereafter, additional terms of service may be authorized by a majority (51%) vote of all members present at the AGM.

ARTICLE 13 - AMENDMENT OF CONSTITUTION

1. Process

i. The Constitution may be amended at any Annual General Meeting where:

a) The members have been notified at least fourteen days before the meeting that the Constitution may be amended including the proposed amendments.

b) The proposed amendment is in the form of a motion moved and seconded by members

c) The motion proposing the amendment is approved by a majority of the members present at that meeting.

2. Effect

An amendment shall come into effect when passed and remain in effect, unless amended or repealed.

ARTICLE 14 - FISCAL YEAR

The fiscal year of LFM shall end on September 30 of each year.

ARTICLE 15 - DISSOLUTION

Upon dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be liquidated and the proceeds donated to organizations such as dog rescue groups, St John's Therapy Dogs, or Seeing Eye Dogs.

