

Leash-Free Mississauga Constitution

Approved by Board of Directors on November 1, 2023, approved by Members at the November 29, 2023 Annual General Meeting

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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 Association or LFM.

2. Mission and Purpose

Leash-Free Mississauga (LFM) is a non-profit organization registered with the City's Community Group Registry Program. As an established member-driven, volunteer-run group of local residents, we work closely with the community and the City (Parks, Animal Services, and By-Law) to promote safe, friendly and fun Leash-Free Zones where responsible dog ownership is

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encouraged. We do this through advocating for additional Leash-Free Zones and improvements to existing ones, public education, Zone clean-ups, and continued membership development.

Purpose:

- a.) To advocate for and on behalf of Leash-Free Zones
- b.) To coordinate fund raising and support of leash-free activities
- c.) To be a liaison between dog owners, Zone users, members, neighbourhood associations and the City of Mississauga
- d.) To develop criteria for leash-free zones, identify, review and recommend possible new sites to the City and assist new zones to get started
- e.) To recruit and maintain members for Leash-Free Mississauga
- f.) To provide a forum(s) for sharing information and educational resources
- g.) 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:

- a.) **“Leash-Free Mississauga”, “Association”, and “LFM”** all have the same meaning as listed in incorporation documents.
- b.) **“Leash-Free Zones”** means the areas designated for leash-free use under the Bylaws of the City of Mississauga agreement with Leash-Free Mississauga and may also be referred to as **“Zone”** or **“Zones”**.
- c.) **“Board”** means the Board of Directors of the Association.
- d.) **“Director”** means member(s) elected to the Board of Directors at the AGM, including President, Vice President, Secretary, Treasurer, Directors at Large, Past President, and Zone Representatives.

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- e.) **“Zone Representative”** or **“Park Representative”** means member(s) who volunteers to represent each Leash-Free Zone.
- f.) **“Member”** means any person who has provided their personal contact information via the LFM online membership registration portal (www.leashfreemississauga.ca). Membership is to be renewed annually via the online portal.
- g.) **“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 (2/5) of the Directors.
- h.) **“General Meetings”**, including the **“Annual General Meeting”** or **“AGM”** 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 (ten) Members and must include Members from at least 3 (three) of the Zones. There shall be 14 (fourteen) days notice by email, social media and/or posting of notice in the Zones to all Members of General Meetings and a minimum of 14 (fourteen) days and 1 (one) month notice for the AGM.
- i.) **“By-laws”** means by-laws of the Association from time to time in force and effect.
- j.) **“Workplace”** means any Leash-Free Zone within the City of Mississauga, Board Meetings including the AGM, and any other means of conducting duties on behalf of Leash-Free Mississauga whether in person, over the phone or online.

ARTICLE 2 – MEMBERSHIP

1. General

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

2. Dues

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As of January 2020, there are no membership fees, paid memberships are discontinued and replaced with the voluntary option to donate via cheque or via the online portal at any time.

Members will continue to renew their membership annually online using the portal: <https://leashfreemississauga.ca>.

By completing the online LFM membership registration form, you are granting LFM permission to contact you by email regarding but not limited to upcoming events, important information related to the Zones, and the AGM.

3. Termination of Membership

Membership shall be terminated by:

- a.) A Member's written notice of removal to the Board
- b.) Revocation by the Board if a Member's behaviour is detrimental to the interests of the Association.

4. Membership Privileges

Memberships will only be accepted via online registration using the website portal (www.leashfreemississauga.ca) and must include a valid email address and identify city of residence.

Members will continue to receive the benefits of membership as outlined in the Constitution which includes:

- a.) Invitation to attend and vote at the Annual General Meeting of Leash-Free Mississauga
- b.) Make or discuss suggestions or proposals for consideration at General Meetings, which may be put into effect if passed
- c.) Stand for election as a Director
- d.) Stand for election as a Leash-Free Zone Park Representative
- e.) Call a meeting of LFM if at least 10 (ten) per cent of the Members request it

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- f.) Receive a copy of the financial records before the Annual General Meeting at the Member's request
- g.) Receive electronic communications from LFM on Zone initiatives and developments.

ARTICLE 3 – GOVERNANCE AND POLICIES

LFM Board, Zone Representatives / Park Representatives and Members shall comply with all the applicable laws, including but not limited to:

Accessibility for Ontarians with Disabilities Act

<https://www.ontario.ca/laws/statute/05a11>

Ontario Human Rights Code

<http://www.ohrc.on.ca/en/ontario-human-rights-code>

Ontario Occupational Health and Safety Act

<https://www.ontario.ca/laws/statute/90o01>

Mississauga Respectful Workplace Policy

<https://www.mississauga.ca/publication/respectful-workplace-policy/>

Mississauga Workplace Violence Policy

<https://www.mississauga.ca/publication/workplace-violence-policy/>

Mississauga Accessibility Policy

<https://www.mississauga.ca/publication/accessibility-policy>

Ontario Not-for-Profit Corporations Act

<https://www.ontario.ca/laws/statute/10n15>

Animal Care and Control Bylaw

<https://www.mississauga.ca/publication/animal-care-and-control-by-law/>

Dog Owners' Liability Act

<https://www.ontario.ca/laws/statute/90d16>

ARTICLE 4 – CONFLICT OF INTEREST

General

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- a.) A conflict of interest is defined as an actual, potential, or perceived incompatibility between an LFM Board Member, Zone Representative / Park Representative and/or Member's personal interests, including those of their immediate family, and LFM's interests.
- b.) All LFM Board Members, Zone Representative / Park Representatives and/or Members are expected to conduct themselves ethically, with integrity, honesty, and due diligence.
- c.) All LFM Board Members, Zone Representative / Park Representatives and/or 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.
- d.) LFM Board Members, Zone Representative / Park Representatives and/or 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 bona fide organization fund raising activities.

2. Disclosure

Any possible conflict of interest shall be disclosed by the person or persons concerned to the LFM Board in writing (www.leashfreemississauga.ca/contact [us](#)) 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.

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4. Record of Conflict of Interest

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 – CONFLICT RESOLUTION FOR MEMBERS

The Board is committed to deal with Conflict resolution and complaints in a constructive, efficient, fair and respectful manner.

CONFLICTS or COMPLAINTS

1. Members and Leash-Free Zone users are expected to promote safety, peaceful enjoyment and treat all Zone users kindly and in a fair and respectful manner.
2. Disputes or controversies among members, the Board, Leash-Free Zone users or volunteers of LFM are as much as possible to be resolved in private meetings between the parties. When that is not possible, the Complainant is required to complete the Complaint Form available on the LFM website.
3. From time to time the Board may receive a complaint regarding a board policy or vote, the organization, behaviour of a member, Director or Zone user, breach of code of conduct, or breach of constitution, either in person, by phone, email or in writing. The Complainant will be asked to complete the Complaint Form available on the LFM website in order for the matter to be addressed.
4. The President (or designate) will follow up with the complainant to discuss the nature of the concern as documented in the completed Complaint Form, obtain further information/details in an effort to resolve the matter before any other steps are taken.
5. Should the matter not be resolved, the Board will take steps to review and discuss the complaint at the next following Board meeting.
6. A written response (print and/or electronic) from the President (or designate) to the complainant will be provided within 10 (ten) days following the Board meeting at which the matter was discussed.

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7. The Board may pass a resolution authorizing disciplinary action, termination of membership or termination of Director role, for violating any provision of the constitution.
8. The written notice to the Member shall set out resolution and the reasons why.
9. The Member can appeal the decision of the Board in a Special Meeting of the Membership on request to President or Board.
10. If the issue is not resolved LFM will consider consulting with City, provincial or federal body, hire or have both parties agree to an arbitrator or mediator, or contact legal advisors for legal advice.

ARTICLE 6 – PRIVACY AND PROTECTION OF PERSONAL INFORMATION

LFM is committed to protecting the privacy and security of all personal information obtained while fulfilling its mandate to oversee the Leash-Free Zones.

Its privacy policy and practices have been designed to ensure that all personal information is handled appropriately and in accordance with applicable provincial and municipal legislation.

LFM's commitment to ensuring the safety and security of all personal information is governed by the following privacy principles:

1. **Accountability**

LFM is responsible for personal information under its control. President is responsible for overseeing questions in relation to this Privacy Article.

2. **Identifying Purposes**

Personal information collected, which may include but is not limited to username, first name, last name, address, phone number, email address, dog information, details about donations, communication preferences, surveys and feedback, under its control including any personal information that is transferred to third parties for processing, storage or other purposes.

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3. **Consent**

LFM will obtain consent to collect, use or disclose personal information to the City of Mississauga for the purposes of the Community Group Registry Program (CGRP), either by directly requesting it, or implied consent during online membership submission or renewal.

The method of obtaining consent will be appropriate to the type of personal information being collected, used, or disclosed.

4. **Limiting Collection**

LFM collects only the personal information necessary for the identified purpose of Membership registration. LFM will collect personal information only by clear, fair, and lawful means.

5. **Limiting Use, Disclosure and Retention**

LFM uses and discloses personal information only for LFM communications and will not be used for soliciting or any purpose unrelated to LFM business.

If any personal information is shared with third parties, these third parties are bound by appropriate agreements with LFM to secure and protect the confidentiality of this personal information.

LFM retains personal information only as long as it is required for the identified purposes or as required by applicable federal and provincial laws.

6. **Accuracy**

Members are responsible for keeping their membership current and updating their personal information via the LFM website Membership link.

7. **Safeguards**

LFM takes steps to safeguard your personal information, regardless of the format in which it is held, including limiting individual access to personal information to only those persons with a need for this information in the performance of their duties, and contractual obligations obtained from third parties who require access to personal information.

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8. Openness

LFM is committed to providing information about our policy and practices related to the management of personal information.

This policy and any related information is available at all times on the LFM website.

9. Individual Access

Individual members can access and update their information at any time via the Login & Renew tab on the LFM website.

10. Challenging Compliance

Members are able to challenge LFM's compliance with the above principles and should address this to the President via email (president@leashfreemississauga.ca).

ARTICLE 7 – MEETINGS

1. General

- a.) Meetings are called by the President.
- b.) The President shall call a general meeting within 30 (thirty) days of receipt of a written request signed by the lesser of 5 (five) % of Members or 30 (thirty) Members and outlining the reason(s) for the request and the matter(s) to be dealt with at the meeting.
- c.) There shall be at least 1 (one) General Meeting per year.
- d.) There shall be at least 6 (six) Board Meetings per year.
- e.) All meetings shall follow rules of order as set out in Democratic Rules of Order.

2. Annual General Meetings

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The Board shall schedule the Annual General Meeting (AGM) for a date not earlier than November 1 and not later than December 31.

3. Notice

- a.) The Board will make every attempt to notify all Members of the AGM via social media, email and signage at Zones a minimum of 14 (fourteen) days to 1 (one) month in advance.
- b.) 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 Annual General Meeting must be submitted to the Secretary at least 10 (ten) business days prior to the date of the meeting.

5. Minutes

Copies of the Minutes of any Annual General Meeting will be available at the following Annual General Meeting.

ARTICLE 8 – BOARD OF DIRECTORS

1. General

1. The general duties of the Board shall include the following:
 - a.) To conduct themselves with integrity, disclose any apparent or potential conflict of interest, and to vote on matters to support the interests of LFM.
 - b.) To act as a communication channel for and on behalf of its members.
 - c.) To ensure that the objectives of this Constitution are being fulfilled and maintained at all times.

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- d.) To create and actively support initiatives and activities that serve to fulfil the aims and objectives of the organization.
 - e.) To control the organization's finances and to guarantee the performance of contracts or obligations of the organization.
 - f.) Ensure that the Zones are serving the goals and best interests of LFM, all Zone users and the City.
 - g.) Actively participate at Board meetings, ensuring they are prepared on matters requiring decision or vote.
- 2. The majority of the Board members must be residents of Mississauga.
 - 3. The President and/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, one of which must be President or Vice President.

2. Directors

The Board shall consist of the following Directors:

- a.) President
- b.) Vice President
- c.) Secretary
- d.) Treasurer
- e.) Past President
- f.) Zone Representatives from each of the zones
- g.) A maximum of 3 (three) Directors at Large

3. Duties

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1. President

- a.) Be the chief executive officer of LFM.
- b.) Have powers and duties of supervision and management vested in the office of President as approved by the Board.
- c.) Be ex-officio member of all committees.
- d.) Chair meetings or designate a member to chair meetings.
- e.) Communicate with the City Liaison.
- f.) Liaise with the Secretary to set meeting agendas.
- g.) Carry out other duties as directed by the Board.

2. Vice President

- a.) Be responsible for supervising the Zone Representatives, facilitating information sharing and best practices among Zone activities.
- b.) Supervise fundraising for LFM activities as approved by the Board and the City.
- c.) Assume the duties of the President if the President is absent or unable to act.
- d.) Carry out other duties as directed by the Board.

3. Treasurer

- a.) Keep or cause to be kept a correct accounting of the finances of LFM.
- b.) Report on finances at Board meetings including the AGM.

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- c.) Ensure LFM compliance with CRA regulations for not-for-profit corporations.
 - d.) Carry out other duties as directed by the Board.
- 4. Secretary
 - a.) Keep minutes of the meetings.
 - b.) Send out notice of meetings including agenda.
 - c.) Forward correspondence to the Board.
 - d.) Liaise with the President to create meeting agendas.
 - e.) Provide Board of Director changes to Service Ontario within 15 (fifteen) days.
 - f.) Carry out other duties as directed by the Board.
 - g.) Keep the Corporate Records.
- 5. Past President
 - a.) Serve for 2 (two) years following their term as President in an advisory, non-voting role.
 - b.) Encourage members to stand for Director and Zone Representative positions.
 - c.) Carry out other duties as directed by the Board.
- 6. Directors at Large
 - a.) Website and IT
 - Oversee the LFM website, advise on enhancements to website and social media.
 - b.) Memberships and Communications

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Track, report monthly, drive membership with Zone Reps, write and post communications to promote LFM on social media including the LFM website, Facebook, Instagram accounts, keep content relevant, informative, educational and current, promote Zone users and members to volunteer.

c.) Fundraising and Events

Work with Vice President to promote LFM membership. Ensure LFM's financial requirements as identified are achieved through a proactive event and marketing plan and securing corporate sponsors and/or partners. Recognize donors, be knowledgeable about City's bylaws and requirements for events, advertising, sponsorship, fundraising and promotion within the Zones. Coordinate events with Zone Representatives, to raise awareness of LFM to drive membership, and as required, fundraise to incrementally fund Zone amenities above the City's design standard as approved by the City.

7. Zone Representatives

Each Leash-Free Zone shall solicit a member to act as Zone Representative to:

- a.) Be a Director of LFM.
- b.) Work with the City to promote the upkeep, smooth operation and peaceful enjoyment of the Zone by members and users.
- c.) Respond to issues raised by members and users, aim to be visible at the Zones, encourage members to volunteer and report Zone deficiencies via City electronic reporting tool (public.info@mississauga.ca), and/or Contact Us on LFM's website.
- d.) In alignment with City and LFM policy, communicate via Zone display board

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- e.) Attend and regularly report on the activities of their Zone at meetings, represent members, assist with membership drives and other Zone events approved by the City.

4. Quorum

A quorum of the Directors in office shall be 2/5 (two fifths) of the Directors.

5. Vacancies

1. The position of any Director shall be vacated if the director:
 - a.) Resigns
 - b.) Becomes unfit or unable to act.
 - c.) Is removed by the Board by resolution approved by a 2/3 (two thirds) majority vote at a Board meeting.
2. Any Director who fails to attend 3 (three) consecutive meetings without a suitable reason upon 14 (fourteen) 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 fulfil 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 term of the vacated unexpired portion of the office

6. Remuneration

Directors shall:

- a.) Serve without remuneration.
- b.) Not directly or indirectly receive any profit from their position.

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- c.) Be reimbursed for reasonable expenses incurred by them in the performance of their duties. Expenses over \$200.00 CAD must be approved in advance by the Board.

7. Nominations

Nominations may be submitted in writing prior to the Annual General Meeting via Contact Us on the LFM online portal.

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 1 (one) 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 2 (two) 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 9 – 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 the needs of LFM.

The majority of the members of such subcommittees shall be Mississauga residents.

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If the committee has a President and Vice President one of them shall be a Mississauga resident.

ARTICLE 10 – 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 11 – BANKING

1. There shall be one bank account for LFM with some of the incumbents of the following positions having signing authority: President, Vice President, Treasurer, Secretary, a Zone Representative.
2. Transactions shall have two signatures one of which shall be either the President or Treasurer.

ARTICLE 12 – FUND RAISING

1. As a not-for-profit corporation LFM has the right to fundraise to incrementally fund Zone amenities above the City's design standard as approved by the City.
2. Fund raising events and solicitation of donations to LFM must be approved by the Board and comply with City by-law requirements.

ARTICLE 13 – OFFICERS

- a.) There shall be a President, a Vice President, a Secretary and a Treasurer and directors as the Board may determine from time to time.
- b.) One person may hold more than one office except the offices of President and Treasurer.
- c.) The role of Directors 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.
- d.) If there is no election, the incumbents, being members of the Board, shall hold office until their successors are elected.

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- e.) 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 14 – TERMS OF OFFICE OF DIRECTORS

Each Director may serve up to 3 (three) consecutive terms. Thereafter, additional terms of service may be authorized by a majority (51%) vote of all members present at the AGM.

ARTICLE 15 – AMENDMENT OF CONSTITUTION

1. Process

The Constitution may be amended by the Directors at any Board Meeting or by calling a special meeting.

The amended Constitution may be voted on for approval at any Annual General Meeting where:

- a. The members have been notified at least 14 (fourteen) days before the meeting that the amended Constitution may be voted on for approval.
- b. The approval of the amended Constitution is in the form of a motion moved and seconded by members.
- c. The motion to approve the amended Constitution is approved by a majority (51%) of the members present at that meeting.

2. Effect

An amendment by the Board of Directors shall come into effect when passed and remain in effect, unless amended or repealed.

ARTICLE 16 – FISCAL YEAR

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

ARTICLE 17 – 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, or Service Dogs.