

ANGUS GLEN OLDER ADULTS CLUB

City of Markham

Incorporated May 22, 2014
CONSTITUTION & BYLAWS

Version 1.11 DOCUMENT HISTORY

Version	Date	Updated by	Reason(s) for Updates
1.0	2014 07 09	Stephen Yung	Adoption by First Directors
1.1	2014 08 09	Stephen Yung	1. Add member meetings quorum requirement. 2. Replace the term “conveners” with “program coordinators”.
1.2	2014 08 14	Stephen Yung	Correct error on Appendix 2
1.3	2015 10 02	Gilbert Tam	1. Revise Bylaw 1.1 and 1.2 2. Add Appendix to Bylaw 2.5 3. Add Bylaw 2.6(f) 4. Revise the end date of the fiscal year in 8.1(c) to match 8.4
1.4	2015 11 10	Gilbert Tam	1. Revise Bylaw 1.2 to remove Underage exception

1.5	2015 11 16	Gilbert Tam	1. Rewrite Bylaw 2.6 2. Add Bylaw 2.7 and 2.8 3. Form 4: add calendar before day
1.6	2016 09 09	Gilbert Tam	1. Revise Bylaw 4.5, 7.4 and 11.1
1.7	2019 10 27	Gilbert Tam	1. Add Bylaw 4.1.1 to 4.1.3 2. Correct syntax error Bylaw 2.6(f)
1.8	2024 07 18	Gilbert Tam	1. Replace Bylaw 2.6(g) & (h), 5.3 2. Amend Bylaw 2.8(c), 3.1 & 4.1 3. Amend Bylaw 2.6(h) & 5.3(c)
1.9	2025 03 04	Gilbert Tam	1. Add Bylaw 2.6(c)(i) 2. Add Bylaw 2.6(c)(ii)
1.10	2025 09 06	Dennis Lam	1. Update Bylaw 1.1 2. Add Bylaw 2.6 (c)(iii) 3. Update 2.6 (h) 4. Update 3.1 5. Update 3.6 6. Add 5.3 (c) 7. Delete 8.1 (c) 8. Add 8.1 (f)
1.11	2026 08 09	Dennis Lam	1. Update Bylaw 2.6 (h) 2. Add Bylaw 2.9 3. Update Bylaw 5.3 9. Add Bylaw 5.4.b.v

MISSION STATEMENT

Promote active and healthy lifestyles with older adults in the community by providing meaningful and affordable programs and activities.

OBJECTIVES

- Collaborate with the City of Markham in optimizing City facilities and resources available to the Club.
- Offer meaningful and stimulating programs and activities for the benefit of the participants.
- Broadcast via multimedia channels of Club programs and activities to the community. Employ social media platforms to gauge and better meet community interests and lifestyle needs.
- Provide volunteering opportunities to foster community spirit and broaden support for the Club through volunteers. Involve volunteers with enthusiasm and skills in the design and execution of new programs and activities.
- Engender harmonious social interactions through Club programs and activities.

TABLE OF CONTENTS

CONSTITUTION

ARTICLE 1: DEFINITIONS.....	1
ARTICLE 2: ORGANIZATION	1
ARTICLE 3: AMENDMENT TO THE CONSTITUTION.....	2

BYLAWS

BYLAW 1: MEMBERSHIP AND FEES	4
BYLAW 2: PRIVILEGES AND LIMITATIONS OF MEMBERSHIP.....	4
BYLAW 3: MEMBERSHIP MEETINGS	8
BYLAW 4: BOARD OF DIRECTORS	9
BYLAW 5: NOMINATIONS	11
BYLAW 6: ELECTIONS	12
BYLAW 7: COMMITTEES.....	12
BYLAW 8: CLUB FINANCE AND ASSETS	13
BYLAW 9: CONFLICT OF INTEREST.....	14
BYLAW 10: PROTECTION OF DIRECTORS AND OFFICERS	15
BYLAW 11: AMENDMENTS TO BYLAWS	15

APPENDIX 1: CONSTITUTION OR BY-LAW AMENDMENT FORM (<i>Form 1</i>)	
APPENDIX 2: NOTICE OF DISCIPLINARY ACTIONS (<i>Form 4</i>)	
APPENDIX 3: CODE OF CONDUCT	

CONSTITUTION

ARTICLE 1: DEFINITIONS

- 1.1 CENTRE - refers to the premises in the Senior Centre Room of the Angus Glen Community Centre situated in 3990 Major Mackenzie Drive E., City of Markham, Province of Ontario.
- 1.2 CLUB - refers to all persons being members of the older adults club incorporated by the name of Angus Glen Older Adults Club (short for AGOAC).
- 1.3 MEMBER - refers to a person who holds a current membership in AGOAC.
- 1.4 The BOARD - refers to the Board of Directors constituted and established as herein set out, which shall manage the affairs of the Club and arbitrate all matters arising therein.
- 1.5 DIRECTOR – refers to A CLUB member elected to the Board of Directors.
- 1.6 THE ACT – refers to the Province of Ontario's *Not-for-Profit Corporations Act*, 2010.

ARTICLE 2: ORGANIZATION

- 2.1 This not-for-profit organization shall be known as the “ANGUS GLEN OLDER ADULTS CLUB” in the City of Markham, Province of Ontario, hereinafter called the CLUB.
- 2.2 The boundaries of the CLUB are the same as that of the City of Markham.
- 2.3 Membership is open to all residents of the City of Markham.
- 2.4 Up to 25% of the CLUB membership may be non-residents of the City of Markham.
- 2.5 Current Members who move out of the City can retain their membership for a period of 2 years. Within this period the out-of-City members shall apply to the Board of Directors to change their status to non-residents which Bylaw 2.4 shall apply.
- 2.6 Persons eligible for Membership of the CLUB shall be accepted without prejudice.
- 2.7 The CLUB is a voluntary organization in which members may participate in various decision making processes and are obligated to abide by the rules, the policies and procedures so established.

- 2.8** Failure by any member to comply with the Code of Conduct in public behaviour, the Constitution or Bylaws may result in their membership being revoked by the Board of Directors.
- 2.9** Ten percent (10%) of the membership shall constitute a quorum at all General Membership Meetings.
- 2.10** Robert's Rules of Order shall be the accepted procedure in the conduct of all CLUB meetings.
- 2.11** All Members of the Club shall abide by the provisions of its Constitution.

ARTICLE 3: AMENDMENT TO THE CONSTITUTION

- 3.1** Constitution amendment may be initiated by any Member submitting a prescribed Form to the Board of Directors for consideration. The Board shall communicate to the members about on the proposed amendment(s) as required by the Act, and may call a General Membership Meeting to vote on the amendment.
- 3.2** The Board is obligated to present proposed amendment(s) to the Members for a vote, including the rationale, in support or against an amendment(s).
- 3.3** A vote of 75% approval from the members present at the General Membership Meeting shall carry the motion.
- 3.4** The following procedures shall be followed:
- (a) The proposed amendment(s) shall be written on the prescribed *FORM 1*, with at least 10% of Members endorsing the proposal, and be submitted to the Board of Directors prior to posting.
 - (b) The proposed amendment(s) shall be communicated to the members at least two weeks prior to the date of a General Membership Meeting as required by the Act.
 - (c) The proposed amendment(s) shall be presented to the General Membership Meeting for voting,
 - (d) Upon approval of the amendment(s) the Secretary shall amend the Constitution accordingly.
- 3.5** The Board of Directors may, from time to time, appoint a Special Committee to review the Constitution.

BYLAWS

BYLAW 1: MEMBERSHIP AND FEES

- 1.1** The CLUB's membership year shall be September 1 to August 31 of the following calendar year. Only one type of membership is offered by the Club. Membership is non-transferable. Membership fee contains 2 portions: a. New Member and Expired member Return application fee. b. Annual membership fee collected by AGOAC. Membership fees increase over 20% shall be proposed by the Board of Directors and presented to all members at the Annual General Membership Meeting for approval and enforcement. This membership fee is non-transferable, non-refundable and non-proratable.
- 1.2** Membership is available to individuals who are 55 years of age or older and have paid the established annual membership fee. A member's spouse or common-law partner who is under the age of 55 may become a regular member upon payment of the same established fee. The age requirement is calculated based on birth date.
- 1.3** Member must be accepted by Markham Community Center as Markham community member.
- 1.4** The membership list is for CLUB business only. The Membership Director is responsible for the safe-keeping and up-dating of the membership list.
- 1.5** Termination of a membership shall be deemed to have occurred under the following circumstances:
 - (a) the member resigns voluntarily,
 - (b) the member dies,
 - (c) the member is expelled under the provisions of this Constitution and/or Bylaws,
 - (d) the member does not renew membership upon expiry of the member's term,
 - (e) the CLUB is liquidated or dissolved.

BYLAW 2: PRIVILEGES AND LIMITATIONS OF MEMBERSHIP

- 2.1** Members are entitled to participate in all CLUB activities, to stand for election to the Board of Directors and to vote at all CLUB elections and General Membership Meetings.
- 2.2** The Board shall issue a Membership card showing the name of the member and

membership year. Any Director or official may request a member to produce their current membership card to prove eligibility for any CLUB activity.

2.3 Members shall be required to show their membership card to vote at CLUB elections and /or general Membership Meeting.

2.4 No member shall accept personal gifts, money or other gratuities for any service rendered to the CLUB, unless approved by the Board.

2.5 Members are to adhere to and comply with the Code of Conduct & Operating Guidelines in the City of Markham and the Club. See Appendix 3 for Code of Conduct.

2.6 The operation of the AGOAC requires that members adhere to rules and policies and display behavior in line with the City of Markham's Code of Conduct and the Club's policies and/or Code of Conduct. If a member contravenes the aforesaid Code or policies, the Club has the authority to discipline the members.

(a) A written complaint is deemed official when an offense and/or improper behaviour is reported from any member, a non-member volunteer or Board member. The individual writing the complaint may have been the target of the offense or improper behaviour or a witness to the same.

(b) When there is enough evidence found against a member, the Board does not need a written complaint from another member to invoke disciplinary action in accordance with the provision of this section of the bylaw.

(c) Within 10 calendar days of receiving a written complaint, the President will direct this complaint to the Membership Director who shall chair a Disciplinary Committee which consists of three members who are not involved with the incident leading to the complaint.

(i) As part of the investigation process, the Disciplinary Committee may request any individual to appear before it to answer questions and provide relevant information, documents, and materials for consideration in the investigation. The Disciplinary Committee may also impose reasonable time limits and conditions on such attendance. Members must respect and follow the Club's Constitution and Bylaws, Code of Conduct, regulations, its rules.

(ii) As part of the investigation process, the Disciplinary Committee may require subjects of the investigation to appear before it to answer questions and provide relevant information, documents, and materials for consideration in the investigation. The Disciplinary Committee may also impose reasonable time limits and conditions on such attendance.

(iii) If subject/Individual does not want to fulfil the request from the Disciplinary

Committee, subject/individual should respond to the Committee by email or written notification with reasons in 3 days after receiving the request. Subject/Individual failed to fulfil the request with no valid reasons or provide false statements/documents will be documented in the investigation report. The Board will base on the report and consider if any disciplinary action is required for those subject/individual.

- (d) After pursuing the complaint with all parties (including the Member under investigation), hearing evidence from witnesses, and documenting all facts and statements in writing, the Disciplinary Committee shall report its findings with a recommendation for disciplinary actions such as: warning, reprimand, temporary suspension or termination of membership, to the Board of Directors. This should normally be done within a reasonable period of time. Disciplinary Committee should report the progress of the investigation in the monthly Board Meeting.

Except as indicated in (g) below, suspension or removal of the member will not normally result in the loss of privileges as a member before disciplinary actions are determined by the Board.

- (e) The Board will pass a resolution authorizing disciplinary actions against the member, including termination of membership if disciplinary actions are warranted except if the subject is a Board member.
- (f) The Membership Director as authorized by the Board, shall issue Notice of Disciplinary Actions (Form 4) in writing electronically within 15 days to the Member setting out the reasons for the disciplinary action. The convicted member may be subject to suspension or expulsion from the Club if the member is found to repeat the offense or further misbehave or make another offense.
- (g) The Member receiving the Notice is entitled to give the Board a written submission to appeal the disciplinary action in accordance with Bylaw 2.8. However, in certain instances, the Board may suspend the member from participating in certain program(s) if the Board considers that the behaviour on which the complaint is based on may affect the health or safety of other members. Suspension in this manner does not constitute a disciplinary action.
- (h) An Offenses Registry with all the offense cases will be maintained by the Secretary. Details of all investigated cases will be archived. Serious offenses are offenses that result in expulsion or suspension of program participation and/or membership of more than 6 weeks. Serious offenses shall be recorded permanently in the Offenses Registry. Cases will be removed from the Offenses Registry under the following conditions:

- (i) Disciplinary action included issuance of warning, reprimand as well as suspension of program participation and/or membership of less than 6 weeks. and
- (ii) Disciplined member is in good standing with no other offenses in 2 years after the incident occurred.

(i) Once an appeal decision is rendered, it is final.

2.7 Discipline of a Board member other than the President will be dealt with by the President and another Director. Discipline of the President will be dealt with by the Vice President and another Director.

2.8 When a member has been disciplined, disciplined member has the right to appeal the discipline under the following terms and conditions:

- (a) The member must file within 5 calendar days of the Notice of Disciplinary Actions (Form 4) being issued, a written appeal indicating the reason to appeal the decision indicated in the said Form 4. The appeal must include the following:
 - (i) the date when the discipline was administered;
 - (ii) the person who administered the discipline; and
 - (iii) the reasons why the person feels the discipline was not warranted.

Included in this document may be the names of other members who were first hand witnesses but had not been previously contacted, for the purpose of substantiating the appeal. The appeal form must be signed and dated and may be faxed, sent electronically or handed to a Board member.

- (b) Within 10 calendar days of the submission of the appeal, the Board will meet to review the appeal. If further witnesses must be contacted, the Board will try to do so within 7 calendar days. The member will be advised within 48 hours of the decision being made. The appeal decision will be rendered in writing electronically or other writing communicate media requested by the member, preceded by a verbal communication. The Board shall consider the written submission before taking disciplinary action.
- (c) The Board reserves the right to have ad hoc individuals who have experience in resolving disciplinary matters to provide the Board with their views on the appeal. Such ad hoc individuals would be another club member(s) a representative from City of Markham or legal counsel. Any ad hoc member will be subject to the Privacy Policy.
- (d) In the event of a disciplinary action against a Board Member other than the President, the discipline and the appeal, if any, will be handled by the President and another Board Member.

- (e) In the event of a disciplinary action against the President, the discipline and appeal, if any, will be handled by the Vice President and another Board Member.

2.9 When the Disciplinary Committee conducts an internal disciplinary hearing, it operates under civil standards of proof:

- a) **Applying the Preponderance Standard:** The hearing panel or board does not require absolute certainty. They must simply decide if the evidence shows it is **more likely than not (greater than 50% probability)** that the member violated the club's rules.
- b) **Objective Evaluation:** The decision must be based on credible evidence – such as witness statements, security footage, or club records.

By ignoring the notice and failing to attend, the member heavily damages their case due to how the standard of proof works:

- a) **Uncontested Evidence:** Because the standard is the preponderance of evidence (>50% probability), Disciplinary committee only needs to find that the allegations are more likely true than not.
- b) **No Counter-Argument:** If the club presents credible evidence and the member provides zero defense, explanation or context, the panel will almost always find that the 50% threshold has been easily cleared.

Ignoring the hearing provides further evidence to the board of the member's disregard for the club's authority and governance. The Disciplinary Committee can factor this complete lack of cooperation into their final decision, regarding the severity of the penalty (e.g. opting for a permanent expulsion instead of a temporary suspension).

BYLAW 3: MEMBERSHIP MEETINGS

- 3.1** There shall be a minimum of one Annual General Membership Meeting (AGM) each year, held within 3 months of the beginning of the CLUB Membership year.
- 3.2** Notification of AGM shall be given to each member in a manner specified in the Act.
- 3.3** The agenda of the AGM shall include:
 - (a) A report from the Board of Directors, and a financial report from the Treasurer.
 - (b) Installation of new Board members when appropriate.
 - (c) Other business deemed necessary for members and the CLUB.
- 3.4** Other Membership Meetings may be called by the Board of Directors, or on petition of at least 10% of the members.

- 3.5** Except election of Directors shall be by secret ballots, voting in all Meetings shall be conducted by the show of hands.
- 3.6** Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxy holder as the member's nominee to attend and act at the meeting in the manner and with the authority conferred by the proxy. Each proxy holder can hold no more than five (5) proxies. Proxy is not transferable. Proxy holder must be present in the meeting to vote in person.
- 3.7** Proxy is not applicable for Election. Election must be voted by individual members through the official channels provided by Election Committee.
- 3.7** Membership Meetings shall have priority over other CLUB activities.
- 3.8** Ten percent of the membership shall constitute a quorum at a general membership meeting.

BYLAW 4: BOARD OF DIRECTORS

- 4.1** The Board of Directors shall consist of a minimum six (6) elected Directors. The President, Secretary and Treasurer are Portfolio Directors; the other Directors are Non-Portfolio Directors. The immediate past President is the ex-official Director. A term of office shall be two years for all Directors.
 - 4.1.1** The President of AGOAC must be a Markham resident.
 - 4.1.2** Majority of directors other than the President must be residents of Markham. Maximum number of Directors who are not a Markham resident is two.
 - 4.1.3** Markham resident is someone whose place of ordinary domicile is the City of Markham.
- 4.2** The Board of Directors can propose amendments, all in accordance with the provisions of Bylaws, to increase the number of Directors in the Board of Directors for the next term.
- 4.3** Duties and responsibilities of the Directors are:
 - (a) President – shall chair the Board, Executive Committee and Membership Meetings, liaison with the City's Seniors Program Coordinator and sign the annual Partnership Agreement with City; report at the Annual General Membership Meeting the operation of the Club; represent the Club at public and official functions, and assume other duties requested by the Board.
 - (b) Vice President – shall work with the President in the management of the affairs, programs and activities of the Club; chair meetings of the CLUB in the absence

of the President ; and assume other duties requested by the Board.

- (c) Secretary – shall maintain and record minutes of the meetings of the Board and of Membership Meetings, may also serve as corresponding Secretary for the Board; and assume other duties requested by the Board.
- (d) Treasurer – shall maintain the CLUB financial accounting records and procedures – receive all CLUB monies, be responsible for the disbursement of CLUB funds as directed by the Board of Directors; and assume other duties requested by the Board.
- (e) Membership Director (appointed by the Board from the Non-Portfolio Directors) – shall be responsible for membership promotion and annual registration; maintaining current membership list and confidentiality; issuing membership cards, chairs the Disciplinary Committee.
- (f) Program Director (appointed by the Board from the Non-Portfolio Directors) – shall coordinate with all Program Coordinators of programs and activities on the orderly usage of the facilities provided by City under the Partnership Agreement. In the event of disputes on use of facilities among Program Coordinators, shall arbitrate the issue in an open and fair manner, and to decide the program to use such facilities under dispute.

4.5 No member shall serve as Director for more than two (2) full consecutive two-year terms. A Director who has served two (2) full consecutive two-year terms cannot run for election in the next term. The aforesaid does not apply to the Ex-official Director. In the event a vacancy occurs prior to a Director completing the full two-year term, the member replacing that director shall complete the remaining term. For greater clarity, the partial term shall not be attributed to the determination of two full consecutive terms. The aforesaid provision is applicable to a director appointed or elected. A former member of the board may stand for election after a two year (one term) absence from the Board.

4.6 Regular meetings of the Board shall be held monthly. Special Board Meetings may be called by the President or at the request of three (3) Board Members.

4.7 Quorum of the Board of Directors shall be a majority of the Board.

4.8 Members of the Board shall support decisions after they have been made by the Board and not speak against them.

4.9 Insurance and Indemnification of Board Members – The Club shall carry such third party liability and property insurance as deemed necessary by the Board. Such insurance shall be reviewed annually by the Board.

4.10 Removal of Directors – All Directors shall be subject to removal by a motion of

majority vote of general membership meeting.

BYLAW 5: NOMINATIONS

- 5.1** At least 30 days prior to the date of an election, the Board shall appoint an Election Committee consisting of a Chairperson and at least two additional members who are not in the current Board of Directors. The Chair of the Election Committee will be responsible for preparing the Nominations Report.
- 5.2** The nominating period shall be not less than 21 days prior to the first day of election.
- 5.3** Nominated Candidate must have been an active AGOAC member continuously for at least one year immediately preceding to the nomination
- 5.4** The Election Committee is responsible for:
- (a) Submit a Nominations Report prior to election. All eligible members whose names are listed in the Nominations Report shall be deemed to be duly nominated and eligible to stand for election to the office indicated.
 - (b) Nominated Candidates must provide the following documents in their nomination package. Election Committee is authorized to disqualify a candidate if individual fails to comply on any of the following conditions:
 - a. 2 pieces of documents in the following list as proof of current residency address.
 - i. Driver license / Ontario Photo Card;
 - ii. Voter Information Card from latest Provincial election;
 - iii. Utility bills within last 2 months;
 - iv. Valid lease contract and proof of rental payment for the last 2 months.
 - v. CRA Notices of Assessment - Personal Income Tax of last year
 - b. A brief portfolio that candidate that shows individual's education background, past experiences, related professional qualification and why they want to be elected for the position.
 - (c) Candidates should not start to campaign before their Candidacy is officially announced.
 - (d) Failure to any one from the aforesaid may result in disqualification. The Election Committee shall have the authority to disqualify a Candidate and the name of the Candidate shall be removed from the Ballot.
 - (e) Any member nominated who later declines to stand for election must submit to

the Nomination chairperson in writing.

- (f) Any position of the Board not filled at the time of the election will be filled by an appointee named by the new Board of Directors.

BYLAW 6: ELECTIONS

6.1 The Chairperson of Election Committee shall supervise the election of Directors under the following guidelines:

- (a) The Chairperson of Election Committee shall conduct the election.
- (b) Election of Directors shall use secret ballot which shall have names of candidates for each office clearly printed on it.
- (c) Ballot count shall be done by two neutral persons and supervised by the member of Election Committee appointed by the Chairperson.
- (d) In case of a tie vote, a further vote shall be conducted by the Election Committee.

6.2 A member of the Election Committee who decides to stand for election as a Director must resign from the Election Committee before declaring their candidacy.

6.3 Successful candidates (except the President) shall have received the most votes cast for each position. A candidate for President must have the voting support of 50% plus 1 or more of the ballots cast.

6.4 When there are 3 or more Presidential candidates not meeting the 50% plus one requirement in Bylaw 6.3, it may be necessary to hold additional voting in which case the candidate with the lowest number of votes will be eliminated from candidates of the next ballot until the requirement of Bylaw 6.3 is met.

BYLAW 7: COMMITTEES

7.1 The Board of Directors shall appoint Chairpersons of Standing and Special Committees and will establish operating guidelines for these committees.

7.2 STANDING COMMITTEES

Term of Office – To run concurrently with the Board of Directors.

Executives – Executives of Committees shall be named by the Board of Directors.

Membership – The Board of Directors may direct that a committee has the power to add members if deemed necessary.

7.3 SPECIAL COMMITTEES

Term of Office – Limited to the duration of the project for which the Committee is established, and once complete it is disbanded.

Executives – Executives of Committees shall be named by the Board of Directors.

Membership – The Board of Directors may direct that a committee has the power to add members if deemed necessary.

7.4 Program Coordinators may be invited to attend a Board Meeting or Committee Meeting. Program Coordinators have no right to vote at the Board Meetings unless said Program Coordinator is currently a Board member, but their inputs shall be fully considered by the Board. Program Coordinators may vote in Special Committees Meetings.

7.5 A listing of all Standing Committees and their Executives shall be confirmed by the Board of Directors. This list shall be posted on the Notice Board at the CENTRE.

BYLAW 8: CLUB FINANCE AND ASSETS

8.1 The Board of Directors shall ensure the following conditions are met:

- (a) Cheque Signing Officers for the CLUB shall be any 2 persons in the following list: The President, Vice President, Treasurer or Secretary. Two signatures are required on all cheques.
- (b) A Petty Cash Fund of up to \$200 is available for incidental expenditures upon the approval of the Treasurer.
- (c) No purchase or capital expenditures and related items in excess of \$500 are permitted without prior approval of the Board of Directors.
- (d) No purchase or capital expenditures of any kind in excess of \$5,000 are permitted without prior approval by ordinary resolution of the general membership meeting.
- (e) Eligible Security - a bond, debenture, guaranteed investment certificate, deposit receipt, deposit note, certificate of deposit, term deposit or other similar instrument that,

- (i) is issued or guaranteed by the government of Canada or the government of any province of Canada; or
 - (ii) is issued by an institution located in Ontario insured by the Canada Deposit Insurance Corporation or the Financial Services Regulatory Authority of Ontario
- (f) The board may invest any part of the money in the club's accounts in eligible securities if,
 - (i) they are convertible to cash within 90 days following a request by the board; and
 - (ii) they are registered in the name of the club.

8.2 The CLUB shall maintain and pay premiums on time the following Insurance Policies:

- (a) General Liability Insurance – provides indemnity up to \$ 5 million against all claims which the CLUB becomes legally liable to pay as “compensatory damages” because of bodily injury, death or property damage.
- (b) Directors and Officers Liability Insurance – provides indemnity up to \$5 million in respect of claims or allegations made against any Director, employee, Convener and volunteer arising from any Wrongful Act committed in the capacity of Director or Officer of the CLUB.

8.3 The Board of Directors shall review annually Insurance coverage carried by the CLUB.

8.4 The twelve-month fiscal year of the Club shall be September 1 to August 31 of the following year.

8.5 The Treasurer shall submit a financial report covering the prior fiscal year to the Members at the Annual General Membership meeting for approval.

BYLAW 9: CONFLICT OF INTEREST

9.1 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

BYLAW 10: PROTECTION OF DIRECTORS AND OFFICERS

10.1 No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 whatever which may happen in the execution of the duties of their respective office or trust provided that they have complied with the Act and the Corporation's articles and By-laws; and exercised their powers and discharged their duties in accordance with the Act.

BYLAW 11: AMENDMENTS TO BYLAWS

11.1 The Board may from time to time in accordance with the Act pass or amend this by-law except if the amendment pertains to the transfer of membership or to change the method of voting in the meeting of members.

11.2 The Board of Directors may, from time to time, appoint a Special Committee to review the Bylaws.

APPENDIX 1
CONSTITUTION OR
BY-LAW AMENDMENT FORM (*Form 1*)

AGOAC
CONSTITUTION OR BY-LAW AMENDMENT FORM (*Form 1*)

Any member of AGOAC, who believes an Article of the Constitution or a section of the Bylaws is faulty or does not provide the efficient operation of the CLUB, is invited to indicate on this Form the Article or section he/she proposes to amend.

SECTION OF CONSTITUTION OR BYLAWS REQUIRING AMENDMENT

Article No. _____ or Bylaw Section No. _____

PROPOSED AMENDING WORDS

REASONS FOR AMENDMENT:

MEMBER'S NAME

MEMBERSHIP NO.

DATE

NAME & MEMBERSHIP NUMBER OF THE MEMBER ENDORSING THE PROPOSAL

APPENDIX 2
NOTICE OF DISCIPLINARY ACTIONS (Form 4)

AGOAC
NOTICE OF DISCIPLINARY ACTIONS (Form 4)

TO: _____ Membership No. _____

I am directed by The Board of Directors of AGOAC with a resolution duly passed at a meeting on _____ to give you 15-calendar day Notice of Disciplinary Actions against you as follows:

Warning / Reprimand / Suspension of your Club activities for _____ days

OR

Termination of your Membership

You were found by a Disciplinary Committee hearing on _____ of wrongful acts in contravention to the Constitution, Bylaws and/or common-law public behaviour as following:

Membership Director

Date

IMPORTANT NOTICE

You are entitled to give the Board of Directors a written submission opposing the disciplinary action or termination of membership within 5 calendar days of this Form 4 being issued. The Board shall give full consideration to the circumstances leading to the Disciplinary Actions before confirming the actions herein stipulated.

APPENDIX 3

CODE OF CONDUCT

AGOAC

CODE OF CONDUCT FOR ALL MEMBERS

- Members must act in accordance with the Club's objectives.
- Members must protect the Club's good standing.
- Members must respect the Club's property.
- Members must respect and follow the Club's code of regulations, its rules, norms and accepted manners of conduct, as well as all other Club
- demands.

Confidentiality:

Members hereby agree not to disclose any information acquired while volunteering, whether written or verbal, to any persons, authorities or organizations, unless specifically instructed to do so by the Board of Directors, information refers to:

1. Information concerning the Club such as Financial Information
2. Personal information of other members such as email and phone number.

Avoiding a Conflict of Interest:

Members pledge to avoid a conflict of interest and to notify the Club of any such conflict existing between their activities, positions within the Club, or their association with it, and all other activities in which they engage.