



**MILLIKEN ON THE MOVE OLDER ADULTS CLUB CORP.
("MOTM")**

Constitution and By-laws

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Our Mission

MOTM-OAC (hereafter as MOTM) is a Markham based Not-for-Profit voluntary older adult organization dedicated to bring affordable and quality programs and activities to Markham residents. Through volunteerism, members are able to give back and to create value in the community. MOTM aims to promote good health in its members and inspires its members to be the best they can be.

MOTM is a values-driven club and our core 5 values are:

- Treating all members with dignity and respect
- Promote healthy lifestyles through activity programs.
- Through volunteerism, we give back
- Creating a transparent and accountable system that serves all members
- Building strong, friendly relationship.

1. GENERAL

1.01 Definitions.

- (a) "Act" means the Corporations Act, 1990, as amended;
- (b) "Annual Return" means the prerequisite Corporations Returns filed annually as provided under the Corporations Information Act;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time in force;
- (e) "Corporation" means Milliken on the Move Older Adults Club Corp. (or MOTM for short), incorporated without share capital and as a not-for-profit corporation under the Act, to fulfil its corporate mission. The Corporation is a successor in title to a non-incorporated social recreational club previously operated in similar name and at the same location;
- (f) "Member" means an individual person being admitted into membership as provided under Article 6 and, remains in good standing;
- (g) "Meetings of members" includes Annual General Meetings (AGM), Ordinary Meetings, Special or Extraordinary Meetings as prescribed by the Act;
- (h) "Corporate mission" is to provide a safe environment for all social and recreational activities and programs, funded by members and staffed by volunteers, to promote and enhance the general health and well being of seniors in this community.

1.02 Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and

1.03 Words importing number include the singular and plural; words importing gender include the masculine and feminine genders; and words importing persons include individuals, Municipalities, corporations, partnerships, trusts, businesses and unincorporated organizations.

2. ADMINISTRATIVE STRUCTURE OF THE CORPORATION

2.01 Head Office.

The Head Office of the Corporation shall be situated at the City of Markham, in the Province of Ontario.

2.02 Common Seal.

The use of the Common Seal of the Corporation shall be restricted to the purposes as stipulated in the Act.

2.03 Financial Year.

The financial year of the Corporation shall end on the last day of August in each calendar year.

2.04 Execution of Instruments.

Deeds, transfers, assignments, contracts, obligations, certificates and other negotiable instruments may be signed on behalf of the Corporation by any two (2) of the following Officers:

President,
Secretary,
Treasurer,

Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.05 Banking Arrangements.

The banking business of the Corporation shall be transacted with such banks and trust companies, designated by the Board, under a Resolution. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3. DIRECTORS

3.01 Number of Directors and Quorum.

The affairs of the Corporation shall be managed by its Board of Directors. Membership of the Board shall be no more than nine (9) and no less than three (3).

The least number of Directors present at a Meeting to form a quorum shall be three (3).

3.02 Qualification.

No person shall be qualified to stand for election as a Director unless he is a member of good standing with minimum 2 years membership and currently not holding any directorship or executive position in another Not-For-Profit Older Adult Club operating in the City of Markham. In addition, members to stand for President, Secretary and Treasurer should be Markham residents.

3.03 Election and Term.

The Board shall be elected at an annual meeting of members (AGM) to hold office for a term expiring not later than the close of the second annual general meeting of members following the election. However, if a new Board is not elected at any AGM, the serving directors then in office shall continue in office until the successors are duly elected. Retiring directors shall be eligible for re-election. The election shall be by a show of hands or by written ballot if demanded by the AGM attending members.

3.04 Vacation of Office.

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- c) on death; or
- d) if, by notice made in writing to the Secretary of the Corporation of his intention to resign his office.

3.05 Removal of Directors by members.

The members may, by Special Resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of members called for the purpose, remove any Director before the expiration of his term of office and may, by majority vote, elect any person in his stead for the remainder of his term.

3.06 Vacancies.

Vacancies on the Board may be filled for the remainder of the Directors' term of office either by the members at a special meeting of members called for the purpose; or by the Board if the remaining Directors constitute a quorum.

3.07 Calling of Meetings.

Meetings of the Board shall be held from time to time at the request of the Board, the President or any two (2) directors. Notice of the Meeting, stating time, purpose and place of every meeting called shall be given to each Director not less than one week before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors present waive the requirements of such notice to the meeting being held.

3.08 First Meeting of New Board.

Provided a quorum of Directors is present, each newly-elected Board may without notice hold its first meeting immediately following the annual general meeting of members at which such Board is elected.

3.09 Regular Meetings.

The Board may appoint a day or days in any month or months for regular meetings at a place and time to be decided. A copy of any Resolution of the fixing the place and time of regular meetings of the shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.10 Place of Meeting.

Meetings of the Board shall be held at the Head Office of the Corporation or elsewhere in Canada as the Board so determines.

3.11 Chairman.

The President or, in his absence, the Secretary, shall be Chairman of any meeting of Directors; and, if no such officer be present, the Directors present, shall choose one of their number to be Chairman.

3.12 Votes to Govern.

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in case of tied votes, the Chairman of the meeting shall be entitled to a second or casting vote.

3.13 Interest of Directors in Contracts.

No Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any such Director be voided; provided full disclosure of the interest has been declared by the said Director before or after the contract or arrangement has been finalised.

Subject to the provisions of the Act, all Directors are deemed to be acting in the fiduciary interest of the Corporation.

3.14 Declaration of Interest.

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

3.15 No Remuneration.

The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Directors shall have reasonable travelling and other out-of-pocket expenses properly incurred by them in discharging their duties and responsibilities, reimbursed.

3.16 Committees.

The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit.

Such committee may formulate its own rules or procedure, subject to the terms and mandates outlined by the Board. Members of such committee may be removed by resolution of the Board of Directors for cause.

4. OFFICERS

4.01 President.

The President shall be responsible to the Board for the general management and direction of the Corporation and shall be accountable to the members on the affairs of the Corporation. He, when present, shall preside at all meetings of the members of the Corporation and of the Board. The President shall have such other powers and duties as the Board may prescribe to further the interests of the Corporation.

4.02 Secretary

The Secretary shall attend and be the secretary at all meetings of members and directors and shall keep Minutes of all proceedings thereat; he shall give due notices to members and directors of such meetings as prescribed by the Act and arrange for the venue and provide all relevant agenda and publication necessary for the meetings. He shall be the custodian of the Corporate Seal and of all books, papers, records, legal documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

He receives legal notices on behalf of the Corporation. The Secretary shall be responsible for the full compliance of the provisions of the Act as well as that of the Corporations Information Act.

4.03 Treasurer

The Treasurer shall keep full and complete books of account in which shall be recorded all receipts and disbursements of the Corporation. He controls the deposit of money, the safekeeping of assets and securities and the disbursement of the funds for the Corporation. He shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation.

He shall present to the members an annual financial statement at meeting of members.

4.04 Other Officers.

The Board shall with Resolution, appoints and assigns duties to any Officers, if it deems necessary to do in order to further the corporate mission. Such appointment shall be subject to terms of their engagement as the Board may prescribe.

4.05 Agents and Attorneys.

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in Canada.

5. PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of Liability.

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Corporation, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss,

damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

5.02 Indemnity.

Every Director and officer of the Corporation and their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

6. MEMBERS

6.01 Members.

There shall only be one class of membership.

Upon payment of entrance and membership fees, the Corporation shall receive into its membership, individual applicants who, at the time of application, are aged 55 years and over and are legal residents within the City limits of Markham in the Province of Ontario; provided that:

- a) no age restriction be placed on spouse of applicant or member,
- b) upon payment of a stipulated amount, residency restriction is waived for residents within neighbouring municipality or city limits.

The Board reserves the right to disallow any application notwithstanding its being eligible to apply.

Members are held in good standing when all terms of membership are fulfilled.

6.02 Term of Membership.

Membership is annual in tenure, not transferable and shall lapse or be cancelled upon:

- (a) failure to pay the membership fees and charges, if any, within a reasonable time;
- (b) upon death or resignation;
- (c) otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

6.03 Resignation.

A member may resign his membership by informing the Secretary of his intention, to be made in writing, and shall be effective upon delivery of the resignation letter to the Secretary.

6.04 Removal.

The Board may pass a resolution authorizing the removal of a member for cause. No such resolution shall be put before the Board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board. The Board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Corporation and of the time and place of the meeting of the Board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

7. MEETINGS OF MEMBERS

7.01 Annual Meeting.

The annual meeting of the members shall be held at such time and on such day in each year as the Board from time to time determine, for the purpose of receiving the reports and statements as required by the Act to be placed before the annual meeting, electing or appointing directors, and for the transaction of other matters as may properly be brought before such meeting.

7.02 Special Meetings.

The Board shall have the power to call a special meeting of members at any time. At least 25% of the membership can petition the Board, made in writing stating the reason for such meeting, to call a special meeting of members to resolve corporate issues and the Board shall comply.

7.03 Place of Meetings.

Meetings of members shall be held at the head office of the Corporation or elsewhere in the City of Markham in which the head office is situated or, if the Board shall so determine, at some other places in Canada or elsewhere; provided that every meeting of members at which directors are elected shall be held within the City of Markham.

7.04 Notice of Meeting of Members

Notice of Meeting of members including nature of business, time and place of each meeting of members shall be given in the manner as prescribed in the Act.

7.05 Persons Entitled to be Present.

Only members in good standing shall be entitled to attend and vote at the meeting of members. Any other person may be admitted only on the invitation of the Board or with the consent of the members in attendance.

7.06 Quorum.

A quorum for the transaction of business at a Members' meeting is at least 10% of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.07 Right to Vote.

At any meeting of members, every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member of the Corporation. Each member is entitled to one vote

7.08 Proxies.

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or the secretary of the meeting or as may be directed in the notice calling the meeting

7.09 Votes to Govern.

At any meeting of members, every question shall be determined by the majority of votes cast on the question, unless otherwise required by the Act or the By-law.

7.10 Show of Hands.

Any question at a meeting of members shall be decided by a show of hands unless the use of written ballot is requested by members at the meeting. After a show of hands, a poll thereon may be required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not so carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.11 Polls.

A poll is a vote counting method that will include the proxy votes. After a show of hands or written ballot has been taken on any question, the chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

7.12 Casting Vote.

In case of an equality of votes at any meeting of members either upon a show of hands, written ballot or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote.

7.13 Adjournment.

The chairman at a meeting of members may, with the majority consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8. NOTICES

8.01 Method of Giving Notice.

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or the auditor of the Corporation shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or

recorded communication. The Secretary may change the address on the Corporation's books of any member, director, officer or the auditor of the Corporation in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. In all cases, communication vide electronic medium to any members' last known email address is deemed sufficient delivery.

8.02 Computation of Time.

In computing the date when notice must be given under any provision of the Act, requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions and Errors.

The accidental omission to give any notice to any member, director, officer or the auditor of the Corporation or the non-receipt of any notice by any member, director, officer or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of Notice.

Any member, director, officer or the auditor of the Corporation may waive any notice required to be given to him under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

9 ACTIVITY GROUPS AND CONVENERS

9.01 The MOTM activities constitute of different activity groups which are open to all members of good standing.

9.02 The activity groups are run and managed by qualified volunteers, termed conveners. The qualifications, roles and responsibilities of conveners are defined in the MOTM Conveners Handbook attached to this By-law.

10 AUDIT AND REVIEW ENGAGEMENT PROCESS

10.01 Members of the corporation can waive both the Audit and Review Engagement Process

by an Extraordinary Resolution; provided the Corporation complies with the provisions prescribed in the Act.

11 ADOPTION AND AMENDMENT OF BY-LAWS

- 11.01 The invalidity or unenforceability of any provision of these by-law shall not affect the validity or enforceability of the remaining provisions

- 11.02 The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted on 5th October 2018