

CONSTITUTION

THE

MISSISSIPPI MILLS RESIDENTS' ASSOCIATION INC.

2 Tatra Street
Almonte, ON K0A 1A0

Final as adopted - May 12 2004

NAME

1. The name of the organization is:
THE MISSISSIPPI MILLS RESIDENTS ASSOCIATION INC.
(MMRA) - hereinafter called the 'Association'.

OFFICE LOCATION

2. The Office of the Foundation is:

2 Tatra Street, Almonte, ON K0A 1A0

OBJECTS

3. The Objects of the Association are:
 - (i) to enhance the life and living conditions of the residents of the Town of Mississippi Mills (herein after called the "Town") through a philosophy of civic idealism, and by the promotion of democracy, justice, general welfare and equal opportunity;
 - (ii) to ensure that each resident is given an enhanced opportunity to democratically participate in the economic, civic and environmental affairs of the Town,
 - (iii) to research and investigate issues of civic concern, and to inform its membership;
 - (iv) to further the education of residents in civic values, including their rights and responsibilities;
 - (v) without limiting the generality of the foregoing, to provide a framework for the identification of civic issues on which feedback from residents to Council is an important element in the constructive interface between elected officials and residents; and
 - (vi) to operate the Association without purpose of gain or profit for the members of the Association or its Directors.

MEMBERSHIP

4. There shall be three types of memberships:
 - * Individual A resident of the Town over 18 years of age
 - * Family No more than two residents at the same principal residence in the Town over 18 years of age
 - * Associate (i) Commercial establishments whose principal business is located in the Town, and

- (ii) individuals not resident in the Town who share in the values of the Association,

Individual and Family Members are voting members with one vote each, whereas Associate members are non-voting members, and may not hold office in the Association.

5. A prerequisite for membership in good standing is the payment before or at the Annual Meeting of the membership fee, as established by the Board for each class of membership on an annual basis.
6. Membership may be revoked by the Association, by a majority vote of those members present, at a special meeting of the Association called for that purpose, should circumstance warrant.
7. The membership of any member will terminate upon death of the individual (no successor rights).
8. Any member may resign membership in the Association by doing so in writing which shall be effective upon receipt by the Secretary.
9. Each new member, Officer and/or Director shall be informed as follows:
 - That only Officers and Directors, so designated by the Board, shall act and speak on behalf of the Association.
 - Members who act contrary to this provision can have their membership withdrawn on a motion of the Board of Directors.
10. To protect the privacy of its members, the Association's membership list shall be accessible only to its Board of Directors.

FRIENDS OF THE ASSOCIATION

11. Residents of the Town who share in the objectives of the Association and who wish to support it financially or otherwise without becoming members, shall be known as Friends of the Association. They are entitled to have their names placed on the Association's mailing list and to attend meetings of the Association.

BOARD OF DIRECTORS

12. The affairs of the Association shall be managed by the Board of Directors.
13. The Directors shall be appointed by the members at the Annual General Meeting.
14. There shall be not less than seven (7) and not more than thirteen (13) Directors.
15. A Director must be a voting member of the Association.

16. A member cannot be a Director if that person is
 - (i) an elected member of a federal, provincial or municipal government, or
 - (ii) an administrative employee of the municipal or county government.
17. Directors shall hold office for a term of two years.
18. For the first term of office, starting in 2003, one half of the positions on the Board (or one half plus one in the event of an odd number of board members) will be for one year and the remainder will be for two years. Thereafter, elections will be held annually to elect half (or half plus one) of the Board members.
19. The position of a Director, who is absent from meetings of the Board for three consecutive regular meetings without leave of absence from the Board, shall be declared vacant by the Board, and notice thereof shall be given to the Board at the next meeting. The Secretary shall give written notice to any Director whose position has been declared vacant before the next meeting of the board.
20. The members may, by ordinary resolution at a special meeting called for the purpose, remove any Director from office before the expiration of his or her term. Members may elect another member in his or her place for the remainder of the term.
21. A Director may resign from office by giving written notice to the Secretary of the Association. The resignation becomes effective when received by the Secretary or at the time specified in the resignation, whichever is later.
22. Where a vacancy occurs on the Board, the Directors may appoint a member to fill the vacancy for the remainder of the term.
23. No person may serve as a member of the Board or Officer of the Association for more than three consecutive terms.

OFFICERS

24. The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer, and such other Officers as may be determined by the Board of Directors. They shall be appointed by resolution of the Board of Directors following the Annual General Meeting of the Association.
25. Officers shall be subject to removal by Resolution of the Board of Directors.

DUTIES OF OFFICERS

26. The President is the Chief Executive Officer, responsible for the active management of the operations and business of the Association. The President is an ex-officio member of all committees and sub-committees of the Association.
27. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may be prescribed by the Board from time to time.

28. The Secretary shall prepare minutes of meetings of the Board of Directors and of the Annual General Meetings and shall record therein all votes and proceedings.
29. The Treasurer shall keep appropriate financial records and shall be responsible for the administration of the Association's financial assets and liabilities.
30. Additional positions may be created by the Board of Directors with such duties as the Board may determine.

REMUNERATION

31. Directors and Officers shall serve without Remuneration. However, the Board may approve expenses incurred by a Director in the performance of his or her duties.

MEETINGS

32. All meetings of the Association shall be conducted in accordance with the provisions of this Constitution and the most recent edition of Robert's Rules of Order.
33. More than fifty percent shall constitute a quorum at meetings of the Board of Directors and of committees.
34. The Chairman of a meeting shall have the right to cast a vote to either break or make a tie.
35. Resolutions of the Board may be voted by e-mail or fax in lieu of a meeting.
36. The Directors shall hold an Annual General Meeting (AGM), not later than six weeks following the end of the Association's Financial Year, to receive the report of the Directors, including the financial statements, to elect Directors, appoint an auditor, and to transact such other business as may be required.
37. The Directors may call Special Meetings of members at any time if and when, in the opinion of the Board, such meetings are required.
38. Notice of AGM's and Special Meetings shall be sent to members, not less than 14 days before the meeting, by e-mail, fax or regular mail.

COMMITTEES

39. The Board of Directors shall appoint a Nominating Committee of at least two persons not later than sixty (60) days prior to the AGM. The Nominating Committee shall present to the AGM a slate of candidates to fill all positions on the Board.
40. The Board of Directors shall establish such other committees and sub-committees as may be required for the pursuit of the Objects of the Association. Committees shall consist of members of the Association and shall be chaired by a Member of the Board.

APPOINTMENT OF AUDITOR

41. The Auditor to be appointed at the Annual General Meeting shall be a person independent of the Association who need not be a professional chartered accountant.

CONFLICTS OF INTEREST

42. Any Officer or voting member who has a financial or business interest, directly or indirectly, or whose family member has such an interest, in a proposed contract or transaction with the Town, or in a contract or transaction with the Association, shall declare his or her interest in the contract or transaction to the Executive Committee or Board of Directors as soon as possible by phone, e-mail or in person at any Association meeting.
43. Any voting member who has declared such interest in any proposed or actual contract or transaction, or other financial interest which is being discussed, shall absent himself or herself during the discussion or vote on this matter and the event shall be so recorded in the minutes.

INDEMNITY

44. Every Director or Officer shall be indemnified and saved harmless from and against all costs from proceedings against such Director or Officer in respect of any action taken in the execution of the duties of the office of such Director or Officer, except such costs as are incurred through the wilful neglect or default of such Director or Officer.

FINANCIAL YEAR

45. The Financial Year of the Association shall end on April 30 of each year.

AMENDMENTS TO THE CONSTITUTION

46. The Constitution may be repealed or amended by two thirds (2/3) of the votes cast at an AGM or Special Meeting of the membership called for that purpose.

47.

BOOKS AND RECORDS

47. The Board of Directors shall see that all necessary books and records required by any applicable law or statute are regularly and properly kept.

EFFECTIVE DATE

48. The effective date hereof is:

49.

GENERAL

49. Upon termination of the Association, all net assets shall be paid out to a registered charity or charities as defined in the Income Tax Act (Canada).

Enacted May 12 2004