

CONSTITUTION & ORGANIZATIONAL BY-LAWS 2024
ST. CATHARINES AND REGIONAL MUNICIPALITY OF NIAGARA
TWINNING AND MUNDIALIZATION ASSOCIATION

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Interpretation

All terms contained in this Constitution that are defined in the Ontario Not-for-Profit Act (the Act) shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Severability and Precedence

The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of this Constitution. If any of the provisions contained in the Constitution are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

ARTICLE 1 The name of the organization shall be the St. Catharines and Regional Municipality of Niagara Twinning and Mundialization Association, hereinafter referred to as the Association or Twinning.

ARTICLE 2 the registered office of the Association is in the City of St. Catharines, Ontario, Canada,

ARTICLE 3 Aims and Objectives

- 3.1. To foster friendly cooperation and encourage cultural and economic exchange between citizens and organizations of St. Catharines, Niagara Region and other communities, more specifically Port of Spain and Regions of the Island of Trinidad.
- 3.2. To recognize, without prejudice to our national loyalty and obligation, our responsibilities which extend beyond our City and Nation in the establishment of world peace.
- 3.3. To promote greater support for the United Nations and to affirm our belief in the Universal declaration of human rights.
- 3.4. To act as a catalyst and clearing house for all communications between the two twinning communities in St. Catharines and Port of Spain.
- 3.5. To compile and publish progress reports annually on the activities of all organizations in each city involved in twinning exercises and to exchange such materiel with its counterpart,
- 3.6. To advise and guide individual organizations seeking its help with regard to twinning activities.
- 3.7. To raise such funds as are required for the general expenses of administration.

ARTICLE 4 A Non-Profit Organization

The Association shall be a non-profit organization whose income and property shall be applied solely towards the promotion of the aims and objectives of the Association as set out in Article III hereof, and/or in any additions to our amendments thereof, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit to the members of the Association, provided that nothing herein shall prevent the payment in good faith or remuneration of any officers or servants of, or persons employed in the Association, or to any Member of the Association or other persons in return for any services actually rendered to the Association.

ARTICLE 5 Non-Liability of Members

Membership of the Association shall not involve any liability beyond the payment of subscription fees.

ARTICLE 6 Membership

Open to all interested parties who support the Goals and Objectives of the Association as outlined in Article IV above.

6.1. **"Individual"** shall mean fully paid-up members, 19 years of age or older,

6.2. **"Family"** shall mean husband and wife or common-law partners and all children 18 years of age and younger.

6.3. **"Associate"** shall mean the St. Catharines City Council and the Regional Council. This membership type can attend meetings, but does not hold a vote.

6.4. **"Honourary Life Membership"** shall mean (a) persons who have meritorious service in furthering the aims of the Association: (b) persons in Public or Private Life who have made outstanding contributions to the City or the Country.

Each new member shall receive a copy of the Constitution.

ARTICLE 7 Executive Board

7.1. Subject to the Conditions contained herein, there shall be constituted an Executive Board to consist of the following: (a) the Officers of the Association; (b) the Chairpersons of Standing Committees.

7.2. The Executive Board shall be responsible for the day-to-day affairs of the and shall report to the Membership at least once every three (3) months.

7.3. The Executive Board shall review, coordinate and supervise the work of any "ad-hoc" committees which it may appoint from time to time.

ARTICLE 8 Officers of the Association shall be:

- | | | |
|--------------|-------------------------|-----------------------------|
| 1. President | 2. First Vice-President | 3. Second Vice-President |
| 4. Secretary | 5. Treasurer | 6. Immediate Past President |

ARTICLE 9 Standing Committees of the Association shall be:

1. Events and Community Outreach
2. Membership and Communications
3. Mundialization and Economic Development

The Standing Committees shall have the power to co-opt members for said committees.

ARTICLE 10 Meetings

10.1. The Annual General Meeting shall be in the last quarter of every year.

10.2. Nominations for the Executive Board shall be accepted up to 2 weeks before the scheduled AGM. A Nomination Form will be provided to members with the notice of AGM. The Nominations and Elections Committee shall verify the qualification of the nominee before the AGM.

10.3 The newly-elected shall take office on January 1st. of the following year.

10.4 The Secretary shall give notice of the Meeting by email at least seven clear days before the meeting.

10.5. The Association shall have a General Meeting minimum twice per year.

ARTICLE 11 Voting and Representation

11.1 A person standing for election to any office must be a fully paid-up member, 19 years of age or older, a resident of the Niagara Region and must have attended at least two (2) previous General Meetings and/or organized events during the current year,

11.2. All members of the Association who are fully paid-up members and 19 years of age or older shall be eligible to vote.

11.3. A member of an overseas Twinned City shall be allowed to take full part in all meetings of the Association, but shall not be entitled to vote.

11.4. All elections shall be by secret ballot.

11.5. The Executive Board shall appoint a three member Nomination and Election Committee four weeks prior to the Annual General Meeting. None of the three (3) shall be entitled to run for office in the Association at said election,

11.6. All members of the Executive Board shall be elected for a full two (2) year term.

11.7. The resignation of an Executive Board Member shall become mandatory if:

(a) A motion of non-confidence is brought before an Executive Meeting, voted on and accepted by a 2/3 majority of all members of the Executive Board. A proxy vote can be accepted if a member of the Executive Board has an attested reason for absence.

(b) A motion of non-confidence is brought before a General Meeting, voted on and accepted by a 2/3 majority of all voting members present,

11.8 The immediate Past President shall remain a member of the Executive Board until the next election for the position of President or until the Immediate Past President is elected to a new position, whichever happens first.

11.9. All Standing Committee Chairpersons and Officers of the Association shall be elected by ballot at the Annual General Meetings for a two (2) year term of office. Any mid-term replacements will finish the current 2 year term and stand for re-election at the end of that term.

ARTICLE 12 Duties of the Executive Board

All Officers and Chairpersons of the Association must attend at least four (4) regular Executive meetings of each year.

12.1. The Chair & President is the main point of contact for the Association. They shall preside over all meetings of the Association and the Executive Board. They shall countersign all cheques drawn on the general account, notes and other instruments drawn by the Association and perform all duties pertaining to this office. They shall be responsible for and perform all assigned duties as detailed in the job description and be responsible for holding each Officer and Committee Chair to account.

12.2. The First Vice-President shall assist the President in the discharge of their duties and in their absence perform the full duties pertaining to the office of the President. It is also their responsibility to co-ordinate all communications and maintain up-to-date register between Twinned organizations. It shall be their duty to aid the Standing Committee Chairpersons.

12.3. It shall be the duty of the Second Vice-President to aid the First Vice-President

12.4. The Secretary shall keep up-to-date records of meetings of the Association and the Executive Board. The Secretary shall attend to the correspondence on file and accessible to the Association at all times. A copy of all Minutes shall be available to the City of St. Catharines and the Port of Spain Twinning Association by the Secretary

12.5. The Treasurer shall be responsible for all cash, accounts, books, securities and other valuables, the property of the Association, and these shall be open (at all convenient times) to the inspection of the Membership. At least once every quarter the Treasurer shall present a statement of receipts and payments to a meeting of the Executive Board and at least once in every year shall present an Income and

Expenditure Account and Balance Sheet to the Annual General Meeting, The Treasurer shall sign all cheques drawn on the General Account, notes and other instruments drawn by the Association together with the President and/or Vice-President.

12.6. Immediate Past-President shall be available to assist the President, upon request, during their term. They may attend Executive meetings in an advisory capacity but not have a vote.

12.7. Membership and Communications duties as per Executive Roles document

12.8. Events and Community Outreach duties as per Executive Roles document

12.9. Mundialization & Economic Development as per Executive Roles document

ARTICLE 13 Finance

13.1. The Association shall be empowered to derive revenue from any of all of the following sources: (a) entrance fees and subscriptions; (b) donations, gifts and subventions; (c) income from Operations and Investments; (d) levies.

13.2. The Association shall be empowered to make disbursements from its General and/or Special Funds in pursuance with its aims and objectives,

13.3. The financial year of the Association shall begin on the first of January and end on the thirty-first day of December of each year,

13.4 All cheques issued on behalf of the Association must bear the signatures of two of the Officers as per Delegation of Authorities adopted by the Executive Board.

13.5 Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of the City of St. Catharines/Canada Revenue Agency, or corresponding section of any future provincial or federal tax code. Therefore, all remaining, after payment of any outstanding debts should be disposed of by way of donation to Brock University, Niagara College and Ronald McDonald House; amounts as agreed upon by the Executive Board of the organization.

ARTICLE 14 Ad-Hoc Committees

14.1. Ad-Hoc Committees may be formed as needed to fulfill the purposes and goals of the Association. Officers and Chairpersons will approve these Ad-Hoc committees as needed.

ARTICLE 15 Quorum

The Quorum at all meetings of the Association shall be:

- 15.1. Annual and/or General Meetings - one-third (1/3) of the members or twenty (20) members, whichever is less.
- 15.2. Executive Board Meetings - five (5) members, at least one (1) of whom shall be an Officer of the Association.

ARTICLE 16 Audit

16.1. The books and accounts of the Association shall be made publicly available by March 30th of each year. Membership must pass the Extraordinary resolution on or before April 30th to waive audit and review engagement. A quorum of 80%+1 is required to pass both. If this is not reached the audit must be completed by end of next fiscal year.

16.2. It shall be the responsibility of the Treasurer or Officer to ensure that the books and accounts of the Association are audited by the end of the following fiscal year if needed.

ARTICLE 17 Vacancies

- 17.1. If a vacancy occurs between election, other than that of the President, the Executive Board shall appoint someone from the Membership at large.
- 17.2. A person elected or appointed to fill a vacancy shall hold office until the next election for that position.
- 17.3. The First Vice-President shall assume the duties of the President if they are unable to complete their term of office, until the next election for that position. The Second Vice-President shall assume the duties of the President if the First Vice-President is unable to.

ARTICLE 18 Amendment of the Constitution

- 18.1. Any fully paid-up members of the Association may serve Notice of Motion to amend the Constitution, in writing, at a General Meeting,
- 18.2. Notice of Motion to add to, repeal or amend the Constitution must be served at a General Meeting, read and inserted in the Minutes of that Meeting, to be discussed and voted on at the following General Meeting. A copy of such changes shall be forwarded to the members at least seven (7) calendar days before the Meeting at which it is to be discussed and voted on.

- 18.3. The Constitution may be added to, repealed or amended by Resolution at any General, Special or Extraordinary Meeting provided that no such Resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds (2/3) of the members present and voting at such a meeting._

ARTICLE 19 Constitution - Passage and Ratification

DATED:

2024 Constitution