

**Taca na hEireann**

**The Irish Club of Mississauga Inc.**

**June 11th, 1995, September, 8th, 1996, July 27th, 1997, May 29th, 2005, May 27th, 2007, May 28th, 2011, May 7, 2017, June 10, 2018, May 26, 2019, Sept 24, 2023**

**BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF THE IRISH CLUB OF MISSISSAUGA INC. (HEREINAFTER CALLED THE CORPORATION) AS FOLLOWS: (Consolidated with amendments up to and including the A.G.M. of Sept 24, 2023)**

a) "**Act**" means the Corporations Act, R.S.O. 1990 c.c. 38. as currently amended and includes the regulations under the Corporations Acts as currently amended

b) **"Board"** means the Board of Directors of the Corporation

c) **"By-laws"** means all the by-laws of the Corporation, as currently amended

d) **"Person"** includes an individual, sole proprietorship, partnership, unincorporated

organization, trust, body corporate, and a natural person in his capacity as trustees,

executor, administrator or other legal representatives

e) **“Officer”** means the President, Vice-President, Secretary, <Financial Secretary> or Treasurer

f) **“Board Member”** means any member elected to and currently serving on the Board of Directors, including all Officers.

g) The singular includes the plural and the plural includes the singular

**Section 1 - Interpretation**

1.01 Words and expressions defined in the Act have the same meanings when used herein.

**Section 2 – Board Members**

2.01Board Conduct - The Board will ensure that its decisions and the Corporation operations comply with all laws and government regulations. The Board will adhere to the principles of good governance. The Board will act honestly and in good faith to serve the best interests of the corporation. Members of the Board will exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances, thereby fulfilling their fiduciary duty as a Director serving on the board.

2.02 Conflict of Interest and Prohibition of Profit- Directors must disclose any conflicts of interest at the start of each Board meeting. A Director may not benefit directly or indirectly, financially or any other way, from Club operations or any transaction or contract with the Corporation while in office as a Board member. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

2.03 Qualifications.

a) No person shall be qualified for election as Board Member if they are less than nineteen years of age or if they are of unsound mind and have been found so by a court in Canada or elsewhere.

b) Each Board Member, at the time of their election, must have been a member in good standing of the Corporation for the previous two years.

c) Each Board Member must, throughout their term, be a member in good standing of the Corporation.

d) In order to qualify as President or Vice-President, the member must have been in good standing with the Irish Club of Mississauga for the previous five years.

e) Each Board Member qualified under 2.01 (c) must be a legal resident of Canada

f) The affairs of the Corporation shall be managed by a Board consisting of a minimum of eleven (11) persons and a maximum of fifteen (15) persons until changed in accordance with the Act.

g) An election of the Board Members shall take place at each annual general meeting with members, at which time all the existing Board Members shall retire, but if qualified, are eligible for re-election. The election should be a show of hands unless a ballot is necessary or demanded by any member in good standing.

h) If the election of Board Members is not held at the proper time, the incumbent Board shall continue in office until their successors are elected.

2.02 Nomination, Election and Term Board Members must have been members in good standing of the Irish Club of Mississauga for the previous two years.

2.03 Resignation. Subject to the Act, a Board Member may resign from office upon giving written notice to the Corporation. The resignation becomes effective at the time the written resignation is received by the Corporation or at a time specified in the resignation, whichever is later.

2.04 Removal. Subject to the Act, the members may call for removal of a Board Member by posting notice of a special meeting specifically for the removal. At said meeting, an ordinary resolution must pass by at least 2/3 of the votes cast. The vacancy created by the removal of a Board Member may be filled at the same meeting by attending members, or if not so filled, may be filled in accordance with paragraph 2.06.

2.05 Vacating of Office. A Board Member ceases to hold office if they die, resign from office (per Section 2.03), are removed from office by the members, or if they cease to be qualified as a Board Member (per Section 2.01).

2.06 Filling Vacancies. Subject to the Act, a quorum of the Board may fill a vacancy in the Board or, if, as a result of such vacancy, there is not a quorum of the Board, the Board Members then in office shall call a special meeting of members to fill the vacancy at their earliest opportunity.

2.07 Indemnification. Each Board Member of the Corporation, their heirs and executors and administrators and estate and effects respectively, shall be indemnified and held harmless out of the funds of the corporation from and against:

(a) all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office; and

(b) all other costs, charges and expenses that they sustained or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own dishonest or fraudulent acts

2.08 Reinstatement. Anyone who resigns, leaves or is removed as a Board Member shall not be entitled to seek re-election for a period of two years, unless special dispensation for the leave was granted by a majority vote of the sitting board (e.g. personal hardship or illness waivers).

**Section 3 – Board Meetings**

3.01 Quorum. A majority of the Board Members then in office (with at least two officers) shall constitute a quorum at any Board Meeting, and, notwithstanding any vacancy among the board, a quorum of the board may exercise all the powers of the entire board.

3.02 Calling Board Meetings. Meetings of the Board shall be held no less than once a month, at the club. The President or Vice-president may determine the exact time and date. The Secretary shall notify Board Members of meetings when directed or authorized by the President or Vice President. Notice of every meeting shall be given to each Board Member no less than forty-eight (48) hours before the appointed meeting time, except that no notice of a meeting shall be necessary if all the Board Members are present, or if those absent have waived notice of or otherwise signified their consent to the holding of such a meeting. A notice need not specify the purpose of the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

3.03 Error in Notice. No error or omission in giving notice of a Board Meeting shall invalidate such meeting or any proceedings taken at such meeting.

3.04 Regular meetings. The Board may appoint a day or days in any month or months, for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Board Member forthwith after being passed, and no other notice shall be required for any such regular meetings except where the Act requires the purpose of the business to be transacted to be specified. A Board Meeting may also be held, without notice, immediately following the annual general meeting of members each year.

3.05 Votes to Govern. At all meetings of the Board, every proposal shall be decided by a majority of votes cast. The Chairperson shall only cast a vote in the case of an equality of votes and their vote shall then be the deciding vote.

3.06 Disclosure of Interest in Contract and Prohibition of Profit. Every Board Member who is in any way directly or indirectly interested in a contract or a proposed contract with the Corporation shall declare his interest at a Board Meeting prior to the Board voting on said contract.

3.07 Adjournment. Notice of an adjourned Board Meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

**Section 4 - Officers**

4.01 Officers

(a) No person shall be qualified as an officer who does not qualify as a Board Member pursuant to section 2.01 (as amended) and who has not previously served at least three months as a Board Member.

(b) The election of officers (President, Vice President, Secretary and Treasurer) shall take place at each annual general meeting of members, at which time all the officers then in office shall retire but are eligible for reelection if qualified. The election should be a show of hands unless a ballot is demanded by any member.

(c) If any election of officers is not held at the proper time, the Board Members will elect the officer at their next scheduled meeting.

4.02 Vacancies. If any office is or becomes vacant by reasons of death, resignation or in any other manner whatsoever, the Board must appoint a member to fill such vacancy at their earliest opportunity.

4.03 Duties of President and Vice-President - The President shall, when present, preside at all meetings of the members of the Corporation and of the Board. The President is charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officers appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During any absence of the President, their duties and powers may be exercised by the Vice President, or a Board Member designated by the President and Vice-President.

4.04 Duties of Secretary. The Secretary shall be the clerk of the Board. They shall attend all meetings of the board and record all facts and minutes of all proceedings, committing them to permanent storage. They shall be the custodian of the seal of the corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the corporation. Documents shall be produced only when authorized by a resolution by the Board to do so; and only to such person or persons that may be named in the resolutions.

4.05 Duties of Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation from bank records. They are responsible for making all cash deposits or other valuable effects of the corporation in bank account(s) as designated by the Board in a timely manner. They shall disburse the funds of the corporation under the direction of the Board, taking proper records and rendering to the Board at the regular meetings an account of all transactions, and of the total financial position of the corporation. This includes writing cheques and managing credit card payments per alignment with expenses approved by the Board.

4.06 Duties of Financial Secretary. The Financial Secretary shall accept and count all incoming cash and valuables for the club, noting full and accurate accounts of all receipts and disbursements in an internal ledger, and giving the cash for deposit to the Treasurer. The Financial Secretary is responsible for maintaining the club ledger with all income and expenses, and presents a ledger summary to the committee monthly. They must match the register sales list against actual cash in the register and provide the deposits to the treasurer. Annually, the Financial Secretary works with the rest of the executive committee to present a club budget to the board of directors for approval.

4.07 Duties of the Board - The duties of all other Board Members shall be such as the terms of their engagement call for or the Board requires of them. All club expenses not captured in the annual budget must be approved by a majority of Board Members.

4.08 Protection of Board Members - No Board Member shall be held liable for the acts, receipts, neglects or defaults of any other Board Member, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the corporation through the insufficiency of funds or deficiency of title to any property acquired by order of the board, or on behalf of the corporation. Neither shall they be held liable for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested, nor for any loss or damage arising from bankruptcy, insolvency, or tortious acts 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 misfortune, unless the loss shall happen through the Board Member’s own dishonesty..

**Section 5 - Execution of Documents**

5.01 Execution of Documents Deeds, Transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary. The Secretary shall affix the seal of the corporation to such instruments as required. Contracts in the ordinary course of the Corporation’s operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer, or a Board Member specifically designated by the officers.

5.02 Seal. The seal, an impression of which is stamped in the margin hereof, shall be adopted as the corporate seal of the Corporation. Any person authorized to sign any Documents may affix the corporate seal thereto, although a document is not invalid merely because a corporate seal is not affixed thereto.

**Section 6 - Books and Records**

6.01 Books and Records. The Board shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

**Section 7 – Membership in the Corporation**

7.01 The membership shall consist of such persons as are admitted as members by the board on a yearly basis, beginning and ending with the calendar year.

7.02 All members admitted to the Corporation shall be voting members as defined in Section 8.04.

7.03 The voting members are entitled to notice of meetings of members of the Corporation and to one vote per member at all meetings of members of the corporation.

7.04 Any member can be suspended, disciplined or expelled from the Club for any action or neglect of duty which is deemed detrimental to the welfare of the club. Such member shall have the right of appeal to the Board, which must be lodged with the Secretary within fourteen days of the notification of the disciplinary action to be taken. At the board meeting following receipt of an appeal, the Board shall consider the appeal and determine by a majority of votes whether to uphold or revoke the disciplinary action.

7.05 Dues or fees payable by members shall be fixed by the Board, and ratified upon a majority vote at a Board meeting specifically designated to adjust the dues.

7.06 Membership will run from January 01 to December 31 of the same year. The Secretary shall notify the membership by November 01 of the dues or fees payable by them for the upcoming year. If the dues or fees are not paid by January 01, the members in default shall thereupon automatically cease to be members of the Corporation. Any such members may, upon payment of all unpaid dues or fees, be reinstated automatically unless opposed by a majority vote of the Board of Directors.

a) The Board may issue family memberships. A family membership shall consist of a married couple (including common-law relationships).

b) Any person under the age of 19 years whose parent or guardian is a member of the Club in good standing shall be regarded as a member of the Club.

7.07 No member of the Corporation shall make monetary contributions to or promote any political or religious organization in the name of or on behalf of the Corporation.

7.08 No signage, solicitation of funds or other commerce shall be conducted on Club premises without the prior authorization of the Board.

**Section 8 - Meetings of the Members**

8.01 Annual Meetings. The Board shall in each year call an annual meeting to be held on a Sunday from mid-September to mid-October. The annual meeting of the members of the Corporation shall be held for the purpose of considering the reports from the Board (e.g. previous minutes, financial statements, and auditors reports), to appoint auditors for the following year, and to fix the remuneration of the auditors (or to authorize the board to fix such remuneration). During this meeting, proposed by-law changes will be discussed and voted upon. By-law changes require a two third majority of voting members present to pass. After proposed by-law changes, an election will be held for a new Board, per requirements in section 2.03.

8.02 Notice of Meetings. Notice of the time and place of each meeting of members shall be both mailed electronically and posted in a prominent place at the club premises at 4120 Ridgeway Drive, Unit #39, Mississauga, for no less than fourteen (14) days and no more than fifty (50) days before the date of the meeting. Any member may waive their right to attend the meeting at any time without consequence.

8.03 Quorum. A quorum for the transaction of business at any meeting of members shall consist of a majority of the members entitled to vote at the meeting.

8.04 Right to Vote. No member shall be entitled to vote unless he has paid all dues or fees, if any, then payable by him. All members must be present at the Annual General Meeting in order to vote (no proxy votes will be allowed). This bylaw will apply to all meetings of the Club that require voting.

8.05 Scrutineers. At each meeting of members two or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers must be members of the Corporation.

8.06 (a) Unless otherwise required by the act, the letters patent of the corporation, or the by-laws of the Corporation, all questions proposed for the consideration of the members at a meeting shall be decided by a majority of the votes cast thereon. In the case of an equality of votes, the motion fails. There is no tie-breaking procedure.

(b) Unless otherwise required by the act or the letters patent of the corporation, the making of any by-law, any amendment to a by-law, any repeal of a by-law or any application for the issue of supplementary letter patent for the corporation must by passed or authorized by no less than 2/3 of the votes cast at a meeting of the Board and confirmed by not less than 2/3 of the votes at a meeting of members.

8.07 Show of Hands. At all meetings of members every question shall be decided by a show of hands unless a ballot is requested by the Chairman or a voting member of the Corporation. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon be 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 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 favor of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

8.08 Members of the Club shall be given the opportunity to propose by-law changes and additions at a meeting of the Board, in writing. This meeting should be at least 30 days before the Annual General Meeting. If proposed changes receive Board approval in 2/3 vote required then these changes would be introduced at the Annual General Meeting for the membership to discuss and vote upon. Any proposed by-law changes that will be put before the membership for a vote at the AGM will be posted at the club no less than 14 days before the meeting. If two thirds of the voting membership present are in favor then the changes shall be adopted.

8.09 Ballots. If a ballot is required by the Chairman of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the Chairman of the meeting directs.

8.10 Adjournment. The Chairman of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, declare the meeting adjourned.

**Section 9 - Financial Year**

9.00 Financial Year. The financial year will end on June 30th of the calendar year, with the AGM to occur on a designated Sunday from mid-September to mid-October unless the board votes to set new dates.

**Section 10 - Notices**

10.01 Notices. Whenever the by-laws require notice to be given to the Board, such notice may be delivered personally, electronically mailed, or mailed via the post office in a prepaid, sealed wrapper addressed to the Board at the address of the club. A notice or other document so sent by post shall be held to be sent at the time when the same is deposited in a post office or personally delivered, or if mailed electronically shall be held to be sent at the time stamp of the message.

10.02 Omissions and Errors. The accidental omission to give any notice to any members, officer or auditor, 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.

10.03 Waiver of Notice. Any member, officer or auditor may waive any notice required to be given under the letters patent or 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 the giving of such notice.

10.04 Signatures to Notices. The signatures to any notice to be given by the Corporation or by the Board may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. If mailed electronically, the electronic signature on the message will be accepted as official.

**Section 11 - Borrowing**

11.01 Powers. The directors of the Corporation may from time to time borrow money upon the credit of the corporation, in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances or by way of overdraft or otherwise.

11.02 Personal Loans Prohibited - Officers, Board Members and members of the Corporation, may not under any circumstances whatsoever, borrow monies from the Corporation for their own personal use.

**Section 12 - Committees**

12.01 Appointment of Committees. The Board may appoint committees, standing or ad hoc, at its discretion. Such Committees shall have their composition, quorum, decision requirements, powers and duties as the board determines at the time of creation. The board may draw the members of such committees from whomever they find advisable.

**Section 13 - Dissolution**

13.01 Dissolution - A general meeting must be called and a special resolution must be passed for the dissolution of the Corporation.

13.02 Distribution of Assets - In the event of the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining funds and assets (except for funds or assets from the proceeds of licensed lottery events) shall be distributed to a qualified donee that is a Charitable Organization or Organizations which carry on our service in Ontario. Any assets and/or property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) shall be distributed exclusively to qualified donees that are charitable organizations that are eligible to receive lottery proceeds in Ontario.

13.03 Selection of Donees - All voting members shall be entitled to participate equally in the selection of charitable recipients upon the dissolution of the Corporation.