ERINDALE VILLAGE ASSOCIATION
CONSTITUTION AND BY-LAWS

CONSTITUTION

(As approved on February 18, 2021)

1. The Association shall be known as the "**Erindale Village Association**" (EVA), and hereinafter called the "Association", an Association without share capital, incorporated by Letters Patent, dated December 17, 1981, under laws of the Province of Ontario.

2. The Association shall operate without gain for its members, and any surplus or assets of the Association shall be used in achieving its purpose.

3. The Association shall operate in compliance with applicable laws, regulations and requirements governing not-for-profit corporations including the Ontario Not-for-Profit Corporations Act.

4. The territorial limits of the Association, also known as the “Village”, shall include that part of the City of Mississauga bounded as follows: on the North along both sides of Dundas Street West, on the East by the boundary with Credit Valley Golf and Country Club, and on the South and West by the Credit River.

5. The objectives of the Association shall be:
   a. To unite and represent the residents of Erindale Village, to preserve and improve the unique characteristics of the Village as a residential area and act on all matters relating to the amenities of the Village;
   b. To promote the general welfare and safety of residents in the Village;
   c. To engage in and promote projects that are in the best interests of and provide benefits to residents;
   d. To keep aware of, participate in and act on municipal and other matters with the City of Mississauga, Region of Peel, Province of Ontario and other bodies that are of concern and interest to residents of the Association;
   e. To act, when deemed necessary, on land use issues that affect or have the potential of affecting residents of the Association;
   f. To plan, arrange, promote or join with other groups to hold social, informational, educational or other functions or projects that encourage community spirit and are in the best interests of the residents of the Association;
   g. To promote, support and encourage the preservation and improvement in the quality of our environment, including air, water, beneficial flora and wildlife in the Village and area;
   h. To regularly consult, be transparent and communicate with members as to matters of concern;
   i. To work with the City of Mississauga and the Region of Peel to enhance landscaping and maintenance of city property and services;
   j. To act in a manner that is non-partisan, non-political, non-sectarian, non-racial and gender neutral;

k. To promote membership to all residents of the Village.

6. The Association shall not be connected with or affiliated with any political party or religious institution. It may establish and maintain relationships with other citizen or community organizations provided that no controls or undue influence is imposed on the Association.

7. By-laws shall be established as hereinafter set forth for the purpose of governing the operation and administration of the Association. The process for changes to this constitution and/or by-laws shall be described in the by-laws.

BY-LAWS

(As approved on October 20, 2026 by the Board of Directors)

1. Membership

a. Any owner of a residentially addressed property, 18 years of age or older, who resides within the Village represented by the Association, may become a voting member of the Association. Where an owner has more than one residence there can only be one membership permitted.
b. Any person, corporation, business or organization that meets all of the following criteria: a) a resident of or operating principally in Mississauga, b) has a definable connection to Erindale Village and c) is in congruence with the objectives of the association as described in section 5 of the constitution, may become an associate member of the Association at the discretion of the Board.
c. Associate memberships have all the benefits of membership with the exception that they are non-voting and cannot hold a position on the Board of Directors.
d. Memberships are non-transferable.
e. The Board of Directors may, at their discretion, set the membership and associate membership fees by resolution of the Board of Directors.
f. Membership shall cease:
    i. Upon the death of a member;
    ii. If the resident has not paid the applicable membership fee prior to the end of the membership year;
    iii. If the member resigns by verbal or written notice given to the Association;
    iv. If the member no longer qualifies for membership in accordance with Section 1(a) or 1(b) of the by-laws;
    v. If the membership has been terminated by a vote of at least two-thirds (2/3) of the membership at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership; and,
g. The membership year shall run from January 1st to December 31st.

2. Voting Privileges

a. Each residentially addressed property shall be limited to one (1) voting membership and each voting membership shall have the right to cast no more than one (1) vote.
b. Voting members have the right to vote at the Annual General Meeting or a duly called Special General Meeting, in person or by proxy.
c. Voting members must be in good standing as of December 31st of the year prior to the meeting date in order to vote at the Annual General Meeting and must be a member in good standing at the time of a duly called Special General Meeting.
d. Prescribed proxy forms will be provided by the Board of Directors prior to the meeting and can be brought to the meeting by the designated proxy or can be sent to the Association's email address, info@erindalevillage.ca up to one (1) day prior to the Annual General Meeting or Special General Meeting of the Association.

3. Directors and Officers

a. Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of at least five (5) members including: a president; a vice-president, a secretary, and a treasurer. In addition, there can be up to seven (7) directors-at-large. The total number of board members shall not exceed twelve (12).

b. Eligibility

Only persons eligible for voting membership shall be qualified to hold an elected or appointed position. Each director shall be at least 18 years of age and a member in good standing of the Association prior to his or her election or appointment and shall remain a member throughout his or her term of office in accordance with Section 1 of the by-laws.

c. Duties of Directors

i. Manage the daily affairs of the Association in a manner that is professional and with appropriate due diligence;
ii. Make decisions and represent the interests of the Association on all matters for which it is impractical to present to the membership in advance;
iii. Appoint committees to perform necessary functions and represent the Association on specified topics; and where,
iv. Specific responsibilities and limitation of directors are detailed in the Board of Directors policies to which all directors must adhere.

d. Term of Office

i. The Association has a two (2) year rotational board in which each year, one half of the directors retire. Elections are held to replace the retiring directors for a term of two (2) years, except when 3.d.iii.) applies.
ii. If a director resigns before the end of their term, and before the next AGM, the Board of Directors may appoint a member to fill the vacancy on the board.
iii. A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.
iv. A director may resign at any time upon delivery of a written note to the president, the vice president, or secretary.
v. There will be no limit as to the number of terms any one person can serve.

e. Election

i. Prior to each Annual General Meeting, the Board of Directors, acting as a nominating committee, shall prepare a slate of directors for the forthcoming year and obtain their consent to stand for election. In addition to the slate of directors so prepared, nominations will be invited and accepted in advance or from the floor;
ii. Those members who have paid membership dues, in full, and on record as of December 31st prior to the Annual General Meeting , shall be considered members in good standing and be eligible to vote;
iii. Voting at the Annual General Meeting will be through a show of hands or other means. Results shall include proxy votes;

iv. If the vote at the Annual General Meeting results in fewer than twelve (12) but at least five (5) directors, the board shall continue to function with fewer members, with the option of adding additional directors by majority vote of the board at a subsequent meeting of the Board of Directors later in the year; and,

v. At the first meeting following the Annual General Meeting the board shall elect its four (4) officers by majority vote of the directors present, through a show of hands. The remaining board members shall be directors-at-large. In the event of a tie vote, the result will be determined by majority vote of the directors present, through a secret ballot. The president or vice-president can abstain from the voting process in the event of an even number of voting members.

f. Vacancies
Vacancies which occur on the Board of Directors shall be filled for the balance of any term by appointment of one (1) or more members of the Association, as required, by action of the remaining members of the Board of Directors, excepting that, should the office of president become vacant, that office shall be assumed by the vice-president.

g. Absenteeism
Any board member who is absent, without approval of the board, for three (3) consecutive meetings may be asked to resign at the discretion of, and by majority vote of, the Board of Directors.

h. Removal from Office
A director shall be relieved of his/her duties and removed from office where the director is convicted of a crime or found to be in violation of the board's Code of Conduct, or at the discretion of, and by majority vote of, the Board of Directors.

i. Fees and Salaries
All elected officers, directors, and representatives and committee members appointed from within the membership of the Association shall serve without remuneration.

j. Expense Reimbursement
Members of the Board of Directors may be reimbursed for expenses that have been pre-approved by a board vote and upon submitting receipts. Receipts must be submitted to the treasurer within two (2) months from the date of the expenditure. If the expenses are not submitted before the end of the two (2) months, the Association will assume those expenses are considered a donation from that board member.

k. Insurance
As a registered group with the City of Mississauga, under the Rate-Payer/Resident Provider category, the Association will apply yearly for the Affiliate Insurance Program, a third party commercial general liability policy.

4. Special Committees and Representatives

The Board of Directors shall form such special committees as are from time to time deemed necessary. The Chair of each such committee shall be appointed by members of the board, but may select his or her own committee members from among the ranks of the members of the Association. The Board of Directors shall confer on each such committee such authority as the directors deem necessary, and the special committee shall act only in accordance with that authority. Special representatives may be appointed from time to time by the Board of Directors to perform designated tasks on behalf of the Association. Such representatives ordinarily shall be drawn from among the members of the Association and will always serve without remuneration. At the end of each fiscal year, all Special Committees and Representatives will be automatically

dissolved. The Board of Directors can, by majority vote, reinstate any Special Committee status and Representative status, at a subsequent meeting of the Board of Directors in the new fiscal year.

5. Duties of Elected Officers

a. President

The president shall preside at all board, general and special meetings of the Association. The president shall direct the activities of the other officers and directors. The president shall endeavour to the best of his/her ability to maintain and promote the aims of the Association, putting the best interests of the Association ahead of any personal interests. The president shall act as the primary spokesperson for the Association and the main liaison between the Association and external groups/stakeholders. The president shall communicate back to the board on matters that impact the Association. The president shall duly and justly perform all other duties incidental to their office.

b. Vice-President

The vice-president shall assist the president in the performance of his/her duties and shall assume the duties of the president in the event of the office becoming vacant. The vice-president shall preside at all general and board meetings in the absence of the president, or at the president's request, or in the event of the president's inability to act. The vice-president shall undertake any duties delegated to them by the president. The vice-president shall update the Association's on-line application to maintain a Registered Group status, under the Rate-Payer/Resident Provider category, with the City of Mississauga. The vice-president will complete the on-line application using the City of Mississauga's CORA (Community Online Registered Application) web portal within 90 days following the Annual General Meeting. The vice-president will also complete the on-line Affiliate Insurance Program application within 90 days following the Annual General Meeting.

c. Secretary

The secretary shall keep records of all general and board meetings. The secretary shall carry on such correspondence as directed and keep a record of all incoming and outgoing correspondence. The secretary shall record minutes of all board, general and special meetings, perform all other duties incidental to his/her office. The secretary may, if deemed necessary, appoint someone, such as a minute-taker, to assist in his/her duties.

d. Treasurer

The treasurer shall have the care and custody of all funds of the Association and shall deposit such funds in the name of the Association in such bank or banks, as the Board of Directors shall select. At the start of the fiscal year, the treasurer, in collaboration with the Board of Directors, shall form a budget for the year which is then approved by the Board of Directors. The treasurer shall prepare and present financial reports at meetings of the Board of Directors and be responsible at the close of each fiscal year to prepare and present a financial report at the Annual General Meeting and have the fiscal year-end report available to all members on request.

6. Specific Directors At Large

a. Communications Director

The communications director will, as required, report or comment on any communications items at meetings of the Board of Directors. The director shall maintain lines of communication open to all members through print and/or electronic means, ensure there is

an up-to-date email membership roster based on any additions, deletions or changes to the Directory from the Director of Membership & Directory. Also, the director is to maintain relevant information on the Association's website with the domain name www.erindalevillage.ca.

b. City Liaison Director
The city liason director will, as required, report or comment on any pertinent information or issues concerning the Village and/or issues concerning the City and its Council at meetings of the Board of Directors. The director will stay abreast of issues concerning the Village and will act as a contact person for City Hall.

c. Director of Membership & Directory
The director of membership & directory will, as required, report or comment on the membership drive and directory at meetings of the Board of Directors. The director of membership & directory is also in charge of maintaining the Village Directory for those members who wish to participate. Any additions, deletions or changes to the Directory can occur at any time with distribution limited to once per calendar year to those members who wished to participate.

d. Street Representatives
Directors will serve as street representatives. The street representatives shall have the primary function of communicating with the homeowners they have been appointed to represent and to collect membership renewals from. They shall also make membership in the Association available to homeowners who are not already members.

7. Financial Management

a. Fiscal Year
The fiscal year of the Association shall run from January 1st to December 31st.

b. Funds
The Association may raise funds either by donation, grant application, membership fees, sponsorship, or other means. The proceeds of any such fundraising shall be used in accordance with and to the furtherance of the objectives of the Association.

c. Bank Accounts and Cheque Signatories
Bank accounts shall be opened in the name of the Association. Only elected officers, president, vice-president, treasurer, or secretary, shall act as cheque signatories. Two (2) signatures are required on each cheque. In the event that Association officers are related or reside in the same household, any one (1) of these officers can act as a signatory as long as the second signatory is an officer that is not related nor residing in the same household as the first signatory.

d. Expenditure Approval
Approval of single expenditures up to seventy five percent to (75%) of the equity of the Association must be pre-approved at a meeting of the Board of Directors and be decided by majority vote of board members present. Single expenditures, which would exceed 75% of the equity of the Association, must be approved at the Annual General Meeting or a duly called Special General Meeting.

e. Contracts and Legal Commitments
The president and one (1) of the following must sign all deeds, contracts or other documents: vice-president, treasurer, secretary; or by the president and any two (2), unrelated directors.

f. Petty Cash
Proper records of all petty cash transactions shall be kept. The petty cash shall be reconciled on a regular basis by the treasurer.

g. Financial Reports
A simple record of income and expenditures shall be generated by the treasurer and distributed at meetings of the Board of Directors, as appropriate. If no discrepancies are identified, then a resolution should be passed to accept these reports and this resolution should be noted in the meeting minutes. If any discrepancies are identified, they must be duly noted in the minutes of the meeting.

h. Audit of Accounts
The treasurer is responsible for ensuring that all directors receive annually a written report on the financial position of the Association. This report shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Association's financial affairs, shall be signed by two (2) officers of the Association.

8. Meetings

a. General Meetings
   i. An Annual General Meeting shall be held within two (2) months of each fiscal year end, at a time and place to be determined by the Board of Directors.
   ii. The purpose of the Annual General Meeting shall be to receive an annual report from the president, receive a financial statement of accounts from the treasurer, elect new directors, vote on amendments to the constitution and by-laws, and for the consideration of such other business as may properly come before it;
   iii. An Annual General Meeting report shall be prepared in draft by the secretary, excluding financial statements, and any confidential or personal information for which consent to disclose has not been obtained, and posted on the Association's website within 90 days following the Annual General Meeting;
   iv. Special General Meetings must be called by the Board of Directors within twenty-one (21) days of receipt by the board of a written petition signed by ten percent (10%) or more of the members of the Association;
   v. Notice of General Meetings, together with proxy forms and meeting materials, shall be sent by email to all members or posted on the Association's website, at least twenty-one (21) days prior to such meetings;
   vi. The City of Mississauga will be given notice of general meetings by email to community.groups@mississauga.ca, at least twenty-one (21) days prior to such meetings;
   vii. Requests, with signed support from at least 5% of the members, to add an item to the agenda of a general meeting must be submitted to the president at least fourteen (14) days prior to the meeting so that it may be included in the materials sent out to the members. Items added to the agenda at a general meeting may be discussed but cannot be voted upon since the membership at large is not aware of the motion.
   viii. No official business shall be conducted at a general meeting without a quorum; and,
   ix. A quorum for a general meeting of the Association shall be a simple majority of the Board of Directors, plus a minimum of five members in good standing;

b. Board of Directors Meetings
   i. The Board of Directors shall meet at least four (4) times per year, at the call of the

president or of a majority of the members of the board. No official business shall be conducted by members of the board without a quorum and either the president or the vice-president;

ii. A quorum for a meeting of the Board of Directors shall be a simple majority of the Board of Directors;

iii. The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In the case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution or Bylaws of this Association. Directors shall be granted equal time in discussions of any issue;

iv. The board may hold its meeting at the time and place of which shall be set by resolution of the Board of Directors;

v. Association members are free to attend any board meeting (unless there is a sensitive item for which the president declares an in-camera session). Members interested in attending a meeting of the Board of Directors must notify the President of their intention, by email, at least three (3) days in advance of said meeting. Requests by attending members to add an item (items) to the meeting agenda must be made, by email, at the time of their request to attend said meeting. The Board of Directors reserves the right to limit the number of members attending any board meeting to three (3);

vi. Notice of Board of Directors meetings will be provided to each director by email and posted on the Association's website at least five (5) days prior to such meetings;

vii. The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after a general meeting to transact any business;

viii. An emergency meeting of the Board of Directors may be called by the president or by a majority of the board as deemed necessary. Notification shall require not less than 24 hours' notice, by email or telephone to directors and,

ix. No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

9. Minutes

a. Minutes of all Annual General Meetings, Special General Meetings and meetings of the Board of Directors or committees thereof shall be prepared in draft and distributed to board members, by email, on a timely basis and shall include, at a minimum:

i. The date, time and place of the meeting;

ii. The name of the person in the chair and of any changes in the chair;

iii. The number of members or directors present and their names;

iv. Any errors or omissions from the previous meeting;

v. All rulings made by the chair and the nature and result of any appeals that arise from these rulings;

vi. All motions properly moved, including the name of the mover and seconder, and that each motion, where applicable, designate a director to execute the necessary action;

vii. The results of all votes taken;

viii. A list of all reports and/or documents introduced during the meeting, with copies of these reports being attached to the official copy of the minutes;

ix. A summary of significant points raised during the debate of motions;
x. Where any vote passed at a meeting of the Board of Directors, or a committee thereof, is not passed by unanimous consent, the views expressed by any dissenting director shall be summarized in the minutes of the meeting along with the name of the dissenting director;
xi. Any comments made by directors, officers or any other persons present at the meeting;
xii. The time of adjournment; and,
xiii. The name of the meeting secretary.

b. Board meeting minutes must be approved at the next scheduled board meeting by a majority of members present. Once approved, these minutes will be available to members of the Association upon request by email, where possible, excluding any in-camera session items. A copy of signed meeting minutes is to be kept by the secretary for seven years.

10. Notice

Any notice required to be given herein by a member, director, or officer, shall be deemed to have been given if it is:

a. Delivered personally to the person to whom it is to be given, effective on the day of delivery;
b. Delivered to the person's address as recorded in the Association's records, effective on the day of delivery;
c. Mailed to the person's address as recorded in the Association's records by prepaid ordinary mail, effective on the third day after mailing;
d. Sent by email, effective when transmitted; and,
e. By posting such notice on the website maintained by the Association; effective on the date of posting.

11. Conflict of Interest

a. A conflict of interest is defined as a situation in which a director, who is in a position of trust, has a professional or personal interest that competes, or has the appearance of competing, with the best interests of the Association and its members. Such competing interests can make it difficult for a director to perform his or her duties and responsibilities objectively. A conflict of interest exists even if no unethical or improper act results. A conflict of interest can create an appearance of impropriety that can undermine confidence in the Association and its efforts.
b. If a member of the Board of Directors has, or suspects a conflict of interest, direct or indirect, in any matter and is present at a meeting of the Board of Directors, the director:
   i. Shall, prior to any consideration of the matter at the meeting, disclose the conflict of interest;
   ii. Shall not take part in the consideration or the discussion of, or vote on any question in respect of the matter;
   iii. Shall not attempt in any way before or during the meeting to influence the voting on any such question; and,
   iv. Shall, leave the meeting or the part of the meeting during which the matter is under consideration.
c. Where the conflict of interest of a director has not been disclosed as required, by reason of the director's absence from the meeting, the director shall disclose the conflict of interest at the first meeting attended by said director.

d. All Association directors must sign and abide by the *Board Member Ethics Guidelines and Conflict of Interest Policy* approved by the Board of Directors.

12. Member Communication and Privacy

a. All members of the Association shall be asked to provide an email address in order to facilitate communication within the Association. Members without email can ask a neighbour to provide them with these communications.
b. All information collected about members, including but not limited to name, address, phone numbers, email addresses shall be protected in accordance with applicable laws and will be used only for the purposes of communication on Association matters.
c. The usual means of communication between the Board and the members of the Association shall be by use of email and postings on the Association website, www.erindalevillage.ca.
d. The Association will produce a Village directory containing the names, addresses and telephone numbers of all members who wish to participate. Member information will not be distributed to any external individuals, group, organization, or corporation.
e. The phone directory cannot be used for solicitation purposes.

13. Member Disputes

The Association shall not attempt to arbitrate any dispute between members nor shall it undertake any action that is not, as determined by the Board of Directors, to be in the best interests of its members generally.

14. Affiliation

The Association may affiliate with any non-political organization whose objectives are commensurate with those of the Association and which can further the objectives of the Association, upon approval by the Board of Directors.

15. Publications

Any article, publication, advertisement, letter, email, or written correspondence, intended to be distributed by or on behalf of the Association, including publications to be distributed by electronic means, must be reviewed by a majority of the directors, or a committee thereof established for this purpose.

16. Indemnification

The Association shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

a. All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office.
b. All other costs, charges and expenses that he/she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

17. Non-Discrimination

The Association will not discriminate against individuals or groups on the basis of ethnicity, religion, colour, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

18. Amendments

The by-laws of the Association may be enacted, repealed, amended, added to or re- enacted in a two-stage process, first, through ratification by the Board of Directors, then subject to approval by two-thirds (2/3) of the membership present during the Annual General Meeting or a duly called Special General Meeting. Proposed amendments to the by-laws must be made available to members at least fourteen (14) days prior to voting on their adoption.

19. Dissolution of the Association

a. In the event that the Association is to be dissolved, a duly called Special General Meeting called to decide specifically on the dissolution of the Association will only address this motion.
b. All members shall be given fourteen (14) days email notice of such a meeting.
c. The Association can only be dissolved if a two-thirds majority of the voting members present vote for a motion to dissolve the Association.

20. Distribution of Assets on Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-Laws. On dissolution of the Association, any assets remaining, after payment of all liabilities, shall be distributed in accordance with applicable law, which may include the ability to give to a not-for-profit organization to be selected by a majority vote of the Board of Directors, or to the City of Mississauga to be spent on an improvement to a neighbourhood feature within the Association's boundaries.

This updated and amended constitution and by-laws is ratified by the Board of Directors on January 11, 2021, and approved by members at the Annual General Meeting on February 18, 2021.