

## **NEWMARKET TAXPAYERS ADVOCACY GROUP INC.**

### **BY-LAWS**

#### ***DEFINITIONS***

**In these bylaws the following definitions apply:**

“Act” means the Ontario Corporations Act (Ontario) from time to time in force and all amendments to it.

“Group” and “NTAG” means the Newmarket Taxpayers Advocacy Group.

“Board” means the Board of Directors of the NTAG.

“Directors” mean the Directors of the NTAG for the time being.

“Executive Committee” means the executive committee provided for in Section 11.

“Member” means a Member of the Newmarket Taxpayer’s NTAG as defined in Part 2 – Membership of this By-Law.

#### ***1. OBJECTS [Letters Patent]***

The objects for which this corporation is incorporated are:

- 1.1 To foster and facilitate, by all methods, public awareness of the source, quantum, manner, efficiency of use, wisdom of use, or other issues associated with the expenditure of local government funds, whether characterized as capital or operating expenditures or otherwise;
- 1.2 To foster and facilitate, by all methods, the analysis, debate, and discussion of the source, quantum, manner, efficiency of use, wisdom of use, or other issues associated with the expenditure of local government funds, whether characterized as capital or operating expenditures or otherwise;
- 1.3 To encourage and promote the involvement of all people in local self-government;
- 1.4 To carry out activities with the purpose of benefit for its members and any income, profits or other accretions to the NTAG shall be used in promoting the purposes of the NTAG;
- 1.5 To attend to issues and matters arising from the purposes of the NTAG.

## **2. MEMBERSHIP**

- 2.1. Any person may become a Member by making an application to the NTAG on the prescribed form and paying the applicable membership fee.
- 2.2. There shall be three (3) classes of Members as follows:
  - (a) Voting member - individual
  - (b) Voting member - business
- 2.3. Individual members who reside or own property in Newmarket, Ontario, are 18 years of age or over on January 1<sup>st</sup> of the year of Membership shall be entitled to a single vote at meetings of the NTAG and shall be entitled to hold offices as a Director.
- 2.4. Business members who are 18 years of age or over, on January 1<sup>st</sup> of the year of Membership, and who own a business or commercial property within Newmarket, shall be entitled to a single vote at meetings of the NTAG. This class of membership entitles up to two (2) owners maximum per business membership to vote as members of the NTAG and each shall be entitled to hold offices as a Director.
- 2.5. Membership in the NTAG is not transferable.
- 2.6. Every Member shall comply with these by-laws.
- 2.7. Members shall determine Membership fees from time to time at a meeting of members upon recommendation from the Board.
- 2.8. A Member shall be in good standing when the Membership fee has been paid for the current year and for the additional period of thirty (30) days beyond the Member's renewal date.

## **3. WARDS**

- 3.1. The NTAG recognizes the wards of Newmarket as determined by the Town of Newmarket as the proper wards for the organization. The wards are:
  - (a) Ward 1;
  - (b) Ward 2;
  - (c) Ward 3;
  - (d) Ward 4;
  - (e) Ward 5;
  - (f) Ward 6; and
  - (g) Ward 7.

#### **4. BOARD MEETINGS**

- 4.1. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the President shall not be entitled to a second or casting vote.
- 4.2. At the meeting of the Board of Directors each Director exercises one (1) vote with the exception of the past President who does not have a vote.
- 4.3. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such; provided that a Director may be paid reasonable expenses incurred by that Director in the performance of the Director duties. Nothing contained herein shall be construed to preclude any Director from serving the NTAG and receiving compensation therefore.

#### **5. GENERAL MEETINGS:**

##### **A. Annual General Meetings (AGM)**

- 5.1. The annual general meeting of the Members shall be held at any place in Newmarket as the Board of Directors may determine and on such day as the Directors appoint. The Members may consider and transact any business either special or otherwise at any meeting of the Members.
- 5.2. An annual meeting of the Members shall be held once in every calendar year and not more than fifteen (15) months after the adjournment of the previous annual meeting of Members.
- 5.3. The annual meeting will be held with the purpose of:
  - (a) hearing and receiving reports from the Directors;
  - (b) receive the financial statement and the report of the auditors;
  - (c) authorizing Members of the Board to sign financial statements on behalf of the NTAG;
  - (d) appoint auditors for the following year;
  - (e) hold elections of Directors and officers;
  - (f) transact other business properly brought before the meeting.

##### **B. Special General Meetings (SGM)**

- 5.4. Any other general meeting of the Members shall be held at any place in Newmarket as the Board of Directors may determine and on such day as the Directors appoint. The Members may consider and transact any business either special or otherwise at any meeting of the Members.
- 5.5. The Board may call a special meeting of the Members for the transaction of any business, the nature of which is specified in the notice calling the meeting.

- 5.6. The Board may call a special meeting of Members upon written request by ten per cent (10%) or more of the Members provided such request:
- (a) states the purpose of the meeting;
  - (b) Is signed by the Members requesting the special meeting; and
  - (c) Is delivered or sent by registered mail to the NTAG.

## **6. TELEPHONE MEETINGS:**

- 6.1. If all Directors of the NTAG or committee of the Board consent with respect to a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or other communication facilities that permits all persons participating in the meeting to hear one another, and each Director participating in such a meeting by such means is present at the meeting.

## **7. RESOLUTIONS IN WRITING:**

- 7.1. A resolution in writing, signed by all the Directors entitled to a vote on that resolution of a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

## **8. PROCEEDINGS OF MEETINGS**

- 8.1. All meetings of the NTAG shall be run in accordance with Roberts Rules of Order Newly Revised.

## **9. QUORUM**

- 9.1. Ten (10) Members present in person constitute a quorum at a meeting of Members. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present. If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **10. SUSPENSION OF MEMBERS**

- 10.1. The conditions under which Membership in the NTAG ceases:
- (a) by delivering his resignation in writing to the Secretary of the NTAG or by mailing or delivering it to the address of the NTAG;
  - (b) on his death, or in the case of a club, on dissolution;
  - (c) on being expelled, or;
  - (d) On having been a Member not in good standing for thirty (30) days.
- 10.2. The Directors shall have the power by vote of two thirds (2/3) of those present at duly convened meeting to expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, or in conflict with the interest or reputation of the NTAG or who willfully commits a breach of Constitution, By-laws or Rules and Regulations of the NTAG.
- (a) No Member shall be expelled or suspended as aforesaid without being notified of the charge or complaint against him or without having first been given the opportunity to be heard by the Directors at a meeting of the said Directors called for that purpose.
  - (b) Notice of intention to suspend or expel a Member, setting forth the reasons for such intended suspension and fixing the time and place for the meeting at which the resolution to suspend shall be heard by the Directors shall be sent to the last known address of such Member not less than fourteen (14) days prior to the meeting.
  - (c) Notice of the Directors shall be conclusively deemed to have been properly given if mailed to the last known address of such Member at least fourteen (14) days prior to the meeting.
  - (d) Any Member suspended or expelled pursuant to this section may appeal the Director's decision to an appeals Board consisting of at least three (3) Members, who may not be Directors, named by the Board at its first meeting following each annual general meeting. Notice of the appeal must be sent to the head office of the NTAG within fourteen (14) days of receipt by the Member of the notice of decision and shall be conclusively deemed to have been properly given if mailed by prepaid first class mail and postmarked with the fourteen (14) day period.
  - (e) Notice of the time and place of the appeal hearing shall be sent to the last known address of the Member not less than fourteen (14) days prior to the hearing. Notice of the hearing shall be conclusively deemed to have been properly given if mailed by prepaid first class mail to the last known address of the Member at least fourteen (14) days prior to the hearing. The decision of the appeal Board at the hearing shall be final.

## **11. BOARD OF DIRECTORS**

- 11.1. The affairs of the NTAG shall be managed by a Board composed of seven (7) Members consisting of:
  - (a) the immediate Past President of the NTAG (ex-officio)
  - (b) the President
  - (c) the Vice President
  - (d) the Treasurer
  - (e) the Secretary
  - (f) two (2) Directors at large
- 11.2. For as long as the Board is composed of six (6) Directors, four (4) Directors shall constitute a quorum.
- 11.3. Each Director shall be at the date of becoming a Director a Member who is at least 18 years of age and who is not an undischarged bankrupt.
- 11.4. Members may, by a special resolution passed at an annual or special meeting of members, remove any Director from office and may, by a majority of the votes cast at the meeting elect any person to fill the vacancy thereby created for the remainder of the term, failing which the Board may fill the vacancy.
- 11.5. Directors other than Members shall elect the ex-officio Director, entitled to vote and shall retire in rotation. At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for terms of two (2) years from among the Members. Each Director shall hold office until the third annual meeting after election to office or until a successor has been duly elected and qualified.
- 11.6. A Director ceases to hold office upon death, upon removal from office by the Members, upon ceasing to be qualified for election, or upon written resignation.
- 11.7. A quorum of the Board may fill a vacancy in the Board. If no quorum of Directors exists, the remaining Directors shall forthwith call a special meeting of Members to fill any vacancy on the Board.
- 11.8. Nominations for any Director shall be received, in writing, by the Secretary thirty (30) days prior to the annual general meeting.

## **12. OFFICERS**

- 12.1. The PRESIDENT shall preside at all meetings of the NTAG and the Board of Directors. In the President's absence the Vice President shall preside. The President shall represent the NTAG at all appropriate occasions and events and shall be an ex-officio Member of all committees.
- 12.2. The VICE-PRESIDENT shall assume the duties of the President when the President is incapacitated or when asked to do so by the President.
- 12.3. The SECRETARY shall attend all meetings of the NTAG and Board of Directors and keep minutes of same. The secretary shall preserve and retain custody of the minutes. The secretary shall keep a complete record of the Membership and addresses and shall be custodian of all documents of value and other property.
- 12.4. The TREASURER shall account for the funds of the NTAG, keep proper records of said funds, receipts, books and disbursements as necessary for the Board of Directors and the provisions of the Corporations Act (Ontario). The treasurer will present an accounting statement whenever required by the Board and will prepare a duly audited statement of the financial position of the group at the annual general meeting. A copy of the annual audit will be submitted to the secretary for inclusion in the record of the NTAG.

## **13. EXECUTIVE COMMITTEE**

- 13.1. There shall be an Executive Committee composed of four elected officers, namely the President, Vice President, Secretary and Treasurer.
- 13.2. The Executive Committee shall be responsible for the day-to-day management of the affairs of the NTAG in accordance with the policies and actions approved by the Board of Directors or by the Membership at a General meeting. The Executive Committee shall take the initiative in preparing policies and actions for consideration and possible action by the Board of Directors and/or General Membership. The committee is also responsible for the implementation of resolutions passed at general meetings of the Membership.
- 13.3. The President, who is also responsible for the preparation of the agenda, calls meetings of the Executive Committee. Meetings may be held by telephone conference call or videoconference at the discretion of the committee and providing that all Members consent.
- 13.4. A quorum for all meetings of the Executive Committee shall be a majority of its voting Members.
- 13.5. The Executive Committee may act by resolution in writing signed by all of the Members of the Executive Committee.

## **14. COMMITTEES**

- 14.1. The Board of Directors may from time to time constitute such other committees as deemed necessary and shall prescribe their duties.
- 14.2. A majority of committee Members present constitutes a quorum. The committee will strive for a consensus but may act by majority decision.
- 14.3. All members of committees shall not be members in any municipal government committee.
- 14.4. All committee members shall abide by the NTAG Code of Conduct at all times.
- 14.5. Each committee shall consist of at least one (1) Director from the Board of Directors.

## **15. DUTIES OF THE DIRECTORS**

- 15.1. Directors of the Board will attend Board meetings regularly and on time. A Director that misses two consecutive meetings, without due cause, will receive a call from the President. Three meetings consecutively missed may be reason to be dismissed from the Board. Directors will be well informed of agenda items in advance.
- 15.2. Directors will contribute knowledge and express points of view based on experience.
- 15.3. Directors will attend meetings of Committees for which volunteer or to which appointed.
- 15.4. Directors will assume Board leadership responsibilities as requested and as possible (such as committee chairperson, elected officer, etc.).
- 15.5. Directors will represent the NTAG at sanctioned events and with private individuals.
- 15.6. Directors shall abide by the NTAG Code of Conduct at all times.
- 15.7. Directors will be well informed about the NTAG's programs, policies and services and will be informed as to the needs of the constituency.
- 15.8. Directors of the NTAG may administer the affairs of the NTAG and make or cause, in its name, any contract which the NTAG may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other things as the NTAG is by its charter or otherwise authorized to exercise.



- 15.9. The Directors shall have power to authorize expenditures on behalf of the NTAG from time to time and may delegate by resolution to an officer or officers of the NTAG the right to employ and pay salaries to employees.

## **16. FINANCES**

- 16.1. The financial year of the NTAG will terminate on the 28th of February each year at such date as the Board of Directors determines by resolution.
- 16.2. The Board of Directors shall designate, by resolution, a minimum of two (2) individuals as authorized to transact the banking business of the NTAG, or any part thereof that the Board of Directors has designated as the NTAGs business, including the power to make, sign, draw, accept, endorse, lodge, or deposit or transfer cheques, drafts, money orders for the payment of money.

## **17. BOOKS AND RECORDS**

- 17.1. The Directors shall see that all necessary books and records of the NTAG and by the by-laws of the NTAG or by any applicable statute of law are regularly and properly kept.

## **18. RULES AND REGULATIONS**

- 18.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the NTAG as the expedient, provided that such rules and regulations shall have force and effect at the next annual general meeting of the Members of the NTAG when they shall be confirmed, and failing such confirmation at such annual general meeting of Members, shall and from that time cease to have any force and effect.

## **19. AMENDMENT OF BY-LAWS**

- 19.1. The BYLAWS of the NTAG that are not embodied in the Letters Patent may be amended, enacted or repealed by motion duly passed by a majority of the Directors meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the full Members of a meeting duly called for the purpose of considering the said by-law, provided where the repeal or amendment of such bylaws require the approval of the Minister pursuant to the Act, the bylaws shall not be enforced or acted upon until the approval has been obtained.

**20. INTERPRETATION**

- 20.1. In these by-laws unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa.

**21. ENACTMENT**

- 21.1. This Constitution shall come into force without further formality upon its enactment after approved by the members of the corporation as herein set out.
- 21.2. The foregoing Constitution is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the members of the corporation at a General Meeting of the Members of the Corporation duly called and held in the Town of Newmarket in the Regional Municipality of York and in which a quorum was presented on the 4th day of March, 2015.

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President: Teena Bogner

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Secretary: Lucille Abate