

THE MAY COURT CLUB OF LONDON



Constitution and By-Laws

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CONSTITUTION

Name

The name of the Corporation shall be "The May Court Club of London".

Objects

The objects of the Club shall be to engage exclusively in such charitable undertakings as may be deemed advisable by the Club.

Patrons

There shall be such patrons or patronesses as may be provided in the by-laws.

Membership

There shall be such classes of membership as are established by the by-laws.

Officers

The officers of the Club shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be provided in the by-laws.

Management

The Board of Directors consisting of the officers and such other members as may be deemed necessary shall manage the affairs of the Club.

Committees

The objects of the Club may be carried out by the members or committees thereof as provided in the by-laws.

Amendments

The constitution may be amended at a general meeting of the Club by a two-thirds affirmation vote of the members present at such meeting, and providing that notice of such meeting shall be sent by regular mail or electronic mail to each voting member together with notice of the proposed change not less than 10 days prior to such meeting.

BY-LAWS OF THE MAY COURT CLUB OF LONDON

MISSION STATEMENT

The May Court Club of London will nurture and advocate for children and youth in our community who are in need of social, educational, physical or emotional support.

STATEMENTS OF PRINCIPLE

1. To provide members of The May Court Club with opportunities to serve the youth of the London community and in so doing achieve personal growth and development through voluntary service.
2. To undertake service to the community through the direct delivery of quality programs to children in need and through support to other child-serving organizations.
3. To undertake fund-raising activities that financially support the programs of the Club.
4. To allocate resources to support Club programs primarily, and secondly to other organizations as resources are available and for projects / programs where need is clearly demonstrated.

GENERAL

1. **Head Office**
The Head Office of the Corporation shall be in the City of London, in the County of Middlesex and the Province of Ontario at such place therein as the Directors shall from time to time determine.
2. **Seal**
The Seal shall be the common seal of the Corporation.
3. **Patrons**
There may be a patron or patrons, patroness or patronesses as the Board of Directors from time to time determines.
4. **Fiscal Year**
The financial or fiscal year of the Corporation shall be June 1st to May 31st each year.

MEMBERSHIP

5. **Classes of Membership** –all members are to have a single vote.
 - a) **Active**

Active members pay the appropriate membership dues and make an ongoing commitment to the Club's activities, as stated in our Mission Statement. The names of new members shall be presented to the Board of Directors.
 - b) **Honorary**

The Club shall bestow Honorary Membership to the out-going President. The incoming President will announce this appointment and any Honorary Memberships at the Annual General Meeting of the Club. An Honorary member shall pay annual dues to cover operating costs and to enjoy the rights and privileges of the Club. Dues will be 50% of active dues.
 - c) **Out-of Town**

Out of-town members shall pay annual dues to cover operating costs and to enjoy the rights and privileges of the Club. Dues will be 50% of active dues.
 - d) **Ex-Officio**

An Ex-Officio member may be approved by the Board. Only when an Ex-Officio member serves on the Board will they have voting rights. At the discretion of the President, a member may be declared exempt from paying dues.

MEETING OF MEMBERS

6. **Annual Meeting**

There shall be an Annual Meeting of the membership of the Corporation as close to the end of the fiscal year as is convenient, at which the Board of Directors for the ensuing year shall be elected. This Board of Directors shall take office immediately following the Annual Meeting. The financial statements and the review engagement shall be presented as well as any other ongoing business. In addition, there is an appointment of the auditor or accountants for the next year.
7. **General Meetings**

There shall be a minimum of three General Meetings during the fiscal year. A list of members in attendance at each General Meeting is to be kept by the Secretary. The meeting may be held electronically or in person.
8. **Notice of Meeting**

Notice of Annual, Special or General Meetings shall be given to each member with at least 10 days' notice. Accidental omission to notify one or more members shall not invalidate any notice of meetings. Notification can be in person, by electronic means, or by mail.
9. **Quorum**

A quorum for any Special, or Annual Meeting shall be 20 percent of the membership. In the case of a Board of Directors meeting, 50 percent shall constitute a quorum.

10. Voting

At any meeting of the members of the Corporation, the outcome of any duly moved motion shall be decided in the first instance by a show of hands, and unless a poll is demanded by any member, a declaration by the President that a motion has been carried, or not carried. The disposition of the motion shall be recorded in the minutes. A member may not vote by proxy, but may vote by telephone, email, or in person to the Secretary for recording purposes.

11. Poll

If a poll is demanded, each member present in person shall be entitled to cast one vote by virtue of her membership. The vote shall be taken by ballot.

12. Equality of Votes

In the case of an equality of votes at any meeting of the members upon a show of hands or at a Poll, the President shall cast a deciding vote.

BOARD OF DIRECTORS

13. Officers and Directors

The affairs of the Corporation shall be managed by a Board of Directors. Two constituent groups shall form the Board: (a) the elected Officers of the Corporation (President, Vice-President, Past-President, Secretary, and Treasurer) and (b) the Directors who represent the on-going activities of the Club. There will be a minimum of 5 Directors, one of whom will be appointed Chair of the Board. On election, each Officer and Director must sign a consent form to assume the responsibility of their elected position.

14. Election of Directors

The Officers of the Corporation shall be elected for a two-year term from a slate proposed by the Nominating Committee. The Past-President shall automatically chair the Nominating Committee which shall also comprise the President and four other members. The Nominating Committee shall present only one nominee for each vacancy.

15. Meetings of Directors

The Board of Directors shall meet prior to each General Meeting during the fiscal year. The meeting may be held electronically or in person. The President may also call any special meetings at their discretion.

16. Special Meetings of Directors

Where circumstances warrant, five members of the Board of Directors may at any time summon a meeting of the Board of Directors.

17. Duties of Board of Directors

The Board of Directors shall in all respects manage the affairs of the Corporation. They shall maintain and manage any properties owned by the Corporation. The Directors shall ensure that all accounts are paid in a timely fashion, and that the premises are maintained in good order. The Directors shall see that all books and records of the Corporation are regularly and properly kept. They shall determine the allocation of monies to the various committees for their working expenses and shall organize the work of the Corporation for the year.

18. Duties of Officers

a) Duties of the President

The President shall preside at all meetings of the Corporation and the Board of Directors on the authority of the Chair of the Board of Directors. The President shall appoint all committees subject to the advice of the Board of Directors, be the general executive officer of the Corporation and an ex- officio member of all committees. The President shall have full discretion in determining what information and news concerning the Corporation shall be given to the media. No one shall be eligible for election to the office of President who has not previously been a member of the Board of Directors.

b) Duties of the Vice President

The Vice President oversees all matters relating to membership and placement, and reviews and coordinates annually plans for all the Club's activities. In accordance with government regulations, they are the Club's designated Privacy Officer. If the office of the President becomes vacant for any reason, the Vice President shall become President until the next Annual General Meeting.

c) Duties of the Past President

The Past President shall be responsible for the development and annual update of the Strategic Plan. In addition, they shall be Chair of the Nominating Committee for Executive recruitment, and Chair of the Advisory Board.

d) Duties of the Secretary

The Secretary shall maintain and distribute the minutes of the proceedings of the Corporation, shall file all reports and keep a list of members attending each General Meeting. The records must be kept for 6 years, in print or electronically.

e) Duties of the Treasurer

The Treasurer shall: receive and acknowledge all monies; maintain an accurate record of all receipts and vouchers; maintain an accurate record of all expenditures and disbursements; pay all bills, when properly authorized, by cheques signed by 2 of the 3 signing officers; furnish a full account thereof at each Board of Directors meeting; and furnish an annual statement of all receipts and expenditures accompanied by a statement that the accounts have been reviewed by the appointed accounting firm.

f) Duties of the Chair of the Board of Directors

The Chair will oversee the operation of the Club.

19. Annual Report

The Annual Report shall be published as soon after the Annual Meeting as possible. It shall include the reports of the President, Secretary, Vice-President, Treasurer, and Directors. Upon receipt of the reports, the convenor shall compile and edit copy with the President's approval, have the report published and sent to every member. Extra copies shall be held in reserve.

20. Remuneration of Directors

The Directors shall receive no remuneration for acting as such.

ADVISORY BOARD

21. Advisory Board

There shall be an Advisory Board consisting of the President and Past Presidents which shall meet when necessary to discuss problems presented to them by the Board of Directors. This Board shall not attend the meetings of the Board of Directors except on invitation of the Board of Directors. The immediate Past President shall serve as Chair.

COMMITTEES

22. Committees

The Board of Directors may create such committees as necessary and may abolish any committee. The Convenor of the committee shall be responsible for the work of that committee.

CLUB ACTIVITIES

23. Club Activities

The Directors of the Board shall be responsible for specific activity areas or functions. In addition, each activity will select a Convenor from their committee members who will report to their specific Director.

The responsibilities of the Directors may be as follows:

1. Nutrition
2. Shop
3. Membership
4. Publicity/ Visibility
5. Communications- Newsletters, Annual Report, Telephone Committee
6. Marketplace
7. Service Projects
8. Special Projects- Annual Dinner, Spring Garden and Bake Sale, Book Clubs, Bridge Clubs
9. Social Events-Wine and Cheese, Christmas Social, Spring Luncheon

EXTERNAL BOARDS

24. A member may represent The May Court Club of London on external Boards of Directors if:

- a) they are a voting member of the external Board;
- b) and the organization's purpose is consistent with The May Court Club's Mission Statement; and,
- c) the posting is approved by The May Court Club of London Board of Directors with guidelines on how the representative is to report to the Club.

EXECUTION OF DOCUMENTS

25. Execution of Documents

All cheques, orders for payment of money, promissory notes and drafts and all agreements, contracts, deeds, conveyances, bills of sale, releases, discharges, mortgages, assurances of title, bonds, debentures, stock certificates, and other documents shall be binding on the Corporation if signed by 2 of the 3 signing officers, OR, in the case of cheques, promissory notes, drafts, acceptances, bills of exchange, orders of payment of money, transacted in the ordinary course of business by any such person as may be appointed for that purpose by resolution of the Board of Directors. And it is further provided that in authorizing the execution of any particular document or series of documents if executed by such person, shall be valid and binding upon the Corporation. The Directors can not borrow money, pledge debt obligations, give a guarantee or mortgage property on behalf of the Corporation without the authorization of the members.

LIMITATION OF LIABILITY

26. Limitation of Liability

No Officer, Director, committee or member of the Corporation shall incur any debt on behalf of the Corporation or in any way render it liable, unless by the authority of the Board of Directors, or after having been authorized by a motion duly passed at a General Meeting of the Corporation; nor shall any member be personally responsible for the actions, financial obligations or resulting legal involvement of the Corporation.

MONIES

27. Monies

All monies for current expenses of committees shall be issued at the discretion of the Board of Directors, and all outstanding balances in the hands of the committees shall be reported to the Treasurer for review prior to the Annual Meeting. All donations, gifts or disbursements of the Corporation funds for charitable or other purposes must be brought before a General Meeting of the voting members for their approval.

FUNDRAISING PROJECTS

28. Fundraising Projects

- a) The activities of the Club shall be carried on without purpose of gain for its members.
- b) Upon dissolution of the Club and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations with similar mandates which carry on their work solely in Canada.

AUDITORS

29. Reviewers

Annually, based on income, an extraordinary resolution shall be passed to waive the requirement for an audit and allow a review engagement. The members at the Annual Meeting will appoint the accounting firm for the ensuing year. The firm shall be retained until the next Annual General Meeting or until a successor is appointed, unless previously removed by resolution of the members at a General Meeting. Neither Director nor Officer of the Corporation shall be eligible as a reviewer. The accounting firm shall be supplied with the accounts and vouchers relating thereto and shall ascertain the correctness thereof and report to the Board of Directors. The accounting firm shall have access to the books of the Corporation.

DUES

30. Dues

The annual dues notification will be sent out to all members by April 30th. Submission of the membership form and dues shall be by June 15th. Members who have not paid their dues by June 30th shall be automatically removed from membership. New members up to December 15th are assessed full annual dues; new members who join after this date pay 50% of membership dues.

THE ASSOCIATION OF MAY COURT CLUBS OF CANADA

31. The Association of May Court Clubs of Canada

Delegates to the Annual Meeting of the Association of May Court Clubs of Canada shall be the President and the Vice President. If either is unable to attend, an alternate shall be appointed by the Board of Directors.

ALTERATION OF BY-LAWS

32. Alteration of By-Laws

The by-laws may be repealed, altered, suspended or amended by a two-thirds vote of the members at a General Meeting duly called provided that:

- a) Any proposed amendment(s) shall have been presented to the President and the Board of Directors in writing and signed by at least four members.
- b) A copy of the said proposed amendment(s) together with a notice of the time and place of the meeting at which the vote will be taken, will be sent to each member at least 10 days prior to the meeting.
- c) The proposed amendment(s) shall then be presented by the President at that General Meeting for discussion and vote by the Corporation members.

REPEAL

The Constitution and By-Laws in effect, prior to the enactment hereof, are hereby repealed.

ENACTED the 3rd day of November 1965
(Signed) Beatrice E. Cameron, President
(Signed) Elizabeth M. Lawler, Recording Secretary

Reprinted: 1980
(Signed) Irene Dapeuto, President

Reprinted: 1984
(Signed) Margo Linton, President

AMENDED and reprinted: June 16, 1992
(Signed) Ruth McConnell, President

AMENDED and reprinted: June 19, 1995
(Signed) Jo-Anne Harris, President

AMENDED and reprinted: June 30, 2004
(Signed) Heather Irwin, President

AMENDED and reprinted: June 9, 2008
(Signed) Marilyn Rawson, President

AMENDED and reprinted: June 13, 2011
(Signed) Jan DeRose, President

AMENDED and reprinted: May 30, 2023
(Signed) Cathy Egerton, President