



MROO

Municipal Retirees
ORGANIZATION ONTARIO

CONSTITUTION

(as of June 2014)

CONSTITUTION – as amended JUNE 2014**I N D E X**

	<u>PAGE</u>
PREAMBLE	2
ARTICLE 1 - Name	2
ARTICLE 2 - Objectives	2
ARTICLE 3 - Head Office	2
ARTICLE 4 - Membership	3
ARTICLE 5 - Membership Fees	3
ARTICLE 6 - Board of Directors	3/4
ARTICLE 7 - Vacancies on Board of Directors	4/5
ARTICLE 8 - Duties of Board of Directors	5
ARTICLE 9 - Duties of Officers	5/6
ARTICLE 10 - Audit of Accounts	6
ARTICLE 11 - Fiscal Year	6
ARTICLE 12 - Meetings	6/7
ARTICLE 13 - Voting Privileges	7
ARTICLE 14 - Amendments	8
BY-LAWS	8/9/10

CONSTITUTION

PREAMBLE

This Constitution is designed to give proper balance to the administration and duties of the duly elected Board Members and Officers and such Committees as may, from time to time, be established and necessary in order to improve and maintain the social and economic welfare of its Members and to give clear evidence of its recognition of the unity of the Municipal Retirees Organization Ontario and does now establish this Constitution and any such By-Laws as its government.

ARTICLE 1 - NAME

This corporation shall be known as the “Municipal Retirees Organization Ontario”.

ARTICLE 2 - OBJECTIVES

1. To provide assistance to retired municipal, education, utility, library, health care and other government associated employees whose pensions in whole or in part are paid by OMERS.
2. To provide liaison between the Members and the Ontario Municipal Employees' Retirement System Boards and administration and to make representations to the said Boards on their behalf.
3. To promote the interests and to improve the living conditions of the Members of the organization.
4. To obtain the maximum participation of public employee retirees in legislative, social and other activities that may affect their welfare in retirement.
5. The policy of this body is to conduct its business in a peaceful and lawful manner.
6. This corporation further stands unequivocally for equality of treatment regardless of race, color, nationality, sexual orientation, place of origin, sex, ancestry or political affiliation, and will oppose discrimination of same wherever it occurs or appears.

ARTICLE 3 - HEAD OFFICE

The Head Office of the corporation shall be in such place as the Board of Directors of the corporation from time to time may designate by resolution.

ARTICLE 4 - MEMBERSHIP**1. LIFE MEMBERS**

A Life Member of the Organization is any person:

- (a) who is a retired employee or the spouse of a retired employee of a municipal government, public utility, board of education, library board, or any other board or commission as defined by the OMERS Act; and
- (b) who is in receipt of a pension which in whole or in part, is paid by OMERS; and
- (c) who has paid the membership fee or on behalf of whom the membership fee has been paid.

2. HONORARY MEMBERS

- (a) The Board may by bylaw establish a class or classes of Honorary Members of the Corporation, and define the conditions, rights and privileges of any class or classes of Honorary Member.
- (b) An Honorary Member who is not eligible to be a Life Member of the Organization shall not have voting privileges or the right to hold office, reserved for life members in this Constitution.

3. ASSOCIATE MEMBERS

- (a) The Board may by bylaw establish a class or classes of Associate Members of the Corporation, and define the conditions, rights and privileges of any class or classes of Associate Member.
- (b) An Associate Member is one who is not currently eligible to be a life member of the Organization.
- (c) An Associate Member shall not have voting privileges or the right to hold office, reserved for life members in this Constitution.

4. AFFILIATE MEMBERS

- (a) The Board may by bylaw establish a class or classes of Affiliate Member and define the conditions, rights, and privileges of any class or classes of affiliate member
- (b) An Affiliate Member is one who is not a member of the OMERS Plan, but who is engaged in or retired from public service

- (c) An Affiliate member shall not have voting privileges or the right to hold office, reserved for life members in this Constitution and shall have such limited privileges as may be specified in the bylaw.

ARTICLE 5 - MEMBERSHIP FEES

1. Life members shall be required to pay a fee on admission to membership, which shall be fixed by the Board of Directors and amended from time to time as the Board of Directors may determine.
2. Honorary members shall not be required to pay any membership fees.

ARTICLE 6 - BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. The Board of Directors shall include:
 - (a) one member to be elected as a Zone Director residing in each of the nine geographic zones of the Province of Ontario;
 - (b) subject to notification to the membership, the Board of Directors may, by by-law, change the number of geographic zones, to be not less than nine, in which case one zone director residing in each zone shall be elected.
 - (c) the Board of Directors shall contain a President; a Vice-President; a Secretary and a Treasurer, or a Secretary-Treasurer;
 - (d) the Board of Directors shall contain the immediate Past-President, who may or may not also be a zone director.
 - (e) the Board of Directors, as it is otherwise constituted by this Article, may invite the retiree representative on the OMERS Sponsors Corporation and the retiree representative on the OMERS Administration Corporation, or either of them, to be members of the Board of Directors, if either is not otherwise a member of the Board by virtue of this Article. Such membership on the Board of Directors shall continue for the duration of each such retiree representative's term on the OMERS Sponsors Corporation or the OMERS Administration Corporation. If such OMERS representative is otherwise not a member of the Board of Directors by virtue of this article, he/she shall not be considered a member of the Board of Directors for the purposes of determining quorum, but he/she shall have a vote at the meetings of the Board of Directors provided that he/she is a life member of the Corporation.
2. Elections for Zone Directors shall take place not more than ninety (90) days and not less than thirty (30) days prior to the Annual Meeting. The Zone Directors term of office shall be for three (3) years except as set out in the Corporation's by-laws.

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3. At least one alternate representative shall be elected in each geographic zone, to assist and act as an alternate to the Zone Director. The election of alternates and their term of office shall be as set out in the Corporation's by-laws.
 4. An Alternate representative may only attend Board meetings when the zone director is unable to attend and the zone director shall request the Alternate to attend in his/her place, or on such other occasions when the Board shall request alternates to attend. The Alternate will have full privileges when taking the place of the zone director, including voting privileges.
 5. The Zone Director will be responsible for setting the date, time and place for Annual Zone Meetings.
 6. Zone Directors shall be available for liaison with Corporation members in their respective zones; to assist in any problems of maintenance and administration of the Corporation in their respective areas; to promote membership in MROO among those eligible for membership within the zone, to maintain liaison with and obtain assistance from the alternate or alternates, and to provide a medium through which the members of the Corporation in their respective areas may express their ideas for improvement of the Corporation and its administration.
 7. Executive Officers
 - (a) At each Annual Meeting of the Board of Directors, there shall be elected an Executive consisting of the offices of President, Vice-President, Secretary, Treasurer, or Secretary/Treasurer.
 - (b) The Board of Directors may provide from time to time that the immediate Past-President is also an Executive officer by virtue of his/her office
 - (c) The officers shall be bonded by the Organization.
 - (d) To be eligible for election to any of the Executive positions, a person must be a member of the Organization.
 - (e) The term of each Executive officer shall be until the next Annual Meeting
 - (f) An officer may, at the expiration of his or her term, stand for re-election. Notwithstanding the above, no member shall hold the office of President, Vice-President, Treasurer, Secretary or Secretary/Treasurer for more than nine continuous years (after which the member must be out of office for at least one year before being re-elected to the same office.)
 - (g) Every Executive officer shall become a member of the Board of Directors by virtue of his/her office, if he/she is not a zone director elected in accordance with clause 6 (a), and shall have both voice and vote on the Board of Directors.
 - (h) Notwithstanding (g) above, an Executive officer who is not a zone director shall not have a vote in the election for his/her Executive position.
 - (i) If any Executive officer position remains vacant after an Annual Meeting, or becomes vacant during the term of office of that position, the position may be filled by the Board of Directors from within the membership of the

Organization. A person so appointed to an Executive position shall hold office until the next Annual Meeting.

- 8) All matters of importance to the Corporation arising from the Executive, including meeting expenses, shall be approved at the next regular Board Meeting or Special Meeting called for that purpose.

ARTICLE 7 - VACANCIES ON BOARD OF DIRECTORS

- (1) (a) Where a vacancy occurs for the position of zone director in any zone during the term of that zone director, the duly-elected alternate for that zone shall be appointed to the position of zone director until the next annual meeting in that zone.
- (b) If more than one alternate director has been elected in that zone, the Board shall appoint to fill the vacant director position the alternate who had the highest number of votes in the election of alternates.
- (c) Where a director vacancy has been filled by means of section a) or b) above, there shall be an election for the position of director in that zone at the next regular annual meeting in that zone. The director thus elected shall hold office until the end of the term that the original director would have served if the position had not become vacant
- (d) If the position of alternate director becomes vacant as a result of an alternate director being elected at an annual meeting in that zone to the position of director, pursuant to section c) above, there shall be an election for the position of alternate director at the same annual meeting in that zone
- (e) Where a position of alternate director in any zone becomes vacant for any other reason during the term of that alternate director, the Board shall appoint an alternate director to fill the remainder of the term of the original alternate director until the next regular election in that zone.
2. Any Executive Board Member missing any two (2) consecutive meetings without due cause, shall be replaced from the existing Board.
3. Any Director missing two (2) consecutive regularly scheduled Board Meetings without due cause, shall be removed as a Zone Director and an election as set out in Article 7(1) shall be carried out unless the regular term of office of the vacated directorship is less than 90 days. In this case the directorship shall remain vacant until the next Zone meeting at which time a replacement shall be elected.

ARTICLE 8 - DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

1. Appoint and delegate power to such Committees and officers as it may consider necessary to assist in the carrying out of the objectives of the Corporation.
2. Appoint and define the duties and remuneration (if any), of such officers, agents or servants of the Corporation as it may think necessary to further the objectives of the Corporation.
3. Manage, control and dispose of the property and financial affairs of the Corporation while the Corporation is active.
4. Open accounts in the name of the Corporation and arrange for the President, Treasurer, Vice-President and Secretary, and any other officer or employee designated by the Board, to be the signing officers of the Corporation. Any two of the signing officers shall have authority to sign cheques or other documents on behalf of the Corporation.
5. Select and appoint the delegates of the Corporation to all conferences and conventions at which the Corporation is to be represented.
6. Hold a minimum of four (4) Board Meetings annually.
7. Be responsible for the planning and direction of an Annual Meeting.
8. Approve the financial statement issued by the Corporation's auditors. Such approval shall be evidenced by signature at the foot of the statement by the Treasurer and any one of the other Executive Officers, duly authorized to sign in accordance with R.S.O. 1990, c. C.38, s. 108.

ARTICLE 9 - DUTIES OF OFFICERS

1. The President presides at all meetings of the Corporation and of the Board of Directors, and has general supervision of the affairs of the Corporation subject to the policies and direction of the Board and this Constitution; he/she is an ex-officio member of all Committees.
2. The Vice-President shall, in the absence of the President, preside and perform all duties pertaining to the office of the President.
3. The Secretary carries out the Secretarial functions of the Corporation and the Board of Directors. He/She shall keep the proper minutes of all meetings of the Board of Directors.
- 4) The Treasurer shall account for monies received and spent on behalf of the Corporation. He/She shall keep proper books of accounts and produce a

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- financial statement quarterly or when called upon by the Board of Directors of the Corporation.
5. The Executive Board Members shall fulfill all duties required of them by the Board of Directors of the Corporation.
 6. The Executive Board Members shall submit a report of its action and findings to each regular meeting of the Corporation, for approval.
 7. The Executive Board shall co-operate fully with other officers and representatives of the Corporation to the end that the interest of the Corporation and its members may be properly protected and advanced. The Board shall perform such other duties as are outlined in this Constitution or may be provided for in By-Laws of the Corporation.
 8. The Board may authorize another officer or employee to undertake any part of the duties outlined above as the Board may specify from time to time.

ARTICLE 10 - AUDIT OF ACCOUNTS

The accounts of the Municipal Retirees Organization Ontario shall be audited at the end of each fiscal year, and the appointment of auditors shall be approved at the Annual Meeting.

ARTICLE 11 - FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st of December in each year.

ARTICLE 12 – MEETINGS

1. There should be no general meeting of members, except for Annual Zone Meetings to be held as described in Article 6.
2. There shall be an annual meeting not later than six (6) months following the end of the fiscal year, and on such day as the Board shall appoint. Notice of the annual meeting shall be served by the Secretary or by such other officer or employee as the Board may designate, at least 15 days prior to the date of the meeting, to each zone Director:
 - (a) by first-class mail to the last known address of the Director, or
 - (b) where allowed by law, by electronic mail, receipt of which is acknowledged by the Director.
 - (c) to all members by advertising the date, time and place of the Annual Meeting in the Corporation's Newsletter that is issued prior to the Annual Meeting.

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- (d) Copies of the most recent audited statements of the Corporation shall be available for members at the Annual Meeting or at the Head Office or via email request to the Head Office.
 3. A majority of the Directors present at the annual meeting shall constitute a quorum, and at any other Board meetings as duly called but in no case shall a quorum be less than two-fifths of the Board of Directors.
 4. At the annual Board of Directors meeting, the following items of business shall be dealt with:
 - (a) Receipt and approval (or otherwise), of the audited financial statements.
 - (b) Approval of the appointment of the Auditors for the next fiscal year.
 - (c) Receipt and approval of the report of the Board of Directors for the preceding twelve (12) month period.
 - (d) Consideration and approval of By-Laws.
 - (e) Consideration and approval of amendments to By-Laws.
 - (f) Such other business as may be introduced and is in accordance with, the Charter powers of the Corporation.
 - (g) Any item of business presented by a member of the Corporation other than the Board of Directors must be provided to the Secretary or the Head Office or to any zone Director, in writing, containing a proposed motion, not later than ten (10) days before the annual meeting. A member or members of the Corporation may speak for a maximum of ten (10) minutes in support of the proposed motion.
 - (h) For greater clarity, bylaws and amendments to the bylaws may be considered and adopted by the Board at any duly constituted meeting of the Board
 - (i) Any bylaws or amendments to bylaws adopted by the Board at a meeting other than an annual meeting, shall be placed on the agenda for review at the next annual meeting.
 5. A Notice of Meeting and printed Agenda for all Regular Board Meetings must be sent out no later than 10 days prior to any meeting.
 6. Items of business added by staff or any Officer or Director may be dealt with only after a majority vote of the Board in attendance at the time of dealing with the approval of the Agenda.

7. Special meeting of the Board of Directors may be called at any time, by the President or upon written petition with the Secretary and signed by a majority of the Board of Directors.

A special meeting may be held by telephone conference call provided that:

- (a) all members of the Board shall have been notified of the meeting at least 24 hours in advance
- (b) the President shall confirm that a quorum is participating in the conference call at the beginning of the meeting and at the time that any vote is taken
- (c) any vote taken shall be a recorded vote and the vote of each Board member shall be recorded in the minutes of the meeting
- (d) any decisions taken at the meeting shall be subject to review at the next regular Board meeting
- (e) a conference call meeting shall not be substituted for a regular Board meeting, as required by Article 8 (F)

ARTICLE 13 - VOTING PRIVILEGES

1. At all meetings of the Board of Directors, members of the Board except the President shall have one (1) vote per member on all matters, except in the case of a tie vote, when the President shall have a casting vote.
2. All members of the Board of Directors shall have the right to present and discuss resolutions on Corporation matters, including money and By-Laws, on a basis of one (1) vote per members, provided that the resolutions or By-Laws have been submitted in writing to the Secretary or to Head Office or to a zone Director in accordance with Article 12.
3. A majority of the Board of Directors shall constitute a quorum.
4. On all money matters and important business affecting the operation and well-being of the Corporation, a majority vote shall be taken with all Directors who are present and voting.
5. The conduct of all meetings of the Corporation, and its various committees, shall be governed by "Roberts Rules of Order Revised".

ARTICLE 14 - AMENDMENTS

1. This Constitution may be amended in whole or in part by a two-thirds (2/3) majority of the duly elected Board of Directors present and voting at the Annual Meeting only, provided notice of the proposed amendments has been given to all Board Members with notice of meeting.

2. Where the notice requirement has not been fulfilled, an amendment of the Constitution, in whole or in part, shall require the unanimous vote of all Board Members who are present and voting.