

**Charter By-laws of the
Mississauga North Baseball Association Inc.**





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ARTICLE 1. Name

- 1.1 The name of the Corporation shall be Mississauga North Baseball Association Inc., hereinafter referred to as the "Association".

ARTICLE 2. Interpretation

- 2.1 In this by-law and, except where otherwise defined, in all other by-laws of the Association:
- 2.1.1 "**Association**" means the Mississauga North Baseball Association;
- 2.1.2 "**Board**" or "Board of Directors" means the Executive Board of the Association;
- 2.1.3 "**by-laws**" shall mean the bylaws of the Association as amended from time to time;
- 2.1.4 "**in writing**" and "**written**" include words appearing in visible form, whether written, printed, typewritten, lithographed, e-mailed or represented or reproduced by any other means;
- 2.1.5 "**Member**" means an umpire, youth (under age 18 an adult must exercise their voting rights) or adult volunteer, parent or legal guardian of any child (under age 18) that is properly registered in the Association, a player who is at least 18 years old, any conveners, managers, coaches, as established by the appropriate Director;
- 2.1.6 "**Affiliated Member**" means (see Article 7.2);
- 2.1.7 "**Special resolution**" means (see Article 7.5);
- 2.1.8 "**Central Ontario Baseball Association (COBA)**" is the governing body for baseball in Central Ontario;
- 2.1.9 "**Ontario Baseball Association (OBA)**" is the governing body for baseball in the Province of Ontario;
- 2.1.10 "**Rep**" means Representative Baseball for all Rep teams in Baseball;
- 2.1.11 "**House League Baseball**" means Baseball for all non-traveling, non-Rep teams;
- 2.1.12 "**House League Softball**" means Softball for all non traveling house league teams;



2.1.13 **"Softball Rep"** means all rep teams travelling, and PWSA jurisdiction teams;

2.1.14 All adults who are members or are exercising a minor aged member's voting privilege are entitled to a maximum of five (5) ballots: one (1) General; one (1) Softball House League; one (1) Baseball House League; one (1) Baseball Rep; one (1) Softball Rep , with entitlement to be determined by the respective Directors.

2.2 In this by-law and in all other by-laws of the Association, words imported in the singular include the plural and vice versa, and words importing persons include both individuals and corporations.

ARTICLE 3. Objective

- 3.1 To foster, promote and teach amateur baseball/softball to all eligible individuals without regard to race, creed, colour, sex, religion or national origin.
- 3.2 To develop community spirit and encourage sportsmanship and good fellowship among all eligible individuals and participate to the betterment of their physical, mental and social well being.
- 3.3 To provide coaching, equipment, skill evaluation and development, and other necessary resources to enable each child to have the opportunity to play to the highest level of their ability.
- 3.4 To sponsor, promote or encourage such athletic, social or other activity which may contribute to the raising of funds to accomplish the objectives of the Association.
- 3.5 To manage the finances of the Association in a fiscally responsible manner and be accountable to all members for financial performance.

ARTICLE 4. Pecuniary Gain

- 4.1 The Association shall be operated without the purpose of pecuniary gain and any surplus or accretions of the Association shall be used solely for the objectives of the Association and the promotion of the objectives of the Association.



- 4.2** No elected Board member may be paid directly, on behalf of, via third party agreement or contract, for any services other than umpiring, performed for MNBA. Appointed board members may be offered compensation up to \$1000.00 per position with a maximum \$5000.00 available for board approval per fiscal year but has to be voted by a majority of two third of Executive Board. The penalty for such a breach shall be to force an automatic Membership Termination meeting under Article 7.5(c).

ARTICLE 5. Head Office

- 5.1** The Head Office of the Association shall be in the City of Mississauga in the Province of Ontario and at such place therein as the Board may from time to time determine within the boundaries identified in Article 6 – Jurisdiction

ARTICLE 6. Jurisdiction

- 6.1** The geographical jurisdiction shall encompass the North West region of the City of Mississauga as bounded in the North and West by the city limits of the City of Mississauga, by Eglinton Avenue in the South and City of Toronto limits in the East.
- 6.2** The Association will follow the guidelines as prescribed by the governing body of Central Ontario Baseball Association (COBA), the Ontario Baseball Association (OBA) or other such associations in the case of Rep players. For the Softball program, the Association will follow the guidelines of Softball Ontario, or such other associations in the case of carded “Rep Players”.
- 6.3** The Board, by a simple majority vote at any regular or special Board meeting under quorum, may amend the jurisdictional boundaries until the next AGM, where a two thirds majority vote will be required to permanently amend.

ARTICLE 7. Membership

- 7.1 Members:**
- 7.1.1 A parent or legal guardian of any child that is properly registered in the Association;
- 7.1.2 A player who is at least 18 years old;



7.1.3 Any convenors, managers, coaches, umpires and members of the Executive, Rep, Softball, House League Divisions

7.2 Affiliated Members:

7.2.1 Any person assisting the Association in fundraising or other activities as approved by the Executive Board.

7.3 The interest of members is not transferable and lapses and ceases to exist upon his or her death or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws of the Association.

7.4 Membership is annual, commencing on registration of a player or players each year, and ending at the Annual General Meeting for that year.

7.5 Termination of membership shall be;

7.5.1 at the conclusion of the AGM

7.5.2 written request by member

7.5.3 by a two-thirds majority vote of the Executive Board

ARTICLE 8. Meetings of the Association

8.1 An annual general meeting of all of the members of the Association shall be held once each calendar year at a place and time designated by the Executive Board;

8.1.1 Only Members of the Association shall be entitled to notice of and to vote at a meeting of the Association.

8.2 The Executive Board may at any time call a special meeting of the Members of the Association for the transaction of any business of which the general nature is specified in the notice of the meeting.

8.3 A written notice of every meeting of the Association, stating the time and the place and the general purpose thereof shall be prepared and given to the Members by the Secretary at least thirty days before the date of such a meeting.

8.3.1 Where notice is given to the Members, an accidental omission to give notice of the meeting to, or the non-receipt of notice by, a Member shall not invalidate the meeting or any resolution or any proceedings taken at the meeting and shall not prevent the holding of the meeting.



- 8.4** Any deviation in the form or content of a notice from the contents or form prescribed for the notice that does not affect the substance or that is not calculated to mislead does not invalidate the notice.
- 8.5** Only Members appearing by the records at the time the notice calling a meeting is issued shall be entitled to vote, and each Member shall have one vote only.
- 8.5.1 Unless a member present at a meeting otherwise requests, a vote may be taken by a show of hands.
- 8.5.2 There shall be no voting by proxy.
- 8.6** Subject to subsection 8.5 (a), any question coming before any meeting of the Association shall be decided by a majority of the votes of the delegates in attendance at the meeting and in the case of a tie, the motion shall be declared to be lost.
- 8.6.1 Where matters calling for a vote at any meeting of the Association relates specifically to the Baseball or Softball House League Divisions, or the Baseball or Softball Rep Divisions or the Umpire Division, then only Members present that have a player in that division, or members as determined by the appropriate Director of the Executive Board, shall be allowed to vote.
- 8.7** A quorum at any meeting of the Association shall consist of twenty Members. Where a quorum is not present at a meeting, the meeting shall be adjourned, and the Manager Administration shall cause a notice to be sent to all Members setting a time and place for the adjourned meeting, which time and place shall not be more than thirty days from the originally scheduled for the meeting, and upon the meeting being reconvened, the meeting shall proceed, and those present at the meeting shall constitute a quorum, but no business shall be transacted at the reconvened meeting other than that described in the original notice and such other business as may be necessary, ancillary or incidental thereto.

ARTICLE 9. Organizational Elements

- 9.1** The elected Officers shall consist of:
- President
 - Director - Baseball
 - Director - Softball
 - Director - Umpires
 - Director - Coach and Player Development



- 9.1.1 They shall have full voting rights on all matters pertaining to any and all business concerning MNBA at all meetings of the Board and the AGM
- 9.1.2 They shall be elected at the AGM by a majority of those eligible to vote.
- 9.1.3 They shall be in compliance with the City of Mississauga affiliation agreement-which states that the President and Officers must be Mississauga Residents unless an exemption is requested from the City.
- 9.2 Positions appointed to the Board by the Officers may be, but are not limited to Directors of Covid Protocol Management, Treasurer, Manager Finance, Manager Registration, Manager Equipment, Manager Uniforms, Manager Sponsorship/Fundraising, Manager Admin, Manager Parks and Gyms, Web Master and any assistants to any Officers. Appointed positions by the Board are considered service or advisory related and do not carry any voting rights save those under Article 2.1.5 (Member) They shall report either to the Board directly or through an Officer.
- 9.3 The Executive has the power usually accorded to their respective positions and the power to fill vacancies which occur in their numbers.
- 9.4 The Executive shall hold regular meetings (minimum of 9) on a day and time which ensure a quorum can be present and with no more than 40 days between meetings.
- 9.5 A quorum is established by having 50% of elected Officers in attendance.
- 9.6 If the President fails to do so, an Executive member may call a valid executive meeting provided the member can achieve attendance of 75% of current positions held.

ARTICLE 10. Executive Board

10.1 Regular Meetings

- 10.1.1 Regular meetings of the Executive Board may be held at any time and place to be determined by its members, provided that seven (7) days notice of the date, time, place and agenda of such meeting shall be sent in writing to each member of the Executive Board, and provided that there shall be at least nine(9) meetings during the 12 months following an Annual General Meeting.
 - (i) The Executive Board will document attendance and provide information upon request to any association member;



- (ii) No error or omission in giving notice of any meeting of the Executive Board or any adjourned meeting of the Executive Board shall invalidate such meeting, or make void any proceedings taken thereat;
- (iii) Any member of the Executive Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;
- (iv) Prior to any such meeting proceedings, there must be a quorum consisting of at least 50% of elected and appointed members of the Executive Board;
- (v) Any member missing three (3) consecutive meetings without good cause shall be removed from the Board and the remaining sitting members shall appoint a new member to sit until a new election/AGM is held.

10.1.2 Board members may be censured, suspended or expelled for breach of the Constitution or By Laws of MNBA or for any act, omission, or conduct which the Board deems prejudicial to the welfare of MNBA by a resolution passed by two-thirds majority of the votes cast at a meeting under quorum.

10.2 Officers

- 10.2.1 Officers will consist of the positions listed in Section 9.1 and such other officers as the Executive Board may determine by by-law from time to time.
- 10.2.2 No person may hold more than one office unless through resignation or departure of another officer. If such is the case, the Executive Board may appoint another officer to temporarily fill the position until the next Annual General Meeting.
- 10.2.3 The officers shall be elected at the Annual General Meeting of the Association, provided that in default of such Annual General Meeting and election, the then incumbents, being members of the Executive Board, shall hold office until their successors are elected.
- 10.2.4 All members of the Executive Board shall be elected for a term of one (1) year by the members at the Annual General Meeting by majority vote.
- 10.2.5 Following an election call for a vacant position on the Executive Board whereby no candidate is suitably elected, the Executive Board may appoint an officer.



10.3 Elections

10.3.1 All elected members of the Executive shall be elected for a term of one (1) year in the following order:

- (i) President
- (ii) Director – Baseball
- (iii) Director – Softball
- (iv) Director – Umpires
- (v) Director – Coach and Player Development

10.4 To be eligible for the position of President, the candidate must have at least one (1) term as a Director in accordance with Article 9.1.

10.5 Powers and Duties

10.5.1 The Executive Board shall manage and control the affairs and properties of the Association, including specific powers and duties assigned elsewhere in these by-laws, and in particular, shall:

- (i) Take the initiative in preparing general policies and actions for consideration and approval at the Annual General Meeting;
- (ii) Put into effect all policies and actions approved at the Annual General Meeting;
- (iii) Consider matters of a substantive nature at the written request of any member, and decide whether to put a matter, together with the members' recommendations, on the agenda for the next regular meeting of the Executive Board or Annual General Meeting;
- (iv) In the event of the resignation or termination of an elected member for any reason, appoint members to replace such members for the balance of that member's term;
- (v) Report regularly, through its Chair, to the membership.

10.6 Past President

10.6.1 Shall serve on the Board in an advisory capacity with no voting rights except if under 10.6.2

10.6.2 Shall, in the absence of the President chair meetings on the President's behalf.



10.6.3 Must be considered a member in good standing.

10.7 President

10.7.1 Shall, when present, preside at all meetings of the Executive and the Annual General Meeting;

10.7.2 Shall be a member of all standing and special committees;

10.7.3 Shall ensure all orders and resolutions of the Executive are carried into effect;

10.7.4 Shall be the Chief Executive Officer of the Association and where an immediate decision is required, must have a written response from a simple majority of the elected Directors before proceeding and such action must be taken to the full Board for their approval at the next Board meeting called or scheduled;

10.7.5 Shall not cast a vote at any Executive meeting except in the event of a tie, the President shall cast the deciding vote.

10.8 Director – Baseball

10.8.1 Shall be responsible to assist the President;

10.8.2 Shall be in charge of House League Baseball and Rep Baseball and bring any problems and/or ideas to the Executive for discussion;

10.8.3 Shall be the representative in the Mississauga Baseball Association (MBA).

10.8.4 Shall be the representative in the Central Ontario Baseball Association (COBA)

10.9 Director – Softball

10.9.1 Shall be responsible to assist the President;

10.9.2 Shall be in charge of House League Softball and Rep Softball and bring any problems and/or ideas to the Executive for discussion;

10.9.3 Shall be the representative in the Mississauga Girls Softball Association (MGSA) and Provincial Women's Softball Association (PWSA).

10.10 Director – Umpires

10.10.1 Shall be responsible to assist the President;

10.10.2 Shall be in charge of Umpires and bring any problems and/or ideas to the Executive for discussion;



10.10.3 Shall be responsible to supply umpires for all scheduled and play-off games;

10.10.4 Shall be responsible to ensure that all umpires have an understanding of approved league rules;

10.10.5 Shall be responsible to ensure umpires attend appropriate clinics;

10.10.6 Shall be responsible to review and approve umpire submissions for payment.

10.11 Director – Coach and Player Development

10.11.1 Shall be responsible for player/coach development programs;

10.11.2 Shall be responsible for the procurement and assignment of gym time.

10.12 Treasurer

10.12.1 Shall be responsible for the Association funds;

10.12.2 Shall be responsible to deposit such funds at a chartered bank;

10.12.3 Shall be responsible to pay all Association expenses by cheque only, when such expenses have been approved by the Executive or Board. When such expenses have not been approved, the Treasurer must refer immediately to the Board for approval before such expenses can be paid;

10.12.4 Shall ensure that expenses are not to be paid in cash unless it is deemed absolutely necessary to make payment on the spot. Cash disbursements must be covered by proper receipts and be properly recorded;

10.12.5 Shall ensure that all cheques be co-signed by any two (2) of three (3) Executive members appointed as signing officers. The three (3) appointed signing officers shall be the President, Treasurer and one of the Directors;

10.12.6 Shall submit an un-audited financial statement as of March 31 and September 30 and arrange to have an audited financial statement at the close of the fiscal year.



10.13 Manager – Administration

- 10.13.1 Shall be responsible for keeping accurate records of the minutes of the Executive, General meetings, the AGM and any other documentation relevant to the Association;
- 10.13.2 Shall be responsible to write and dispatch administrative correspondence;
- 10.13.3 Shall be responsible to receive and record proposed changes to the constitution for the AGM;
- 10.13.4 Shall be responsible for booking the meeting room.
- 10.13.5 Shall be responsible for coordination of all fundraising programs for the Association.

10.14 Manager – Registration

- 10.14.1 Shall be responsible to the Board for the on-line registration system working with the divisional Directors to ensure their registration needs are met.
- 10.14.2 Shall provide read only access to the system for all 6 elected Directors and the Treasurer. The President and the Registrar will have full access. Further, shall provide the Treasurer with a monthly accounting of monies accrued by divisional registrations, including camps and clinics operated under the authority of any Director.
- 10.14.3 Shall assist the divisional Directors, when requested, with affiliation registrations (OBA, COBA, PWSA, MBA, Softball Ontario)
- 10.14.4 Shall provide to the President, by September 1 of each calendar year, a complete breakdown of registrants divided by age, gender and division in a format as prescribed by the City of Mississauga.
- 10.14.5 Where the Registrar is also the webmaster, they shall provide each Director with access codes and the President with Administration access codes to divisional web sites.
- 10.14.6 All web sites and on-line registration systems are the property of MNBA and not of any individual.

10.15 Manager – Equipment

- 10.15.1 Shall be responsible for the Association's equipment;
- 10.15.2 Shall be responsible to prepare a budget for the upcoming season;



- 10.15.3 Shall be responsible for ordering equipment as determined by Executive Board;
- 10.15.4 Shall be responsible to issue proper equipment to each team;
- 10.15.5 Shall be responsible to keep a record of issued equipment;
- 10.15.6 Shall be responsible to maintain an updated list of equipment;
- 10.15.7 Shall be responsible to repair and replace faulty equipment;
- 10.15.8 Shall ensure in association with Treasurer and executive members proper internal controls are in place to safeguard the equipment assets of the Association.

10.16 Manager – Uniforms

- 10.16.1 Shall be responsible for the Association's uniforms;
- 10.16.2 Shall be responsible to prepare a budget for the upcoming season;
- 10.16.3 Shall be responsible for coordinating a supplier for uniforms;
- 10.16.4 Shall be responsible for ordering uniforms from approved supplier;
- 10.16.5 Shall be responsible to issue proper uniforms to each team;
- 10.16.6 Shall be responsible to keep a record of issued uniforms;
- 10.16.7 Manager-Sponsors & Fundraising;
- 10.16.8 Shall be responsible for obtaining sponsors and collecting proceeds;

10.17 Manager – Communications

- 10.17.1 Shall be responsible for all public relations and marketing;
- 10.17.2 Shall be responsible for web communication;

10.18 Manager – Fundraising

- 10.18.1 Shall be responsible to co-ordinate team fundraising;
- 10.18.2 Shall be responsible for bringing ideas to the Executive for approval.

10.19 Manager – Parks

- 10.19.1 Shall be responsible for booking game and practice times (including play-offs) on appropriate diamonds;
- 10.19.2 Shall be responsible for acquiring permits from City;



10.19.3 Shall be the liaison with Parks & Recreation.

10.20 Manager Special Projects

10.20.1 Shall be given duties and responsibilities by the Board and report directly to them. The Board may appoint up to 2 (maximum) such Board positions in any given year.

10.21 Directors of Covid Protocol Management

10.21.1: Shall be responsible to assist the board;

10.21.2 Shall be given duties and responsibilities by the Board and report directly to the board in a Non-Voting Capacity. The Board may appoint up to 4 (maximum) such Board positions in any given year.

ARTICLE 11. Discipline

11.1 When an incident occurs between any coach, umpire, parent or player, the Executive Board or any Standing /Ad Hoc Committee of the Executive Board may request a disciplinary committee be convened to review the incident. Such a committee must be convened within 48 hours of the incident being reported to them and each participant is to be provided the opportunity to meet with the committee.

11.2 Composition

11.2.1 A minimum of three (3) members are to be appointed by the Board to form a Disciplinary Review Committee.

11.3 Information Requirements

11.3.1 All information and reports must be in writing and are deemed confidential.

11.3.2 Each individual directly involved is to provide a written and signed incident report.

11.3.3 Any official documentation including any umpires' report, is to be available to the committee.

11.3.4 The committee may also receive written and signed documentation from any witness who may wish to provide such documentation.

11.3.5 The committee may solicit information from any persons of interest they deem vital to the incident before them through any means necessary to arrive at a fair and equitable resolution for all involved.



11.3.6 If an individual that was directly involved in an incident chooses to not submit a report, the review will continue with the committee utilizing the information that is available to render a decision.

11.4 Discipline Action Guidelines

11.4.1 If in the view of the committee, a disciplinary suspension is required, the following guidelines are to be followed:

- (i) For a first time offence, a suspension of not less than 4 games and not more than one year is to apply.
- (ii) The suspension starts with the next scheduled game, will include play-offs and will be carried into the following year until the full complement of games is served.
- (iii) For a second offence, an equivalent of a full season suspension is issued including play-offs and any part of the following season to ensure the full complement of games is served.
- (iv) For a third offence, a lifetime ban from the MNBA is issued.

11.4.2 Any individual that is suspended will not participate in officiating, coaching or any other duty during the suspension timeframe.

ARTICLE 12. Annual General Meeting

12.1 The Annual or other General Meeting of the members of the Association shall be held at the Head Office of the Association, or elsewhere in Mississauga, as the Executive Board may determine, and on such day as the Executive Board shall appoint. The Annual General Meeting shall be held not later than 60 days following the end of the fiscal year for the Association.



- 12.2** The President of the Executive Board shall chair all meetings of the members of the Association. In the absence of the President of the Executive Board, a Chair for that meeting shall be elected by the Executive Board. In the event of the resignation of the President a sitting Vice-President as voted in by the remainder of the Board members shall act as interim President of the Association until a new President has been elected.
- 12.3** Where matters calling for a vote at the Annual General Meeting specifically relate to the House League Baseball Division, or the Representative Division or the Softball Division, then only members present who have a player or umpire in that division, members of the respective Boards, and members of the Executive Board, shall be allowed to vote with respect to that matter.
- 12.4** All votes at the Annual General Meeting shall be taken by ballot if so demanded by any member of the Association, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution or vote has been carried, and an entry to that effect in the Minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 12.5** Any constitutional issues to be raised at, or considered at the Annual General Meeting, shall only be raised or considered upon 30 days' written notice to the Executive Board prior to the Annual General Meeting. Any amendment to the Constitution shall require a majority vote of not less than two-thirds of the voting members present at the Annual General Meeting.
- 12.6** The Annual General Meeting shall be conducted in accordance with Roberts Rules of Order.

ARTICLE 13. Seal

- 13.1** The seal, an impression whereof is stamped in the Margin hereof, shall be the corporate seal of the Association.

ARTICLE 14. Trustees

- 14.1** The President, Treasurer and one other member of the Board, shall be the Trustees of the Association.



- 14.2 The signatures of two of the three Trustees shall be required on all cheques to be issued by the Association, and all other financial documents of the Association, and the Trustees shall be responsible for ensuring that all banks and other financial institutions holding funds or property of the Association are so advised.
- 14.3 The Trustees shall examine the financial records of the Association and shall report their findings to the Executive Board and the Association membership at the Annual General Meeting.
- 14.4 The Trustees shall be responsible for ensuring that the funds and property of the Association are properly received and managed for the sole use and benefit of the Association and are properly accounted for on a monthly basis, and are expended, used and invested only upon proper authorization received from the Executive Board.
- 14.5 The Trustees shall employ a chartered accountant to assist them in the performance of their duties and to perform and audit of the Association on an annual basis, with the audit report to be presented to the next Annual General Meeting of the Association.

ARTICLE 15. Directors' Liability Insurance

- 15.1 The Association shall provide, at its expense, Directors' liability insurance to cover risks assumed by Directors with respect to any act or actions taken by them as a group or individually on behalf of and in accordance with their duties as Directors of the Association.

ARTICLE 16. Indemnities to Directors and Others

- 16.1 Every director of the Corporation, his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding 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 or about the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about



or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Corporations Act allows any person entitled to indemnity or to claim indemnity apart from the provisions of this by-law to the extent permitted by the Corporations Act or law.

ARTICLE 17. Dissolution

- 16.1** Upon dissolution of the Association, the net assets after payment of all debts shall be transferred to such similar association or associations as may be determined by a two-thirds majority vote of the members of the Association, or if such matter cannot be resolved, to the Corporation of the City of Mississauga or such successor municipality.