

Constitution

Team Cornwall Mission Statement: Team Cornwall exists to spread the word about Cornwall's positive attributes as a city in which to live work and do business. Team Members, acting as ambassadors, deliver timely information about the community and its growing economic development achievements.

Article 1 Name

The name of the association shall be "Team Cornwall".

Article 2 Objects

The object of the association shall be:

- A To act as ambassadors for the greater Cornwall area.
- B To promote the commercial, industrial, social and civic interest of the greater Cornwall area and its regional development opportunities.
- C To provide a forum for enhanced communication between the private sector and Cornwall Economic Development.
- D To provide networking opportunities for its members.
- E To work closely with agencies such as Cornwall Economic Development, Cornwall Chamber of Commerce, and Cornwall & Seaway Valley Tourism to promote the greater Cornwall area.
- F To actively encourage its membership to spread the positive news about the Greater Cornwall area in their own individual networks and spheres of influence.
- G To produce a Team Cornwall Promotional "Sports Card" for each member.
- H To actively solicit new members.
- I The performance of all such other actions as are conducive to the attainment of the above objects.

Article 3 Membership

Any individual residing or doing business within the greater Cornwall area is entitled to membership in the association if they:

- A Are a paid supporting member of the association and have purchased his/her Team Cornwall Promotional “Sports card”.
- B The amount of dues shall be established annually by the Board of Captains.

Article 4 Meetings

- A The Annual General Meeting of the members for the transaction of general business and the election of officers shall be held at such time and place as the board of captains shall determine.
- B Notice of the time and place of the Annual General Meeting shall be served to each member seven (7) days before the date of the meeting.
- C At all annual, general or special meetings, the use of proxy votes shall not be allowed.
- D Questions arising at any meeting shall be decided by a majority of votes and in the case of equality of votes, the Chair of the meeting shall have a second, deciding vote.
- E 50 members shall constitute a quorum for any annual or general meeting.
- F Only those members whose membership fees are paid in full shall be entitled to vote.

Article 5 Elections

The Board of Captains shall be elected from within the membership at the Annual General Meeting of the association by the general membership to serve for a term of one year or until their successors are elected or appointed.

The Chair, Vice Chair, Membership Chair, Secretary, and Treasurer are elected by the Board of Captains at the first Board of Captains’ meeting following the Annual General Meeting.

Article 6 Board of Captains

- A The Board of Captains shall comprise of a minimum of 10 and up to 15 members.
- B Following the Annual General Meeting, the Board of Captains is empowered to maintain up to 15 members by replacement or appointment of members to the Board of Captains, from the general membership.

- C A majority of the Captains shall constitute a quorum.
- D The affairs of the association shall be managed by the Board of Captains.
- E The Board of Captains shall have the power to establish membership dues.

Article 7 Executive Committee

The Executive Committee of the Association shall consist of a Chair, a Vice-Chair, a Membership Chair, a Secretary, and a Treasurer. A majority (50% plus 1) shall constitute quorum of the members of the Executive Committee.

Article 8 Officers and their duties

- A The officers of the association shall consist of a Chair, a Vice-Chair, a Membership Chair, a Secretary, and Treasurer.
- B In the case of a mid-term vacancy in the office of Chair, the Vice-Chair shall succeed to the office for the balance of the term. In the case of any other vacancy on the Board of Captains, the Board may elect a replacement from the membership.
- C The Chair shall be the chief executive officer of the association. He/She shall preside at all meetings of the association and of the Board of Captains. He/She shall sign all instruments which require his/her signature and shall perform all duties incident to his office and shall have such powers and duties as may from time to time be assigned to him or her.
- D The Vice-Chair will preside at all meetings of the association and of the Board of Captains in the absence of the Chair. He/She shall have such powers and duties as may from time to time be assigned to him/her by the executive committee of the association.
- E The Membership Chair shall be responsible for the recruiting of new members and the production of the Team Cornwall cards.
- F The duties of the Secretary will be as follows:
 - 1) To keep minutes of the Board of Captains meetings.
 - 2) To maintain all membership information and correspondence of the association.
 - 3) To prepare such reports as the Chair may require.
- G The duties of the Treasurer shall be as follows:
 - 1) To keep accounts, books and records of the association.

- 2) To keep records of membership fees, dues and assessments.
- 3) To receive all funds paid to the association and deposit them in the official depositories and disburse all the same only upon the order of the Board of Captains.
- 4) To keep the books open at all times for inspection by the Chair, Captains and auditors.
- 5) To make financial reports on the affairs of the association at Captain's meetings and at the Annual General Meeting.
- 6) To prepare such other financial reports as the Chair and the Board of Captains may require.

Article 9 Liability

The officers and captains and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the association from and against all claims, actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their respective offices, excepts such, if any, as they shall incur or sustain through their own willful neglect or default respectively.

Article 10 General

Notice of amendments to the constitution shall be circulated 30 days in advance of the Annual general Meeting and shall only be amended upon a vote of at least two thirds of the membership present and voting at the Annual General Meeting.