

Winakwa Community Centre

CONSTITUTION

Sept 20 2017

ARTICLE 1.0 – NAME:

The organization shall be known as Winakwa Community Centre Incorporated, hereinafter referred to as the “Centre”.

ARTICLE 2.0 – MISSION STATEMENT:

To provide a safe and nurturing environment for the members of our community.

To provide the best quality programs for the members of our community.

To provide the members of our community the opportunity to be the best they can be.

To provide the opportunity to build friendships and skills to enhance the well being of our members.

ARTICLE 3.0 – OBJECTIVES:

- 3.1 To maintain and improve the facilities of the Centre.
- 3.2 To plan and implement recreational and leisure programs for all ages and skill levels of area residents.
- 3.3 To administer funds, maintain records and prepare budget and financial reports for review and presentation to the Annual General Meeting of the Centre.
- 3.4 To prepare budget, financial and activity report for presentation to the City of Winnipeg.
- 3.5 To provide delegates to and support the programs and policies of the City of Winnipeg and the General Council of Winnipeg Community Centres.
- 3.6 To promote activities through which funds may be raised to use for improvements and to finance activities at the Centre.
- 3.7 To coordinate with other organizations and with the City of Winnipeg to provide recreational and leisure opportunities in a safe environment.

ARTICLE 4.0 – DEFINITIONS:

- 4.1 The Board of Directors shall consist of those members elected by the general membership at the Annual General Meeting of the Centre.
- 4.2 The Fiscal Year shall be a period of 12 consecutive months chosen by the Corporation to be its accounting period.
- 4.3 A quorum represents the minimum number of members that must be present for a valid meeting.
- 4.4 A majority vote constitutes 50% plus one of the eligible voters.

4.5 The age of majority is a person who is 18 years of age or older.

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ARTICLE 5 – BOUNDARIES:

The boundaries of the Centre shall be as defined by the City of Winnipeg.

ARTICLE 6 – MEMBERSHIP:

- 6.1 The membership of the Centre shall normally consist of those persons residing within the boundaries as specified under Article 5.
- 6.2 All residents of the City of Winnipeg may use the facilities and take part in the programs provide by the Centre, but the Centre shall be specifically concerned with meeting the needs of those residents within their designated boundaries.

ARTICLE 7 – FISCAL YEAR:

The Fiscal Year of the Centre shall commence on the first day of July each year and shall end on the 30th day of June in the following year.

ARTICLE 8 – GOVERNMENT:

- 8.1 The business and affairs of the Centre shall be managed by the Board of Directors consisting of not less than seven (7) and not more than twenty-three (23) members including the Executive Committee, which have been elected at the Annual General Meeting of the membership.
- 8.2 The Board of Directors has the power to expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
- 8.3 The Executive Committee shall consist of at least four (4) and not more than six (6) Officers, being the President, Past President, Vice- President(s), Secretary and Treasurer.
- 8.4 In the event of a vacancy, the Board of Directors may appoint a qualified member to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval of the assembled Board of Directors. Should a vacancy not be filled from within the Board of Directors, a Special General Meeting of the membership shall be called to fill the vacancy(s).
- 8.5 The office of a Director shall be vacated upon the occurrence of any one of the following events:
 - a) vacant by death,
 - b) resignation in writing to the Board of Directors,
 - c) removal by resolution of at least two-thirds 2/3 of the other Directors of the Centre.

8.6 Any Director may be removed from their elected or appointed position by a two-thirds 2/3 majority vote of the entire remaining Board of Directors upon the occurrence of any one of the following events:

- a) failure by the Director to attend any three (3) consecutive regular monthly meetings of the Board of Directors,
- b) failure by the Director to disclose a conflict of interest,
- c) where the remaining Directors are of the opinion that the Director has not acted in the best interest of the Centre.

8.6.a. A motion to remove a Director must be presented at the meeting of the Board before the meeting which will consider the motion.

8.6.b. The meeting considering the motion to remove a Director must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion.

8.6.c. The motion to remove a Director and the reasons for the motion must be mailed to the Director being removed no later than seven (7) days prior to the meeting dealing with the dismissal.

8.6.d. The director being removed shall be given the opportunity to present his/her evidence.

8.7 The Board of Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as a Director. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties, and may be paid reasonably for any duties they perform under contract to the Centre.

8.8 On any occasion in which a Director, or a spouse or dependent of a Director, has a personal or other substantial interest in any contract or transaction to which the Centre is a party, it is hereby deemed that this Director has a conflict of interest and shall disclose such interest at the time. The Director shall refrain from speaking to or voting on the resolution approving the transaction.

8.9 The Board of Directors must ensure that the Centre is operating on a non-political and non-sectarian basis.

ARTICLE 9 – ELECTIONS:

9.1 Election of the Board of Directors shall be held at the Annual General Meeting of the Centre.

9.2 A Nominating Committee, appointed by the Board of Directors, shall put forward the proposed slate of Officers at the Annual General Meeting. Nominees must express their willingness to stand either by being present at the elections or by written consent.

9.3 Additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.

9.4 The Chair of the Annual General Meeting shall appoint at least two scrutineers

who will; distribute the ballots, make an official count, announce the results at the meeting through the Chair and destroy all ballots.

- 9.5 All members of the age of majority holding full voting rights in the Centre may attend, vote or stand for election at the Annual General Meeting of the Centre.
- 9.6. At least six (6) of the Directors shall be elected at each Annual General Meeting and hold office for two (2) years from the adjournment of such Annual General Meeting. The elected Board of Directors shall meet immediately after the Annual General Meeting to elect an Executive Committee and Directors.
- 9.7 The newly elected Board of Directors shall take office as of the adjournment of the Annual General Meeting.

ARTICLE 10 – TERM OF OFFICE:

The President of the Centre shall not hold the position of President for more than two (2) consecutive three (3) year terms.

ARTICLE 11 – VOTING PRIVILEGES:

- 11.1 At regular monthly or Special Meeting, each accredited Board Member in attendance shall be entitled to one vote on each issue.
- 11.2 At the Annual General Meeting or any Special Meeting of the Centre, each member of the age of majority in attendance shall be entitled to one vote on each issue.
- 11.3 The Chair at any meeting of the Centre shall vote only to break a tie.
- 11.4 The business of the Centre shall be transacted by viva voce (in person) vote. Should an unforeseen circumstance require an immediate vote, electronic mail may be used within a 72 hour time frame.
- 11.5 The Chair may at his/her discretion require any contentious issue to be voted on by ballot.
- 11.6 Proxy votes will not be allowed.

ARTICLE 12 – COMMITTEES:

- 12.1 The Board of Directors of the Centre may establish Standing Committees or Ad Hoc Committees to assist with the administration of the Centre.
- 12.2 Committees shall be responsible and accountable to the Board of Directors.

ARTICLE 13 – ADVISORY STATUS TO THE BOARD:

The Executive Committee may appoint advisors to the Board of Directors as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors by a simple majority vote.

ARTICLE 14 – MEETINGS:

- 14.1 The Board of Directors including the Executive Committee will meet at least once

a month except during the months of July and August. July and August meetings will be held at the discretion of the Executive Committee. Notice of meetings, including minutes of the previous meeting, and a preliminary agenda, shall be provided to each Board Member at least seven (7) days prior to the meeting.

- 14.2 The Executive Committee will meet at the call of the President. Minutes of the Executive Committee meeting will be presented at the first Board of Directors meeting following the Executive Committee meeting. Notice of the meeting will be provided to the Executive Committee Officers at least seven (7) days prior to the meeting.
- 14.3 Special General Meetings may be convened by the President, or by a minimum of one-third 1/3 of the Board of Directors or by twenty (20) members in good standing of the Centre. Written requests must be acted upon within twenty (20) days of receipts of the request. Such requests shall state clearly the nature of the business proposed to be transacted. A Special General Meeting shall consider only those matters which are identified in the notice of the meeting. Notice of the meeting, including agenda, shall be given to the membership at least fourteen (14) days prior to the meeting. Such notice may be given by way of advertisement in the community newspaper or a community centre newsletter and shall be prominently displayed on the Centre's bulletin board.
- 14.4 The Board of Directors shall convene an Annual General Meeting of the Centre on the third Thursday of September under the rules as defined in Article 7 of the By-Laws. The purpose of the Annual General Meeting is for the reporting on the affairs of the Centre to the area residents and for the election of Directors.
- 14.5 Committee Meetings will be held as required and will be held at the discretion of the Committee Chair. The Chair will provide a report to the Board of Directors at the next regularly scheduled meeting.
- 14.6 All regular meetings of the Board of Directors shall be open to the public. Any member wishing to appear on the agenda must give notice to the President at least seven (7) days prior to the meeting. The Executive Committee will have the right to deny any such request with written notification stating the reasons for the denial.

ARTICLE 15 – QUORUMS:

- 15.1 The quorum for transaction of business at a regular or special meeting of the Board of Directors shall consist of not less than a simple majority (i.e. 50% +1) of the Directors in office at the time. The Chair is included in the quorum.
- 15.2 The quorum for the transaction of business at a Special General Meeting shall not be less than twenty (20) members of the Centre including five (5) members of the Board of Directors. A Special General Meeting can be called by any member of the community centre.
- 15.3 The quorum for the transaction of business at an Annual General Meeting shall be not less than twenty (20) voting members.
- 15.4 Meeting shall be adjourned and no business conducted if there is no quorum

within fifteen (15) minutes after the scheduled time of the meeting.

ARTICLE 16 – FINANCE:

- 16.1 The Board of Directors shall administer all funds and securities of the Centre and present an Annual Financial Review at the Annual General Meeting.
- 16.2 An annual budget shall be submitted to the Board of Directors for approval by no later than September.
- 16.3 All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board of Directors.
- 16.4 All funds and securities of the Centre shall be deposited in the name of the Centre with a recognized financial institution which shall be selected by the Board of Directors.
- 16.5 All financial documents and contracts must be signed by the President and if required one other Executive Member as approved by resolution of the Board of Directors.
- 16.6 No person shall incur an expense or commitment on behalf of the Centre unless authorized by the Board of Directors or by the membership at an Annual General Meeting.
- 16.7 The Board of Directors are authorized to incur such expenses as necessary for the continued operation of the Centre.
- 16.8 A copy of the approved monthly financial statements shall be provided to the City of Winnipeg.
- 16.9 The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board of Directors.
- 16.10 The Board of Directors shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members at the Annual General Meeting and filed with the City of Winnipeg. The person(s) appointed auditors shall not include a person who is a Director of the Centre.

ARTICLE 17 – AMENDMENTS:

- 17.1 Amendments to the Constitution may only be made at the Annual General Meeting. All proposed amendments must be received in writing and presented to the Board of Directors no later than thirty (30) days prior to the date of the Annual Meeting.
- 17.2 Amendments to the By-Laws may be made at a regular meeting or special meeting of the Board of Directors. Notice of motion for amendments to the By-Laws must be made at least one (1) month prior to the meeting at which the amendment(s) will be voted on.
- 17.3 Amendments to the Constitution shall require a minimum of two-thirds (2/3) of the majority of the members in attendance at the Annual General Meeting.
- 17.4 Amendments to the By-Laws shall require a minimum of two-thirds (2/3) majority of the Board members in attendance.

ARTICLE 18 – SIGNING AUTHORITY:

All cheques drawn upon the Centre's bank account shall be executed by two of the following: President, 1st Vice-President, 2nd Vice-President, Past-President and Treasurer. The monthly financial report submitted to the City of Winnipeg shall be signed by the Treasurer and President as approved at the monthly Board meetings.

ARTICLE 19 – INDEMNIFICATION:

Every Director or Officer of the Centre or other person who has undertaken or is about to undertake any liability on behalf of the Centre and their heirs, executors, administrators, and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Centre from and against:

- a) all costs, charges and expenses whatsoever which such Director or Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful neglect.
- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect.

ARTICLE 20 – WINDING UP:

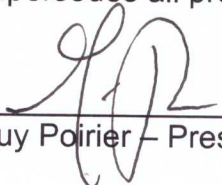
Members of the Centre do not have and cannot have any personal interest in the Centre's property. If the Centre is dissolved or disbanded, any assets left after all liabilities have been satisfied must be turned over to the City of Winnipeg.

ARTICLE 21 – INTERPRETATION:

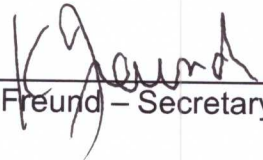
In the event of any dispute as to the meaning of any resolution or article heretofore or hereafter passed, the interpretation of the Executive Committee shall be final and conclusive.

STATEMENT OF APPROVAL:

This Constitution at the Annual General Meeting held on September 19, 2019 supersedes all previous Constitutions.



Guy Poirier – President



Kim Freund – Secretary