



ST. ANDREWS COMMUNITY CLUB CONSTITUTION

ARTICLE I – NAMES AND OBJECTIVES

Section 1. Name

- 1.1 The organization shall be known as “ST. ANDREWS COMMUNITY CLUB”, hereinafter referred to as “Community Club”.

Section 2. Objectives

- 2.1 To promote, develop and provide a broad range of recreational and leisure programs and services in a manner that promotes and respects dignity, independence, integration and equal opportunity for all.
- 2.2 To develop policies and procedures that provide accessible services to members and their families.
- 2.3 To provide quality programming through proper management and operation of the facilities and grounds.
- 2.4 To prepare a budget, financial and activity reports for presentation to the Annual General Meeting.
- 2.5 To promote environmental improvement actions and to minimize our impact on the ecosystem, continually working to improve and build upon efforts for pollution prevention and waste diversion.

ARTICLE II – BOUNDARIES

Section 1. Boundaries

- 1.1 The boundaries of the Community Club shall be the boundaries of the R.M. of St. Andrews, and shall encompass all residents whose primary residence is in the R.M. of St. Andrews.

ARTICLE III – MEMBERSHIP

Section 1. General Membership

- 1.1 The membership of the Community Club shall normally consist of those persons residing within the Community Club’s boundaries as specified under ARTICLE II.

Section 2. Fees

- 2.1 Applicable non-resident fees, membership fees, registration fees shall be due and payable as specified by the Board of Directors. For liability purposes, all fees must be paid prior to participation in any club related activity or event.
- 2.2 Only members who reside within the boundaries of the R.M. of St. Andrews and who have paid an annual membership fee will be considered “members in good standing” for the purposes of voting at the Annual General Meeting or being elected to the Board of Directors, as detailed in Article V.

Section 3. Transfer or Cancellation of Membership

- 3.1 Members are prohibited from assigning their membership in the Community Club. Members may withdraw or resign from the Community Club by giving written notice to the Board of Directors.

Section 4. Honorary or Lifetime Membership

- 4.1 Honorary or Lifetime Membership may be conferred on any person at an AGM, upon the recommendation of the Board of Directors. The person must be eligible for General Membership, as defined in Section 1.

ARTICLE IV – GOVERNANCE

Section 1. Officers / Board of Directors

- 1.1 The business and affairs of the Community Club shall be managed by a Board of Directors consisting of not less than 4 and not more than 8 members including the Executive Committee, which have been elected at the AGM.
- 1.2 The Executive Committee shall consist of four officers: President, Vice President – Operations and Programming, , Treasurer and Secretary.
- 1.3 Members of the Board shall serve without remuneration.
- 1.4 Any member of the Board of Directors, who resigns from the Board in writing, will cease to be a Board member. At the next Annual General Meeting, they can be nominated and if elected can return to the Board at that time.

Section 2. Past President

- 2.1 The Past President shall serve in an advisory capacity to the Board of Directors for a term of two years from leaving office and shall have full voting privileges during this period. The Past President shall not be included in the maximum allowable number of Directors.

- 2.2 Should the President tender his/her resignation in writing, this precludes that person from assuming the role of Past President.

Section 3. Officer Responsibilities

- 3.1 **President** – Chairs the Board and Annual General Meetings; provides direction to Officers and Board members in the performance of their duties; acts as a good will ambassador and spokesperson; ex-officio member of all Community Club Committees or Executives; cannot hold an officer position on any other Community Club Standing Committees or Executives.
- 3.2 **Past President** – Serve in an advisory capacity to the Officers/Board of Directors.
- 3.3 **Vice President – Operations and Programming** – Assumes the duties and responsibilities of the President in his/her absence; performs special duties as assigned by the President and Treasurer; ex-officio member of all Community Club Committees or Executives; cannot hold an officer position on any other Community Club Standing Committees or Executives. In matters of the Community Club, is responsible for administrative management, including human resources and programming.
- 3.4 **Treasurer** – Maintain a record of all monies received and paid out for the Community Club; deposit all funds as such in accordance with Board policy; ensures that all expenses are approved by the Board or the Committee member responsible for the expense; prepares cheques for signature by the delegated signing authorities; prepares and presents monthly financial statements at each Board meeting, provides the books and reports to the Board on an annual or ‘as needed’ basis, presents at the Annual General Meeting to the general membership, the external financial statements showing related expenditures for the current year; prepares a yearly budget cooperatively with each of the appropriate committees; member of the Finance Committee; other duties as assigned by the President; ex-officio member of all Community Club Committees or Executives.
- 3.5 **Secretary** – Issues notice of all Board and Annual General Meetings; records all proceedings of the Community Club; provides copies of minutes to all members in attendance; maintains a roll of active members; handles all incoming and outgoing correspondence for the Board; other related duties as assigned by the President; ex-officio member of all Community Club Committees or Executives.

Section 4. Executive Committee Powers

- 4.1 The Executive Committee shall have the power to do all things necessary for the successful operation of the Community Club and thus be empowered to:
 - 4.1.1 Approve the administration of funds in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Club.
 - 4.1.2 Commence any new form of activity, sport or event considered desirable by the Membership or, in like manner, discontinue any form

- of activity, sport or event being conducted under the auspices of the Community Club.
- 4.1.3 Conduct business of an emergency nature between the regular meetings of the Board. All actions shall be reported at the next regular board meeting.
 - 4.1.4 Have full power to make from time to time such rules, regulations or policies for the management of the Club that are consistent with the Letter Patent Incorporation, the By-Laws, and the Constitution of St. Andrews Community Club.
 - 4.1.5 Expel or suspend from the Community Club any person guilty of misconduct or any infraction of the rules and regulation of the Community Club.
 - 4.1.6 Notwithstanding any other provisions of the Constitution, appoint committees, either standing special or ad hoc, appoint the committee Chairperson, prescribe their duties, powers and the duration thereof. All Committees shall be responsible and accountable to the Board of Directors

ARTICLE V – ELECTION OF OFFICERS / DIRECTORS (AGM)

Section 1. Annual General Meeting

- 1.1 The AGM Meeting will take place prior to May 30th.
- 1.2 At the AGM, the following format shall be the order of business:
 - 1) Provide the Minutes of the previous AGM.
 - 2) President’s report.
 - 3) Treasurer’s report.
 - 4) Appointment of Auditor (if applicable).
 - 5) Committee reports.
 - 6) Correspondence.
 - 7) Award presentations.
 - 8) Amendments to the Constitution.
 - 9) Election of Officers and Directors.
 - 10) Adjournment.

Section 2. Elections

- 2.1 Election of the Board of Directors shall be held at the Annual General Meeting (AGM) of the Community Club.
- 2.2 At the AGM, the officers who are beginning the second year of their term, shall serve as Election Official and Scrutineer(s).
- 2.3 Nominations for the position of President, Vice President – Operations and Programming, , Treasurer and Secretary must be sought from any eligible member who is on the present Board of Directors prior to the Annual General Meeting.
- 2.4 Other Directors will be Special events, Ice Rentals and Member at large.
- 2.5 Nominations for the positions of all other Directors may be sought from any eligible member prior to the Annual General Meeting.

- 2.6 Nominations of individuals not in attendance (due to extenuating circumstances) may be presented from the floor provided the nominee has indicated his/her willingness to serve. Such intent will be accepted only in written form by the nominee.
- 2.7 When more than one name is nominated for one officer position, election shall be by secret ballot.
- 2.8 All resident members in good standing (as per ARTICLE III, Section 2.1), who are of the age of majority may attend, vote or stand for election at the AGM. For the purpose of voting, one ballot will be provided for each paid membership.
- 2.9 The positions of President, and Secretary shall be elected in alternating years to the positions of Vice President – Operations and Programming and Treasurer. Officers shall take office immediately following the Annual General Meeting.
- 2.10 Directors shall be elected by nomination from the floor at the Annual General Meeting. There will be no maximum number of nominees. Elections will take place by secret ballot only if there are more nominees than director positions.
- 2.11 The positions of Director for Skating, Hockey, Soccer, Baseball and Ringette, are appointed by their own respective committees and can attend board meetings to give update reports.
- 2.12 The elected Board of Directors shall take office upon election. Specific director positions will be filled at the first regular Board Meeting following the AGM.

Section 3. Term of Office

- 3.1 At the Annual General Meeting, Officers shall be elected on a rotating basis for a two-year term, or until their successor has been selected.
- 3.2 Directors shall be elected at the Annual General Meeting for a one-year term.

Section 4. Vacancy

- 4.1 If the position of President becomes vacant during the term of Office, the Vice President – Operations and Programming shall automatically assume all responsibilities associated with the position of President.
- 4.2 If the Vice President – Operations and Programming is not able to assume the role of President, the position shall remain vacant until the next AGM.
- 4.3 Any other Officer vacancy shall be filled from within the existing Board of Directors with a majority vote of Directors.
- 4.4 The Board may as required, at any time throughout the year, and with a majority vote, appoint an individual to fill a Director vacancy and/or to fulfill the maximum allowable number of Directors.

ARTICLE VI – COMMITTEES

Section 1. Committees – Standing, Special, Ad Hoc

- 1.1 In accordance with Article V, Section 2.11, the Board of Directors shall at its first meeting immediately following the Annual General Meeting, appoint Chairs of Committees from amongst the members of the Board.
- 1.2 Standing Committees status is given to Skating, Hockey, Ringette and Finance.
- 1.3 All Committees shall be responsible and accountable to the Board of Directors.
- 1.4 The Committees constituted and appointed shall serve during the year of their appointment, or until their successors are appointed. In the event of a vacancy occurring in any Committee, the vacancy shall be filled from within the Board of Directors.
- 1.5 Each Standing Committee President, or designate, shall attend all Board of Directors meetings.
- 1.6 No Committee, Standing, Special or Ad Hoc shall expend any club funds, other than normal operating expenses, or emergency operational expenses, or bind the Community Club, or pledge its credit or enter into any contracts or purchase commitments, beyond the sum of \$500.00 without the express authority of the Board of Directors. In the event of violation, liability rests with the Committee member who authorized the expenditure.
- 1.7 The Community Club Board of Directors has the ultimate governing authority over all Standing Committees by way of a majority vote and can designate our Officers and Constitution to be the ruling authority of that Standing Committee.
- 1.8 All financial records, statements and reports of the Committees shall be submitted to the Treasurer on a quarterly basis or upon the specific request of the Treasurer. The information will be shared with the Board of Directors on an as needed basis.
- 1.9 All minutes of the Committees shall be submitted to the Secretary on a quarterly basis or upon the specific request of the Secretary. The information will be shared with the Board of Directors on an as needed basis.

ARTICLE VII – MEETINGS, VOTING, AND ETHICS

Section 1. Meetings

- 1.1 Meetings of the Officers and Board of Directors shall be held once a month, at such a time and place as deemed by the Board of Directors at the 1st meeting immediately following the Annual General Meeting. A quorum must be present to constitute a legal meeting.
- 1.2 The President or other officer acting in his stead, shall have full power and authority to call a special meeting of the Board at any time or at the written request of any three members of the Board providing 72 hours notice is given to the Secretary.

- 1.3 Monthly meetings can be changed only if the President and one Officer notify a change to the Secretary, at least 7 days prior to the meeting.
- 1.4 All meetings shall be conducted under the most current version of “Roberts Rules of Order”.
- 1.5 Committee meetings will be scheduled on an ad hoc basis at the call of the Committee Chair.
- 1.6 Any Delegation wishing to appear on the agenda of a regular Board meeting must give notice to the President at least seven 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.
- 1.7 All Committees will be required to report, either verbally or by written report, at each scheduled Board meeting.
- 1.8 Any Officer or member of the Board of Directors who misses 3 consecutive meetings or 4 meetings within a fiscal year shall be considered as having resigned from their position on the Board. If extenuating circumstances exist, and exception may be granted by way of a majority vote by the Board.
- 1.9 Any Officer or Director may be removed from the Board upon a 75% majority vote of the Board. A motion to remove an Officer or a Director must first be presented to the Board at the meeting prior in order to consider the motion at the next meeting. Reasons for the motion must be corresponded to the Officer or Director at least seven days prior to the meeting dealing with his/her dismissal. The Officer or Director will be given the opportunity to present a defense prior to the vote.

Section 2. Quorum

- 2.1 A simple majority of the Board of Directors/Officers shall constitute a quorum for the transaction of business. At least 2 officers must be present.

Section 3. Voting

- 3.1 All issues arising at any meeting of the Officers/Directors shall be decided by a majority vote. Each Officer/Director in attendance, with the exception of the President, shall have one vote. A motion shall be carried when the majority of the Officers/Directors present vote in favour of the issue at hand; otherwise the motion shall be lost. The President or his stead shall vote only in the event of breaking a tie.
- 3.2 No member shall vote by proxy at any meeting of the Board of Directors, or any Committee meeting.
- 3.3 The President may, at his/her discretion, allow any issues relating to the voting in or out of an Officer/Director to be voted on by secret ballot. All other issues shall be voted on publically.
- 3.4 A resolution in writing signed by all members of the Board shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.
- 3.5 A resolution by email that is acknowledged within 72 hours by a 75% majority of the Board of Directors shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

Section 4. Ethics

- 4.1 Conduct of the Board members should always be held to the highest personal, professional and moral standards. It is expected that individuals on the Board will act in a most tactful and professional manner at all times with respect to the Community Club and it's Board's management, the Committees, its membership, and the public alike.
- 4.2 When issues are in conflict of interest, a member of the Board should make clear the position of conflict to the Board and exclude himself or herself or ask for consideration by the Board of this conflict.
- 4.3 By accepting a position on the Board, current and past members will agree to abide by the Constitution, during and after Board meetings.
- 4.4 Confidential information, reports, or sensitive issues, discussed at a Board meeting shall remain private and confidential.
- 4.5 Any information gained by virtue of a member's position on the Board shall not be used to the detriment of the Community Club, its members, or related parties.
- 4.6 Article VII, Section 4, Sub-section 4.1, 4.2, 4.3, 4.4, and 4.5 shall also pertain to all Committees, Community Club Coaches, Volunteers, employees and Contract positions.

ARTICLE VIII – MISCELLANEOUS

Section 1. Miscellaneous

- 1.1 The Community Club shall be open for such days and during such hours as may be affixed by the Board of Directors.
- 1.2 Each member shall be personally liable to the Community Club for all injury or property damages of the Community Club caused by him/her or by any member of his/her family.
- 1.3 All complaints/concerns regarding employees/contract staff shall be directed to the Executive Committee.
- 1.4 The colors of the Community Club shall be red, white, and blue.
- 1.5 All Officers/Board members shall be excused from any proceedings involving a conflict of interest. The decision to be excused involving a Board member shall be decided by majority vote.
- 1.6 The Community Club supports the recognition of the “Fair Play Rules”.
- 1.7 The Community Club will make every effort to ensure that goods and services purchased for the Community Club will be supplied by local suppliers and service contractors. Preferential treatment will be given to suppliers of goods that are manufactured or recycled locally and that can be recycled again.
- 1.8 Unless prior Board permission has been granted, only the President or his/her designate is authorized to speak on behalf of the Board regarding any sensitive, contentious, or significant issues that have not yet received Board approval.

ARTICLE IX – BANK / FINANCIAL TRANSACTIONS / CERTIFICATION OF DOCUMENTS

Section 1. Bank Account

- 1.1 The bank account shall be maintained in the name of the St. Andrews Community Club in such financial institution as the Board of Directors may from time to time select by resolution.
- 1.2 With the exception of the Bingo program, no committee, whether Standing, Special or Ad Hoc, should maintain a separate bank account, unless it is for the purpose of fundraising or other transactional purposes that have been approved by the Board.

Section 2. Financial Transactions

- 2.1 All cheques, promissory notes, bills of exchange issued, drafts signed, and contracts accepted or made by or on behalf of the Community Club, shall be signed by any tow of the delegated signing authorities.
- 2.2 All cheques, promissory notes, bills of exchange or orders for the payment of money to be deposited to the credit of the Community Club’s bank account, may be endorsed for such purpose only.

- 2.3 Any other individual granted signing authority on behalf of the Community Club shall receive such authority by resolution of the Board of Directors.
- 2.4 The Board of Directors shall have full power to reimburse to any Officer/Director of the Community Club such expense, as they may deem proper.
- 2.5 All Officers/Directors shall participate in the operations/management of the Community Club's business affairs without pecuniary gain.
- 2.6 For financial reporting purposes, the fiscal year of St. Andrews Community Club shall run from September 1 to August 31.
- 2.7 The Treasurer shall present the annual financial statements of the Community Club to the general membership-at the Annual General Meeting.
- 2.8 An external, independent, duly qualified accountant shall review the books and records of the Community Club annually. The terms and conditions of the accountant's review and remuneration shall be determined by the Board of Directors.
- 2.9 The financial books and records of the community Club are to reside with the Treasurer however remain the sole property of the Community Club. The Treasurer shall provide the books and reports, electronic or otherwise (format to be specified by the Board), to the Board of Directors on an annual basis or upon request, should the need arise.
- 2.10 All prior years financial books and records shall be stored in a secure location, accessible by the Board.
- 2.11 No Officer or Board member shall expend any money of the Community Club, other than that for normal operating expenses, or emergency expenses, or bind the Community Club, or pledge its credit or enter into any contracts or purchase commitments, beyond the sum of \$1,000 without a majority vote of the Board of Directors. In the event of violation, liability rests with the Committee or Board member who authorized the expenditure.
- 2.12 All committees, whether Standing, Special or Ad Hoc, shall submit an annual budget to the Finance Committee no later than March 31st for the upcoming fiscal year. A comprehensive annual budget shall be submitted to the Board of Directors for approval no later than the April Board meeting.
- 2.13 The books and financial records of the Club will be open to inspection by members in good standing, upon reasonable notice to the Board.

ARTICLE X – CORPORATE SEAL / EXECUTION OF DOCUMENTS

Section 1. Corporate Seal

- 1.1 The seal, an impression of which appears on the margin hereof, shall be the Corporate Seal of the Community Club and when required to be affixed to any document, shall be affixed by the President, Vice president, Treasurer, or Secretary and shall be attested by the hands of the aforementioned.

Section 2. Execution of Documents

- 2.1 All conveyances, deeds, transfers, mortgages, assignments, caveats, plans, contracts, leases, agreements, or other documents of any kind or nature to which the Community Club is a party, except cheques, notes, drafts, and other negotiable instruments, shall be executed for the Community Club by the President, Vice President, , Treasurer or Secretary, in the name of the Community Club and by resolution of the Board of Directors.

ARTICLE XI – AMENDMENTS

Section 1. Amendments

- 1.1 Amendments to this Constitution must be presented to the Board 30 days prior to, and passed by a 2/3 majority of voting members at an Annual General Meeting.

ARTICLE XII – DISSOLUTION

Section 1. Dissolution

- 1.1 That upon dissolution of the Board of Directors, the Community Club shall be turned over to the Rural Municipality of St. Andrews for operation and administration with the aim to operate the facility as per its recreational objectives.
- 1.2 All funds turned over to the Rural Municipality of St. Andrews must be clearly earmarked for the operations of the Club and not absorbed into the general operating budget of the RM.

STATEMENT OF APPROVAL

This Constitution approved at the Annual General Meeting of the St. Andrews Community Club dated May 26, 2014 supersedes all previous Constitutions for the Community Club.

Kurt Procter
President

Christine Prokopich
Secretary