

ROBERT A. STEEN COMMUNITY CENTRE INC. CONSTITUTION

ARTICLE 1 – NAME

The organization shall be known as the “Robert A. Steen Memorial Community Centre Inc.”, hereinafter referred to as the “Centre”.

ARTICLE 2 – PURPOSE

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages residing within the designated areas as defined in Article 5, through the management and operation of the facilities and grounds.

ARTICLE 3 – OBJECTIVES

The objectives of the Centre shall be:

- 3.1 To plan and initiate or conduct a variety of recreational and leisure activities suited to the needs and requirements of the residents of the designated area.
- 3.2 To communicate with the residents of the designated area so as to determine their needs for recreational and leisure activities, and to ensure that they are aware of the activities and programs being offered by the Centre.
- 3.3 To administer and operate the Centre in accordance with the Operating Responsibilities as approved by the General Council of Winnipeg Community Centres and the City of Winnipeg.
- 3.4 To prepare budget, financial and activity reports for presentation to the City of Winnipeg.
- 3.5 To promote activities through which funds may be raised to support the activities of the Centre.
- 3.6 To plan for the continued operation of the Centre and its programs through the recruitment and training of volunteers.

3.7 To provide delegates to and support the programs and policies of the City Centre Board District and the General Council of Winnipeg Community Centres.

ARTICLE 4 – GLOSSARY

The following words, when used in the Constitution and By-laws, shall mean:

Member – any person residing within the boundaries.

Director – any member of the Board of Directors (“the Board”) of the Centre.

Constitution – overall governance of the Centre.

By-laws – a more detailed governance of the Centre.

ARTICLE 5 – BOUNDARIES

The Centre shall serve the residents within the boundaries 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 may use the facilities and take part in the programs provided by the Centre, but the Centre shall be specifically concerned with meeting the needs of those residents residing within their designated boundaries.

ARTICLE 7 – FISCAL YEAR

The fiscal year of the Centre shall be from January 1 to December 31.

ARTICLE 8 – GOVERNMENT

8.1 The business and affairs of the Centre shall be managed by a Board of Directors consisting of not less than seven Members, and not more than 20 Members, including the Executive Committee, which have been elected at the Annual Meeting of the Membership.

8.2 The Executive Committee shall consist of at least four Officers; being the President, Past President, Vice-President(s), Secretary and Treasurer.

8.3 In the event of a vacancy, the Board may appoint a qualified member to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have been filled from within the Board, a Special General meeting of the Membership shall be called to fill the vacancy(s).

8.4 All Members of the age of majority may attend, vote or stand for election at the Annual Meeting of the Centre.

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;
- (c) removal by resolution of at least two-thirds of the other directors of the Centre
- (d) expiry of a director's term

8.6 Any Director may be removed from their elected or appointed position by a two-thirds 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 regular monthly meetings of the Board as per the one-year term in Article 11 – Terms of Office
- (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;
- (d) where the director acted against or failed to act 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 will consider the motion.

8.6.b The meeting considering the motion to remove 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 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 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 director. A director may be reimbursed for reasonable expenses incurred by them in the performance of their duties, when the expenses are pre-approved by the Board, and upon the Director submitting receipts.

8.8 On any occasion in which a director, or a spouse, or a dependent of a director has a personal material 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 If the Centre hires a Director to perform services for the Centre, providing that the Director has complied with the conflict-of-interest provisions set out in Article 8.8, it will pay the Director a reasonable amount.

ARTICLE 9 – BOARD POWERS:

The Board shall have the power to do all the things necessary for the successful operation of the Centre, thus be empowered to:

9.1 Hire and supervise staff as required, or delegate to the Centre Manager

9.2 Appoint and grant the authority to the Centre Manager to carry out the responsibilities and duties as outlined in the Centre Manager's job description.

9.3 Administer the funds of the Centre in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Centre, provided that same are not contrary to the general policy of the City of Winnipeg, including, but not limited to, preparation of budgets, maintenance of records and preparation of finance reports.

9.4 To commence any new form of activity or sport considered desirable by the Membership or in like manner discontinue any form of activity of sport being conducted under the auspices of the Centre.

9.5 Expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.

9.6 To ensure that the Centre is operated on a non-political and non-sectarian basis.

9.9 Notwithstanding any other provisions of the Constitution, appoint committees, either standing or temporary, prescribe their duties, powers and duration thereof. The executive committee may also appoint the Committee Chairperson. All Committees shall be responsible and accountable to the Board of Directors.

9.8 To appoint or hire advisors to the Board as it deems necessary and appropriate.

9.9 To make such rules and regulations regarding the use of the Centre facilities as they may deem necessary.

ARTICLE 10 – ELECTIONS

10.1 Election of the Board of Directors shall be held at the AGM of the Centre.

10.2 Two months before the Annual Meeting, the President will appoint a nominating committee which shall consist of no more than three Members, two of which shall be Members of the Board. The Chairman of the nomination committee will ensure that a slate of officers will be prepared and presented at the Annual Meeting. Nominees must express their willingness to stand either by being present at the elections or by written consent.

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

10.4 The Chair of the Annual 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.

10.5 The elected Board of Directors shall take office upon election unless otherwise provided for by the by-laws.

ARTICLE 11 – TERMS OF OFFICE

Each Director shall be normally be elected for a one-year term. At each AGM, all directors on the incumbent Board shall retire, but, if qualified, shall be eligible for re-election.

ARTICLE 12 – MEETINGS

12.1 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 mailed to each Board Member of at least seven days prior to the meeting, or within such shorter time that the Board accepts as reasonable.

12.2 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 Meeting. Notice of the meeting will be mailed to the Executive Officers at least seven days prior to the meeting.

12.3 Special General Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors or by fifteen Members of the Centre. Written requests must be acted upon within thirty days of receipt of the request. Such request shall state clearly the nature of the business proposed to be transacted. A special meeting shall consider only those matters which are identified in the notice of meeting. Notice of the meeting including the agenda shall be give to the Membership at least 14 days prior to the meeting. Such notice may be given by way of advertisement in the community newspaper, community Centre newsletter, websites or other suitable means, and shall be prominently displayed on the Centre's bulletin Board.

12.4 The Board shall convene the AGM no later than 120 days after the end of the fiscal year. The annual meeting shall be convened for the purpose of reporting the year's activities, to present the annual financial review/audit statement, the election of officers and to hear from Members. Notice of meeting will be provided to the Membership at least 30 days prior by way of the community Centre newsletter, websites or other suitable means, and on the Centre's bulletin board.

12.5 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.

12.6 All regular meetings of the Board 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 rights to deny any such request with written notification stating the reasons for denial.

ARTICLE 13 – QUORUM

13.1 The quorum for transaction of business at a regular or special meeting of the Board shall consist of not less than a simple majority of the directors in office at the time.

13.2 The quorum for the transaction of business at a Special General Meeting shall not be less than fifteen Members of the Centre including five (5) Members of the Board.

13.3 The quorum for the transaction of business at an Annual Meeting shall be at least fifteen (15) voting Members.

13.4 Meetings shall be adjourned and no business conducted if there is no quorum within thirty minutes after the scheduled time of the meeting.

ARTICLE 14 – VOTING PRIVILEGES

14.1 At regular or special meeting of the Board of Directors, each Board Member in attendance with the exception of the President, shall have one vote. The President may only vote in the event of a tie.

14.2 At the AGM, or any special general meeting of the Centre, each member of the age of majority in attendance shall be entitled to a vote.

14.3 All motions with the exception of amendments to the Constitution and By-Laws shall be approved by a simple majority.

14.4 All amendments to the Constitution and By-Laws shall require a minimum of two-thirds majority.

14.5 The Chair may require any contention issue to be voted on by ballot.

14.6 No proxy votes will be allowed.

ARTICLE 15 – ADVISORY STATUS TO THE BOARD :

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

ARTICLE 16: FINANCE

As this is policy, it will be removed from the Constitution and added to the policy handbook.

ARTICLE 17: AMENDMENTS

17.1 Amendments to the Constitution may only be made at the AGM. All amendments must be received in writing by the Membership no later than 21 days prior to the meeting. The Board shall make the text of proposed changes available for review to the Members at least 14 days prior to the meeting date by advertisement, including community newsletters, websites or other suitable means, and on the Centre's bulletin Board.

17.2 Amendments to the by-laws may be made at the AGM or a Special Meeting of the Board of Directors. Notice of motion for amendments shall be made at any regular or Special Meeting of the Board.

17.3 Amendments to the Constitution shall require a minimum of two-thirds majority of the Members in attendance at the AGM.

17.4 Amendments to the by-laws shall require a minimum of two-thirds majority of the Board Members in attendance.

ARTICLE 18 – INDEMNIFICATION

Every Director of the Centre or other persons who may incur any liability on behalf of the Centre and his/her 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 other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of the Director's office except such costs, charges, or expenses or actions as are occasioned by his/her own willful neglect.

(b) all other costs, charges, and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by the Director's own willful neglect.

ARTICLE 19 – DISSOLUTION

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

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 article heretofore or hereafter passed, the interpretation of the Executive shall be final and conclusive.

STATEMENT OF APPROVAL

This Constitution and these By-laws approved at the Annual General Meeting held on _____, 20____ supersede all previous Constitutions and By-laws.

President Secretary