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CONSTITUTION OF East St. Paul Community Centre

ARTICLE 1 - NAME:

The organization shall be known as "East St. Paul Community Centre referred to as the "Centre".

ARTICLE 2 - PURPOSE:

The purpose of the Centre is to provide a broad range of sport programs and recreational activities for persons of all ages with a focus on youth residing within the designated areas as defined in Article 5.

ARTICLE 3 - OBJECTIVES:

The objectives of the Centre shall be:

To plan and initiate or conduct a variety of sport programs and recreational activities suited to the needs and requirements of the residents of the designated area.

To communicate with the residents of the designated area so as to determine their needs for sport and recreational activities, and to ensure that they are aware of the activities and programs being offered by the Centre.

To prepare budget, financial and activity reports for presentation to the Membership.

To promote activities through which funds may be raised to support the activities of the Centre.

To work cooperatively with the RM of East St Paul.

To plan for the continued operation of the Centre and its programs through the recruitment and training of staff and volunteers.

ARTICLE 4 - DEFINITIONS:

In this and all other By-Laws of the Centre:

“Act” shall mean The Corporations Act of Manitoba, as amended from time to time, or any act that may hereafter be substituted therefor;

“Age of Majority” - A person who is 18 years of age or older;

“Affiliate Member” shall mean any person using the programs of the Centre but not residing within the geographical boundaries as described in Article 5;

“Board” shall mean the Board of Directors of the Centre;

“Centre” shall mean ‘East St. Paul Community Centre.’ and shall include all land, improvements, fixtures and equipment and without limitation all facilities designated and programs developed by the Centre from time to time to be made for the objectives and purposes of the Centre;

“Fiscal Year”- A period of 12 consecutive months chosen by a Centre to be its accounting period;

“Majority Vote” - Fifty % plus one of the eligible voters;

“Member” shall mean any person residing within the East St. Paul Community Centre's boundaries as described in Article 5;

“Member in Good Standing” shall mean any member, or member at large, who has not been issued a No Access order and does not owe any participatory fees;

“No Access Order” shall mean a directive given by the Executive to refrain from participation in any and all Centre activities including spectating;

“Proxy” - A person appointed to vote for another who is not present;

“Quorum” - The minimum number of members that must be present for a valid meeting.

Any other word or term contained in this By-Law which is defined in the Act shall have the meaning given thereto in the Act;

Where the context so requires, the singular shall include the plural; the plural shall include the feminine; and the word "person" shall include firms and Centres.

ARTICLE 5 - BOUNDARIES:

The boundaries of the Centre will include from the Red River to the West to Lorne Hill Road (22E) to the East. From the north side of Glenway Avenue to the South. To the south side of Church Road to the North.

Residents outside these boundaries may participate in activities of the Centre, provided they do not interfere with or contravene the rules or regulations of any other duty-recognized organization. Attached is a copy of said map.

ARTICLE 6 - MEMBERSHIP:

Member - The membership of the Centre shall normally consist of those persons residing within the boundaries as specified under Article 5.

Affiliate Members – An affiliate member of the Centre consists of persons residing outside of the boundaries as specified under Article 5 but who are active participants within one of the Centre programs. Affiliate members do not have voting rights.

“Member in Good Standing” shall mean any member, or member at large, who has not been issued a “No Access Order” and does not owe any participatory fees.

ARTICLE 7 - FISCAL YEAR:

The fiscal year end of the Centre shall be from August 1 to July 31.

ARTICLE 8 - GOVERNANCE AND MEMBERSHIP:

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

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

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 the majority approval of the assembled Board of Directors. Should a vacancy not be filled from within the Board a Special General meeting of the Membership shall be called to fill the vacancy(s).

All members of the age of majority and in good standing may attend, vote or stand for election at the Annual General Meeting of the Centre. The position of President must be filled by an individual who has served at minimum one term on the Board.

The office of a Director shall be vacated upon the occurrence of any one of the following events: vacant by death; resignation in writing to the Board; removal by resolution of at least two-thirds of the other directors of the Centre.

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:

failure by the director to attend any three consecutive regular monthly meetings of the Board;

failure by the director to disclose a conflict of interest;

where the remaining directors are of the opinion that the director has not acted in the best interest of the Centre.

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

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.

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.

The Director being removed shall be given the opportunity to present his evidence.

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, and may be paid reasonably for any duties they perform under contract to the Centre.

On any occasion in which a Director, or a spouse or 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.

ARTICLE 9 - EXECUTIVE COMMITTEE POWERS:

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

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.

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

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

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

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.

To appoint advisors to the Board as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors.

Subject to ratification by the board, the Executive Committee shall make such rules and regulations regarding the use of the Centre facilities and property within the Executive owned or controlled as they may deem necessary.

ARTICLE 10 - EXECUTIVE OFFICERS

10.1 One Position per Term

The Executive Officers shall not be allowed to hold more than one position during their Term of Office. Regardless of the number of positions the individual holds on the Board, they are only entitled to one vote.

10.2 The Powers and Duties of Executive Officers

Specific duties and powers of Executive Officer shall be as follows:

PRESIDENT: The President shall preside at meetings of the Centre, of the Board and of the Executive Committee. He or she shall perform such other duties and shall exercise such other powers as ordinarily pertain to this office, which shall include authority to:

- a. Call Special Meetings as required
- b. Be an ex-officio member of all Committees;
- c. Appoint special Committees as not normally provided for;
- d. Act as signing authority on behalf of the Centre;
- e. Cast a deciding vote in the event of a tie-in any voting, except in election of Officers;
- f. Delegate or assign duties to members of the Board as required;
- g. Delegate power to the Vice-President in his or her absence.

The President may veto any decision of the Board and/or the Executive Committee whenever he or she feels such a decision is not in keeping with the Constitution, in particular, where it would result in, what he or she deems to be, too much financial or other risk to the Centre and/or its Officers. Having exercised such veto power, the President must call a Special Meeting of the Centre, to be held within twenty (20) days of the veto and in which the will of the Membership shall determine the issue.

VICE PRESIDENT: The Vice President shall be responsible for assisting the President in all

matters related to the Centre. The Vice President shall serve as a delegate as assigned by the Executive Committee on any Centre established committees.

SECRETARY: The Secretary shall be responsible for documenting all business of the Centre. The Secretary shall keep records for attendance of Directors at Board meetings and Executive Officers at Executive Committee meetings, send out notices of meetings of the Centre, for the Board and Executive Committee meetings, keep minutes of Board and Executive meetings and perform such other duties as usually pertain to this office.

TREASURER: The Treasurer shall be responsible for overseeing the individual sport budgets, and the overall financial standing of the Centre. The Treasurer shall have custody of all unallocated funds of the Centre accounting for all funds to the Centre at its monthly meetings at such times as he or she may be called upon to do so by a meeting of the Centre by the Board or by the Executive Committee. The Treasurer shall perform such other duties as usually pertain to this office including the establishment of budgets for registrations and expenditures in conjunction with the manager and Directors. Upon his or her retirement from office or whenever called upon to do so, he or she shall turn over all books of account to the President or the auditors of the Centre.

PAST PRESIDENT: The Past President shall assist the President and other Executive Officers and advise them in their administration of the affairs of the Centre. He or she should be in a position to defend the actions of the previous Directors and see to the fulfillment of commitments previously made, as well as serving in an advisory capacity.

ARTICLE 11 - BOARD OF DIRECTORS COMPOSITION

The members of the Board of Directors shall consist of the following positions and those members shall be elected or appointed in accordance with the provisions of this document.

1. President
2. Past President
3. Vice President
4. Secretary
5. Treasurer
6. Baseball Director
7. Basketball Director
8. Communications Director
9. Hockey Director
10. Lacrosse Director
11. Ringette Director
12. Skating Director
13. Soccer Director
14. Softball Director

New Director Positions will be added as necessary when a representative from the Sport makes an application to the Board. Applications are to include rationale for why the Sport is growing and is substantial enough to be considered for a Director position. The Board would then bring the proposal to the next Annual General Meeting where the proposal is reviewed and voted on.

The Sport Directors shall oversee programming related to their sport and ensure programming is consistent with the objectives and goals of the Centre. Provide input and oversight related to sport scheduling, facility/equipment resources, budgets, registration, operations, and coaching. Ensure sports programs incorporate principals of fair play, sustainable athlete development, safety, and respect in sport. They serve as the primary point of contact related to their sport.

ARTICLE 12 - TERMS OF OFFICE:

Each director shall be elected for a two-year term. At each annual general meeting all directors with an expiring two-year term on the incumbent board shall retire, but, if qualified, shall be eligible for re--election.

Even Years	Odd Years
President	Vice-President
Treasurer	Secretary
Baseball Director	Basketball Director
Hockey Director	Communications Director
Soccer Director	Lacrosse Director
Skating Director	Ringette Director
	Softball Director

ARTICLE 13 - ELECTIONS:

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

Two months before the Annual General 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 Chairperson of the nominating committee will ensure that a slate of officers will be prepared and presented at the Annual General Meeting. Nominees must express their willingness to stand by written consent 7 days in advance of the Annual General Meeting. The Past President may Chair the nominating committee.

In the event that there are no nominations for an elected position, additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.

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.

The elected Board of Directors shall take office per Article 12 – Terms of Office unless otherwise provided for by the by-laws.

Limitation of one family member and/or household member on the Board of Directors.

ARTICLE 14 - MEETINGS:

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 emailed to each Board member at least seven days prior to the meeting.

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.

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 requests 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 given to the membership at least 14 days prior to the meeting. Such notice may be given by way of advertisement on Centre digital platforms and shall be prominently displayed on the Centre's bulletin board.

An Annual General Meeting will be held 90 days following the year end, such meeting date shall be set by the board. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of officers. Notice of meeting by way of classified advertisement in the local newspapers and/or the community centre digital platforms shall be given to the membership at least 30 days prior to the meeting.

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.

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 right to deny any such request with written notification stating the reasons for the denial.

ARTICLE 15 - QUORUMS:

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.

The quorum for the transaction of business at a Special General Meeting shall be not less than twelve members of the Centre including five members of the board.

The quorum for the transaction of business at an Annual General Meeting shall be not less than twelve voting members.

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

ARTICLE 16 - VOTING PRIVILEGES:

At regular or special meetings 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.

At the Annual General Meeting or any Special General Meeting of the Centre each member of the age of majority in attendance shall be entitled to a vote.

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

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

The Chair may at his/her discretion require any contentious issue to be voted on by ballot.

No proxy votes will be allowed.

ARTICLE 17 - COMMITTEES

Committees of the Board may be established for any purpose and for any length of time deemed necessary by the Board and may be comprised of either Board members or non Board members. Appointments of members and Chairpersons to a committee shall be made by the Executive Committee.

Committee Chairpersons may delegate responsibilities to Committee members but no alternate may be appointed by him or her to take their place as Chairperson or member of the Board.

Duties of committees may be comprised of, but not limited to the following:

- a. Prepare and submit Budgets for approval, to the Board or the committee they appoint to receive them, prior to starting any activity and/or when called upon to do so.

- b. Present the question of special appropriations, not provided for in their Budget, to the Board for their approval.
- c. Obtain the approval of the Board before commencing any new or extraordinary function or activity and before discontinuance of any previously arranged for.
- d. Provide the Secretary of the Centre and/or general manager with a copy of all correspondence written or received.
- e. Account to the Treasurer of the Centre and/or the general manager for all moneys collected and provide him or her with receipts for all disbursements made.

ARTICLE 18 - 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 19 - FINANCE:

The Board shall administer all funds and securities of the Centre and present an Annual Financial Review at the Annual General Meeting.

An annual budget shall be submitted to the board for approval by no later than June 30.

All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board.

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.

All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the board.

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.

The Board of Directors are authorized to incur such expenses as necessary for the continued operation of the Centre. All cheques or withdrawals drawn upon the Centre's bank accounts as well as all legal papers and contracts, shall be executed on behalf of the Centre by not less than two of the President, Vice President, Treasurer, Secretary, or ESPCC general manager. No-one will sign a cheque that they are the recipient of.

Project expenses or commitments in excess of \$10,000.00 shall be submitted for approval in the following manner; the project must be approved in principle by a two-thirds majority of the entire Board; the president will appoint an ad-hoc committee to study the feasibility of the project who will provide a detailed written report to the Board within 60 days; upon

acceptance and approval of the report by a two-thirds majority of the Board a Special General Meeting must be called within 60 days at which time the report will be submitted to the membership for a two-thirds majority final approval.

The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board.

The Board shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members at the Annual General Meeting. The person(s) appointed auditors shall not include a person who is a director or employee of the Centre. The accountant(s) are to be paid an amount decided on by the Board.

ARTICLE 20 - AMENDMENTS:

Amendments to the Constitution may be made at the Annual General Meeting. All amendments must be received in writing by the membership no later than 21 days prior to the meeting.

Amendments to the by-laws may be made at the Annual General Meeting 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.

Amendments to the Constitution shall require a minimum of two-thirds majority of the members in attendance at the Annual General Meeting.

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

ARTICLE 21 - 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, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him 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 his office except such costs, charges or expenses as are occasioned by his own willful neglect.
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect.

ARTICLE 22 - INTERPRETATION:

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

STATEMENT OF APPROVAL:

This Constitution approved at the meeting held on _____, 20__ supersedes all previous Constitutions.

President

Secretary

Appendix A - Boundaries of the East St. Paul Community Centre

