



**SOUTHDALE RECREATION ASSOCIATION  
INC.**

**CONSTITUTION**

Amended May 16, 2005  
Amended June 11, 2007

# CONSTITUTION OF SOUTHDAL RECREATION ASSOCIATION INC.

## **ARTICLE 1 - NAME:**

The organization shall be known as Southdale Recreation Association Inc., hereinafter referred to as the "Centre". The team name shall be the Southdale Lakers with the Association's colours being red, white and blue.

## **ARTICLE 2 - PURPOSE:**

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages resident 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 insure 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 District

5 Riel Community Centres Board and the General Council of Winnipeg Community Centres.

**ARTICLE 4 - DEFINITIONS:**

- 4.1. *Fiscal Year* - A period of 12 consecutive months chosen by a corporation to be its accounting period.
- 4.2. *Proxy* - A person appointed to vote for another who is not present.
- 4.3. *Quorum* - The minimum number of members that must be present for a valid meeting.
- 4.4. *Winding-Up* - The process by which a corporation ceases to exist.
- 4.5. *Majority Vote* - 50% plus one of the eligible voters.
- 4.6. *Age of Majority* - A person who is 18 years of age or older.
- 4.7. *Mailed* – Through Canada Post or electronically.
- 4.8. *Members* – Individuals holding a valid Activity Card purchased from the Southdale Recreation Association.

**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. Those persons not residing within the Centre's designated boundaries must apply for associate membership.
- 6.3. 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.
- 6.4. The Board of Directors shall set annual activity card fees each year. Participation shall run from the first day in September through to the thirty-first day of August of the following year.

## **ARTICLE 7 - FISCAL YEAR:**

The fiscal year end of the Centre shall be from May 1<sup>st</sup> to April 30<sup>th</sup>.

## **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 thirteen board members and not more than 20 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, Treasurer and *Governance and Accountability Officer (advisory position, non-voting)*.

*Amended May 16, 2005*

- 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 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).
- 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.
- 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 consecutive regular monthly meetings of the Board;
  - (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 that 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 his 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, 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 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:

- 9.1. 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 the same are not contrary to the general policy of the City of Winnipeg.
- 9.2. 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.

- 9.3. Expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
- 9.4. To ensure that the Centre is operated on a non-political and non-sectarian basis.
- 9.5. 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.
- 9.6. To appoint advisors to the Board as it deems necessary and appropriate. The Board of Directors shall ratify such appointments.
- 9.7. Have all the powers of the Board to transact business of an emergency nature between the regular meetings of the Board. All actions shall be reported at the next regular board meeting.
- 9.8. Subject to ratification by the board, the Executive Committee shall 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 whose terms are expiring shall be held at the Annual General Meeting of the Centre.
- 10.2. Two months before the Annual Meeting, the President will appoint a nominating committee that shall consist of no more than three members two of which shall be members of the Board. The Chairman of the nominating 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. To be eligible for a position on the Board of Directors, nominees must state their intentions by placing their name on the nominating form a minimum of 14 days prior to the Annual General Meeting. The nominating form will be posted on the Centre's bulletin board a minimum of 30 days prior to the Annual General Meeting.
- 10.4. The Chair of the Annual Meeting will accept additional nominations from the floor only in the event that the position is vacant on the day of the Annual General Meeting i.e., no names have been placed on the nomination form

prior to the Annual General 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:**

- 11.1. Each director shall normally be elected for a two-year term. At each annual meeting all directors on the incumbent board whose two-year term has expired shall retire, but, if qualified, shall be eligible for re-election. For the purpose of continuity, one half of the Board of Director's terms will expire in "even" years with the other half expiring in odd years as defined in the Centre's by-laws.
- 11.2. No director may serve in the same position for more than a two-term period with the exception that if the nominating committee is unable to find a suitable replacement and/or no one comes forward for the position, the Board of Directors has the authority to extend that person's position for one additional term.

#### **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 at least three days prior to the meeting.
- 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.
- 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 twenty members in good standing 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 that 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 in the community newspaper or a community centre newsletter and shall be prominently displayed on the Centre's bulletin board.

- 12.4 An Annual Meeting will be held during the *month of June* in each Calendar year. The annual meeting shall be convened for the purpose of reporting the year's activities and the election of officers. Notice of meeting by way of advertisement in the Community section of the local newspapers and/or the community centre newsletter shall be given to the membership at least 30 days prior to the meeting. Notice shall also be posted on the Centre's bulletin board.

*Amended May 16, 2005 – 'change from month of May to month of June.'*

- 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 (without vote) except where the President deems the subject matter under discussion to be confidential. Confidential matters will be handled with an in-camera session at the end of the regular meeting. 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 13 - QUORUMS:**

- 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.

*Amended: change from 'simple majority' to "majority" – June 11, 2007*

- 13.2. The quorum for the transaction of business at a Special General Meeting shall be not less than thirteen members of the Centre including five members of the board.
- 13.3. The quorum for the transaction of business at an Annual Meeting shall be not less than thirteen 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 Annual Meeting 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 at his/her discretion require any contentious issue to be voted on by ballot.
- 14.6. No proxy votes will be allowed at any meetings except the regular monthly board meeting. A designated alternate will be allowed voting privilege at regular meetings providing the Board of Director that he/she is replacing has submitted his/her name to the Secretary in advance of the meeting taking place. This notice must be in writing.
- 14.7. The business of the Centre shall be transacted by a show of hands except the election of Directors, which shall be by ballot.

#### **ARTICLE 15 - ADVISORY STATUS TO THE BOARD:**

The Executive Committee may appoint advisors to the Board, as it deems necessary and appropriate. The Board shall ratify such appointments by a simple majority vote.

#### **ARTICLE 16 - FINANCE:**

- 16.1. The Board shall administer all funds and securities of the Centre and present an Annual Financial Review at the Annual Meeting.
- 16.2. An annual budget shall be submitted to the board for approval by no later than the September Board of Directors meeting.

- 16.3. All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board.
- 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.
- 16.4. All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the board.
- 16.5. The investment of the Centre's funds in any form of guaranteed bank, government security, or debentures must first be approved by the Executive Committee.
- 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 Meeting.
- 16.7. The Board of Directors is authorized to incur such expenses as necessary for the continued operation of the Centre.
- 16.8. Expenses or commitments in excess of the authority in 16.7. 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.
- 16.9. Notwithstanding any other provisions of this Constitution, no section or sections of this Constitution shall be deemed to empower or enable the Executive, any Director, or member to pledge the credit of the Association, unless authorized by a general meeting of the Association. They may not enter into any contract or agreement on behalf of the Association, where under the Association is or will become obligated for a sum greater than the existing bank deposits of the Association at that time, unless authorized by a general meeting of the Association.
- 16.10. The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board.
- 16.11. The Board shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members as soon after the

fiscal year as may be practicable. The report shall be filed with the City of Winnipeg. The person(s) appointed auditors shall not include a person who is a director of the Centre. The accountant(s) are to be paid an amount decided on by the Board.

#### **ARTICLE 17 - AMENDMENTS:**

- 17.1. Amendments to the Constitution may be made at the Annual Meeting. All amendments must be received in writing and presented to the Secretary no later than 21 days prior to the meeting. The Secretary shall have the proposed amendments posted in the Centre no less than 15 days prior to the annual meeting.
- 17.2. Amendments to the by-laws may be made at the Regular 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.
- 17.3. Amendments to the Constitution shall require a minimum of two-thirds majority of the members in attendance at the Annual Meeting.
- 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 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 wilful 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 wilful neglect.

**ARTICLE 19 - 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 20 - 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 approved at the Annual General Meeting held on June 11, 2007 supersedes all previous Constitutions.

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President

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Secretary

Dated \_\_\_\_\_