

September 12, 2022

CONSTITUTION OF SOUTH WINNIPEG COMMUNITY CENTRES INC.

ARTICLE 1 – NAME:

The organization shall be known as “South Winnipeg Community Centres Inc.” or “SWCC”, 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 and races, who reside within the designated area as defined in Article 5.

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 (GCWCC) 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 Community Centres Board and the General Council of Winnipeg Community Centres.

ARTICLE 4 - DEFINITIONS:

The following definitions will apply as definitions in this constitution:

- *Age of Majority* - A person who is 18 years of age or older.
- *Fiscal Year* - A period of 12 consecutive months chosen by a corporation to be its accounting period.

- *Majority Vote* - Fifty percent plus one of the eligible voters.
- *Member* – Any person having reached the Age of Majority who resides within the SWCC boundaries as described in Article 5.
- *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.
- *Winding Up* - The process by which a corporation ceases to exist.

ARTICLE 5 - BOUNDARIES:

The Centre shall serve the residents within the boundaries as defined by the City of Winnipeg:

North - Bishop Grandin Boulevard
 South - South Perimeter
 East - Red River
 West – Brady Road

ARTICLE 6 - MEMBERSHIP:

- 6.1. The membership of the Centre shall 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 the boundaries as specified under Article 5.

ARTICLE 7 - FISCAL YEAR:

The Fiscal Year of the Centre shall be from April 1st to March 31st.

ARTICLE 8 - GOVERNANCE:

- 8.1. The business and affairs of the Centre shall be managed by a Board of Directors, and an Executive Committee.
- 8.2. The Board of Directors shall be composed of the following positions:
 1. President (elected, voting)
 2. Past President (appointed, non-voting)
 3. 1st Vice President (elected, voting)
 4. 2nd Vice President (elected, voting)
 5. Treasurer (elected, voting)
 6. Secretary (elected, voting)
 7. Sports Convener(s)– one per active SWCC sport (appointed, non-voting)
 8. Director at Large (elected, voting)
 9. Director at Large (elected, voting)
 10. Director at Large (elected, voting)
 11. General Manager (non-voting, ex officio member)
- 8.3. The Executive Committee shall consist of the following Officers: President, Past President, 1st Vice-President, 2nd Vice President, Treasurer, and Secretary.
- 8.4. The Board of Directors shall be elected or appointed in accordance with the provisions of this document.

- a) The Executive Committee and Director(s) at Large will be elected in accordance with the provisions of this document
 - b) All additional Directors (Sports Conveners) will be appointed by the Executive Committee
- 8.5. 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.
- 8.6. All members of the Age of Majority may attend, vote, or stand for election at the Annual General Meeting (AGM) of the Centre.
- 8.7. The office of a Director shall be vacated upon the occurrence of anyone of the following events:
- a) death;
 - b) resignation in writing to the Board;
 - c) removal by resolution of at least two-thirds of the other Directors of the Centre.
- 8.8. 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 without appropriate reason or notice;
 - 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) attendance at any meeting under the influence of alcohol or illegal drugs. This occurrence shall be subject to immediate dismissal from the meeting by majority vote of members in attendance and further disciplinary action may be taken;
 - e) causing a disturbance or acting in an unprofessional manner at any meeting. The member shall be subject to immediate dismissal from the meeting by a majority vote of members in attendance and further disciplinary action may be taken.

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

The motion to remove and the reasons for the motion must be provided (via e-mail, mail, faxed, etc) to the Director being removed no later than seven (7) days prior to the meeting dealing with the dismissal.

8.9. 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. Any possible conflicts of interest must be disclosed to the Board prior to incurring any expenses, failure to do so may result in removal from the Board as per section 8.8.

8.10. 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.

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8.11 Immediate family members of SWCC staff cannot serve as a voting member of the board.

ARTICLE 9 - EXECUTIVE COMMITTEE POWERS:

The Executive Committee shall have the power to do all things necessary for the successful operation of the Centre, and are therefore 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 same are not contrary to the general policy of the City of Winnipeg. The President and Treasurer may sign contracts, legal papers, cheques, and other financial documents on behalf of the Centre. The Executive Committee may appoint a Vice-President or the Secretary as an alternative signing authority. Any multi-year contracts must be approved by the Board prior to signing.
- 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, the Executive Committee may appoint committees, either standing or temporary; prescribe their duties, powers and duration thereof; and 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. Such appointments shall be ratified by the Board of Directors.
- 9.7. 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.
- 9.8. Create or amend policies related to the general operation of SWCC, including human resources. New or amended policies are to be implemented organization-wide by the General Manager, as directed by the Executive Committee. The Executive Committee must provide updates related to policy implementations or amendments to the SWCC board by way of sharing the minutes of the Executive Committee meetings (see 12.2).

ARTICLE 10 - ELECTIONS:

- 10.1. Election of the Executive Committee of the Board of Directors shall be held at the Annual General Meeting of the Centre.
- 10.2. Two months (60 days) before the Annual General Meeting, the Executive Committee will appoint a nominating committee which shall consist of no more than three Members, at least 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 either by being present at the elections or by written consent. Written nominations should be submitted to the nominating committee 7 days in advance of the Annual General Meeting. A call for nominations for all positions must be shared no later than 30 days prior to the Annual General Meeting. The call for nominations must be shared on the SWCC website, social media pages and any other outlet identified by the Board.
- 10.3. Additional nominations from the floor may be accepted by the Chair of the Annual General Meeting. If the Nominating Committee has a full slate of candidates who have indicated their willingness to stand, the nominating committee shall not accept nominations from the floor. The nominating committee will make a call for nominations from the floor in the event that no candidates expressed interest in a Board position in advance of the meeting.
- 10.4. The Chair of the Annual General Meeting shall appoint at least a minimum of two scrutineers who will count votes conducted by show of hands, and / or distribute the written ballots and make an official count. They will also announce the results at the meeting through the Chair and destroy

all ballots following the meeting.

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

ARTICLE 11 - TERMS OF OFFICE:

Each elected member of the Board of Directors shall hold their position for a two year terms, for a maximum of three terms (or six years maximum). Board elections are to occur every second year at the Annual General Meeting, unless if a position were to become vacant. All directors on the incumbent board shall retire after their two-year term, unless if they have indicated that they would like to stand for re-election. Once an individual has completed three two-year terms (six years) they must retire from the board.

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 September. July and September meetings may 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 (e-mail, mail, fax, etc) to each Board member at least seven 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. Notice of the meeting will be provided (e-mail, mail, fax, etc) to the Executive Officers at least seven days prior to the meeting.
- 12.3. Special Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors or by twenty 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 the community centre newsletter and website, and shall be prominently displayed on the Centre's bulletin Board.
- 12.4. An Annual General Meeting will be held during the month of September in each Calendar year. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of Executive Officers. Notice of the meeting, including the agenda shall be given to the membership at least 30 days prior to the meeting. Such notice may be given by way of the Community Centre newsletter and website, and shall be prominently displayed 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 right to deny any such request with written notification stating the reasons for the denial.
- 12.7. The Board of Directors or Executive Committee may exclude the public from a Regular or Special meeting by a motion to move to an in-camera meeting.
- 12.8. Roberts Rules of Order should be followed for all meetings pertaining to the Board, its committees and at the Annual General Meeting or Special Meetings of SWCC.

ARTICLE 13 - QUORUMS:

13.1. The quorum for transaction of business at a regular or special meeting of the Board shall consist of a simple majority of voting delegates in office at the time, including at least two (2) members of the Executive Committee.

13.2. The quorum for the transaction of business at a Special Meeting shall be not less than twenty Members of the Centre including five Members of the Board.

13.3. The quorum for the transaction of business at an Annual General Meeting shall be not less than twenty 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 General Meeting or any Special 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/their discretion require any contentious issue be moved, seconded and then 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:

16.1. The Board 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 for approval no later than March 1.

16.3. All funds raised by, on behalf of, or under the auspices of the Centre must have prior approval of the Board. The Executive Committee may approve any short-term priorities if there is not sufficient time for a board vote.

16.4. All funds and securities of the Centre shall be deposited in the name of the Centre with a recognized financial institution selected by the Board.

16.5. All financial documents and contracts shall carry a minimum of two signatures, which may include signatures of the General Manager, and President or Treasurer (or designate), as approved by resolution of the Board.

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 is authorized to incur such expenses as necessary for the continued operation of the Centre.

16.8. Capital project expenses or commitments in excess of \$5,000.00 shall be submitted to The Board for approval. Capital project approvals shall require a two-thirds majority.

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. Such inspections are to be supervised by a Board Member or designated staff member of SWCC.

16.10. 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 and filed with the City of Winnipeg. The person(s) appointed as auditors shall not include a person who is a Director of the Centre. The auditors are to be paid an amount decided on by the Board.

ARTICLE 17 - AMENDMENTS:

17.1. Amendments to the Constitution may be made at an Annual General Meeting or Special Meeting. All proposed amendments must be received by The Board to then be presented to the membership in writing no later than 21 days prior to the meeting.

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

17.3. Amendments to the by-laws may be made at a regular meeting of the Board of Directors. Notice of motion for amendments must be received thirty (30) days prior to the 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/her/them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her/their office except such costs, charges or expenses as are occasioned by his/her/their own willful neglect.
- b) all other costs, charges and expenses which he/she/they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her/their own willful 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.

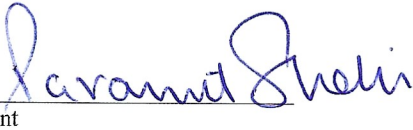


ARTICLE 20 -INTERPRETATION:

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 meeting held on **September 12, 2022**, supersedes all previous Constitutions.



President



Secretary

**BY-LAWS
For South Winnipeg Community Centres Inc.**

1. President:

Shall have general active management of the business of the corporation; shall preside at all meetings of the Centre; shall see that orders and resolutions of The Board and Executive Committee are carried out; sign cheques drawn in accordance with the Centre's constitution and all documents and papers that require his/her/their signature to properly authenticate them; perform other duties as prescribed by The Board.

2. Past President:

Shall be responsible for mentoring and sharing institutional knowledge with the President and board in order to maintain sustainability and succession planning for SWCC through board turnover. As well, support the special projects to assist with all the financial means to run the Centre.

3. 1st Vice President:

Shall act as President in his/her/their absence. Shall be responsible for special projects; will assist with carrying out orders and resolutions of The Board to run the Centre.

4. 2nd Vice President:

Shall act as President in his/her/their absence. Shall be responsible for special projects; will assist with carrying out orders and resolutions of The Board to run the Centre.

5. Treasurer:

Shall draw cheques for payment of all claims against the Centre that have approved for payment. Shall keep proper books of accounts and papers which shall be supplied by the Centre and be the property of the Centre. Shall at each Executive meeting present a financial statement. Shall have the accounts ready for examination by the Executive at the close of each fiscal year and at such times as they shall require and demand. Shall make to the Annual General Meeting a full correctly printed report.

6. Secretary:

Shall keep a correct record of the proceedings of the meetings, shall read all communications, reports, petitions, etc. Shall prepare for each member of the Executive a copy of the minutes of the meetings within one week after the close of each meeting. Shall notify members of appointment on committees and of regular and special meetings. Shall conduct the correspondence of the Centre and shall keep a record of names, addresses and phone numbers of the Executive. Shall supply the City of Winnipeg and/or General Council of Winnipeg Community Centres with a list of the Executive and phone numbers.



7. **Sports Conveners:**

Shall be a non-voting member of the Board of Directors and be responsible to the Centre for the operation of the specific activity assigned to him/her/them. Will select and chair a working committee responsible to the Centre for operating within their approved budget and carrying out their activities in conjunction with all Centre's policies, regulations and guidelines.

8. **Directors at Large:**

Shall be responsible for participation on special projects or Committees.

9. The Executive shall have full authority to appoint committees and to enact, amend, or abrogate by-laws and rules governing any place of the Centre's activities.

10. All committees shall have the power to increase their number of members.

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Constitution & By-Laws for South Winnipeg Community Centres



