

The Norwood Community Centre

Constitution and By-laws

2011-2012

ARTICLE 1: NAME

The name of the organization shall be known as the Norwood 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, social 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, social and leisure activities suited to the needs and requirements of all residents of the designated area as defined in ARTICLE 5.
- 3.2 To communicate with the residents of the designated area so as to determine their needs for recreational, social 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 GCWCC and the City of Winnipeg.
- 3.4 To promote activities through which funds may be raised to support the activities of the Centre.
- 3.5 To plan for the continued operation of the Centre and its programs through the recruitment and training of volunteers.
- 3.6 To provide delegates to and support the programs and policies of the Riel District Community Centres Board and the General Council of Winnipeg Community Centres.

ARTICLE 4: DEFINITIONS

- 4.1 The Centre shall serve the residents within the boundaries as defined by the City of Winnipeg.
- 4.2 Fiscal Year - A period of 12 consecutive months chosen by a corporation to be its accounting period.
- 4.3 Proxy – A person appointed to vote for another who is not present.
- 4.4 Quorum – The minimum number of members that must be present for a valid meeting.
- 4.5 Winding-Up – The process by which a corporation ceases to exist.
- 4.6 Majority Vote – Fifty percent (50%) plus one of the eligible voters.
- 4.7 Age of Majority – A person who is 18 years of age or older.
- 4.8 In all instances within this document, where reference is made which identifies gender (i.e., his/her) it is understood that both genders are to be included.

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 Centre’s boundaries as specified under ARTICLE 5.
- 6.2 Those persons not residing within the Centre’s designated boundaries must apply for Associate Membership.
 - 6.2.1 Associate Membership may be extended to other persons upon approval of

the Board of Directors. All Associate Members must be approved annually by the Board of Directors, and carry all of the rights and privileges of regular membership. Associate Members may not hold the offices of President or Vice-President.

- 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 first meeting the needs of those residents within their designated boundaries.
- 6.4 Honorary or Life Membership may be conferred on any person at any General Meeting, upon the recommendation of the Board of Directors. The Board of Directors may confer Honorary or Life Membership on any person who is eligible for regular membership.

ARTICLE 7: FISCAL YEAR

The fiscal year end of the Centre shall be July 31st.

ARTICLE 8 – GOVERNMENT

- 8.1 The business and affairs of the Centre shall be managed by the Board of Directors consisting of not less than ten and not more than thirty members including the Executive Committee, which have been elected at the Annual General Meeting of the Membership.
- 8.2 The Executive committee shall consist of at most six officers being: the President; Past-President; Vice-President-Operations; Vice-President-Buildings & Grounds; Secretary; and Treasurer, and at least three being: the President, Secretary and Treasurer.
- 8.2.1 PAST PRESIDENT: All persons who have served at least one full term as President shall have the right to hold the

title of Past President while his successor serves.

8.2.2 PRESIDENT: Any resident of the area, who has served at least one previous term as a member of the Board of Directors, may be nominated to hold the office of President. The duties of the President shall be to preside at all Executive meetings and have, by general direction of the Board of Directors, general charge and over-sight of the daily operations of the Centre. The President shall also be a member ex-official of all Committees.

8.2.3 VICE-PRESIDENT – OPERATIONS: Any resident of the area may be nominated for Vice-President - Operations. S/He shall officiate in the absence of the President. In matters of the Centre, s/he will be responsible for the administrative management of the Centre, including human resources and programming. S/He shall act for the President when the President requests.

8.2.4 VICE PRESIDENT – BUILDINGS & GROUNDS. Any resident of the area may be nominated for Vice-President – Buildings & Grounds. S/He shall officiate in the absence of the President. In matters of the Centre, s/he will be responsible for all matters relating to the facilities, grounds and related infrastructure. S/He shall act for the President when the President requests.

8.2.5 SECRETARY: Any resident of the area may be nominated for Secretary. S/He shall keep minutes of all Board of Directors meetings, Executive meetings and General meetings and shall have charge of all correspondence of the Centre.

8.2.6 TREASURER: any resident of the area may be nominated for Treasurer. S/He shall be custodian of all funds and shall maintain accurate records of such funds. An external and independent financial statement shall be prepared

- annually in accordance with Section 16.9 and the by-laws.
- 8.3 In the event of a vacancy, the Board may appoint a qualified member to fill the vacancy for the remaining term of office. Such appointment 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 may be called to fill the vacancy.
- 8.4 All members of the age of majority may attend, vote or stand for election at the Annual General 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) vacancy 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 upon the occurrence of any one of the following:
- (a) failure by the Director to attend any three consecutive regular monthly meetings of the Board without explanation or notification;
 - (b) failure of a Director to disclose a conflict of interest;
 - (c) where the Directors are of the opinion that the Director has not acted in the best interests of the Centre.
- 8.6.1 A motion to remove a Director must be presented at the meeting of the Board before the meeting at which the motion will be considered.
- 8.6.2 The meeting considering the motion to remove must have 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.
- 8.6.3 The motion to remove, and the rationale for the motion, must be mailed to the Director(s) named in the motion no later than seven (7) days prior to the meeting dealing with the potential dismissal.
- 8.6.4 Any Director named in a motion of removal shall be given the opportunity to present, to the Board, a written or verbal response to the rationale for removal.
- 8.7 The Board members 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.
- 8.7.1 An exception exists where any Director also serves the Board in the capacity of Facilities Manager. In this case, remuneration for the position of Facilities Manager will be negotiated with the Board and will become part of the minutes of a regular meeting.
- 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, discussion or transaction to which the Centre is 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 or voting on the resolution approving the transaction.
- 8.9 In the event that a Member of the Board sits on a committee or board external to Norwood Community Centre, yet is acting as a representative of the Centre, S/he will speak and /or vote in a manner consistent with the directions and objectives of the Board and will represent the best interest of the Centre in all matters.
- 8.9.1 In the case where two competing interests exist the Board member shall

represent the interests of the Norwood Community Centre preferentially.

8.9.2 For major decisions where the directions of the Board or best interests of the Centre are unclear, the Board member must seek direction from the President

8.9.3 Members of the Board will also keep the Board apprised of any decisions potentially impacting Norwood Community Centre

shall be responsible and accountable to the Board of Directors.

9.6 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 the ratification of the Board, the Executive Committee shall make such rules and regulations regarding the use of the Centre facilities as they deem necessary.

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 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 for 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 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 from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
- 9.4 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

ARTICLE 10: ELECTIONS

- 10.1 Election of the Board of Directors shall be held at the annual General Meeting of the Centre.
- 10.2 Two months before the Annual General Meeting, the President will appoint a Nominating Committee which shall consist of no fewer than three members; one from the Executive Committee, one from the Board of Directors and one from the General Membership. The Chair of the Nominating Committee will ensure that a slate of offices will be prepared and presented at the Annual Meeting. An attempt shall be made to fill recently vacated convener positions. Nominees must express their willingness to stand either by being present at the elections or by written consent.
- 10.3 Additional nominations will be accepted from the floor by the Chair of the Annual General Meeting.
- 10.4 If an election should be required, the Chair of the Annual General Meeting shall appoint at least two impartial 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 in the by-laws.

ARTICLE 11: TERMS OF OFFICE

Each director shall normally be elected for a one-year term. At each Annual General Meeting, all Directors on the incumbent Board shall retire, but if qualified, shall be eligible to 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. Meetings during these two months will be held at the discretion of the Executive Committee. Notice of the meeting, including minutes of the previous meeting, a preliminary agenda and the GM Report, shall be provided to each Board member at least three days prior to each 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 next Board of Directors meeting. Notice of the meeting will be provided 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 in good standing of the Centre. Written requests for such a meeting must be acted upon within thirty days of receipt of the request. Such requests must 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 the meeting. Notice of the meeting, including the agenda, shall be

given to the membership at least fourteen days prior to the meeting. Such notice may be given by way of advertisement in a community newspaper or a Community Centre Newsletter and shall be prominently displayed on the Centre's bulletin board.

12.4 An Annual General Meeting will be held during the month of October in each calendar year. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of officers. Notice of the meeting by way of advertisement in a community newspaper and/or the Community Centre Newsletter, and/or Community Centre website shall be given to the membership at least thirty days prior to the meeting.

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 will be open to the general membership. Any member wishing to appear on the agenda must give notice to the President at least seven days prior to the meeting. The Executive Committee has 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 meeting shall consist of not less than a simple majority of the Directors in office at the time.

13.2 The quorum for transaction of business at a Special General Meeting shall not be less than fifteen 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 of the scheduled time of the meeting.

ARTICLE 14: VOTING PRIVILEGES

14.1 At regular meetings of the Board of Directors, each member of the Board in attendance with the exception of the President will have one vote. The President may only vote in the event of a tie.

14.2 At the Annual General Meeting or Special General Meetings of the Centre, each member of the age of majority in attendance will be entitled to a vote.

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

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

14.5 The Chair at his discretion may require any contentious issue to be voted on by secret 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 will be ratified by the Board by a simple majority vote.

ARTICLE 16: FINANCE

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

16.2 The Board will prepare budgets, financial and activity reports for presentation to the City of Winnipeg, as well as residents of the designated area.

16.3 All funds raised by, 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 will be deposited in the name of the Centre with a recognized financial institution, which shall be selected by the Board.

16.5 All financial documents and contracts will carry a minimum of two signatures as approved by resolution of the Board.

16.6 No person will incur an expense or commitment on behalf of the Centre unless authorized by the Board of Directors or by the membership.

16.7 Expenses or commitments in excess of the authority granted in 16.6 will be submitted for approval in the following manner:

- The project must be approved in principal by a simple majority of the Board.
- The President may appoint an Ad-Hoc Committee to study the feasibility of the project which will provide a report to the Board within sixty days.
- Upon acceptance and approval of the report by a simple majority of the Board, the project will be given final approval.

16.8 The books and records of the Centre will be open to inspection by the membership at all time, upon reasonable notice to the Board.

16.9 The Board shall annually appoint auditors to review the accounts of the Centre, whose report will be presented to the members at the General Meeting and be filed with the City of Winnipeg. The person(s) appointed auditor shall not include any person who is a Director of

the Centre. The accountant(s) are to be paid an amount approved by the Board.

indemnified and save harmless out of the funds of the Centre from and against:

ARTICLE 17: AMENDMENTS

- 17.1 Amendments to the Constitution may only be made at the Annual General Meeting or at a Special General Meeting held for that purpose. All amendments must be received in writing by the membership no later than thirty days prior to the meeting.
- 17.2 Amendments to the By-laws may be made at any meeting of the Board of Directors. Notice of motion for amendments will be made at the regular meeting immediately prior to the meeting at which voting takes place.
- 17.3 Amendments to the Constitution will require a minimum of two-thirds majority of the members in attendance at the Annual General Meeting.
- 17.4 Amendments to the By-laws will require a minimum of two-thirds majority of the Directors in office at the time.

(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 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 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, will at all times be

ARTICLE 20: INTERPRETATION

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

STATEMENT OF APPROVAL

This Constitution has been approved at the annual General Meeting held on October 13, 2011, and supersedes all previous Constitutions.

President

Secretary

Vice-President - Operations

Treasurer

Vice-President – Building & Grounds

By-laws of the Norwood Community Centre

1. CONDUCT OF MEETINGS

The conduct of meetings of the organization shall be governed by parliamentary procedure and Roberts Rules of Order.

2. BY-LAWS

- 2.1 The Board of Directors may pass such By-laws as it sees fit to control and regulate the activities of the Centre. Such By-laws come into force immediately upon approval of the Board.
- 2.2 The Board of Directors may alter or rescind any existing By-laws.
- 2.3 All Directors must receive at least seven days written notice of any motion to pass new By-laws or rescind or alter any existing By-laws.
- 2.4 No By-laws may be accepted which contravene any Article in the Constitution.

3. COMMITTEES

- 3.1 The Board of Directors may establish Ad Hoc committees as required with such powers and responsibilities as may be specified in the motion establishing the Committee.
- 3.2 Heads of Committees/Convenors will be appointed by the Board of Directors. Committee Heads/Convenors may appoint additional members as required.
- 3.3 The following Committees shall be considered as Standing Committees and shall be responsible for the duties hereinafter set forth and those which may be added from time to time.

3.3.1 Building and Grounds: This Committee will be chaired by the Vice-President, Buildings & Grounds, and will be responsible for all matters relating to facilities, ground and related infrastructure, as well as all matters relating to machinery and equipment owned or leaved by the Centre. The General Manager will be an ex officio member of this committee.

3.3.2 Operations Committee: This committee will be chaired by the Vice-President, Operations, and will be responsible for all matters related to the organization and operation of all sports, social and leisure programming.

3.3.3 Executive Committee: this Committee will be responsible for all matters relating to Article 8.2 or the Centre's Constitution.

3.3.4 NNC/NNS Committee: this committee will be responsible for all matters relating to the operation of the Norwood Nursery School Inc. within the Centre.

3.3.5 Finance Committee: this committee will be chaired by the Treasurer, and will be responsible for all matters relating to Article 16 of the Centre's Constitution.

4. PROGRAMS

- 4.1 Programs sponsored by the Centre must be approved in advance by the Board of Directors.
- 4.2 Programs will be directed towards area residents and area residents will have priority where registration is limited.

- 4.3 Program conveners are normally to be appointed by the Board of Directors and will be responsible for operating the programs in accordance with the Centre's By-laws, and policies and any special conditions that may be established by the Board. Where no program convener is appointed, the General Manager or Vice-President, Operations may serve as convener.
- 4.4 Programs will submit an annual budget to the Board of Directors for approval. All soft costs (costs associated with one budget period) will be covered by registration fees wherever possible. All hard costs (inventoriable items) will be covered by Centre funds where approved by the Board.

5. SIGNING AUTHORITY

The signing authority for the control of all monies of the Centre will be held by the following positions: Treasurer, President, Vice-President, Operations and Vice-President, Buildings & Grounds. Signing authority at any given time will be a combination of any two of the above.

6. PURCHASING/DISBURSEMENT POLICY

- 6.1 All purchases of goods or services, all payments to employees, or any other disbursements to be made by the Centre, except as provided below, must have the prior approval of the Board.
- 6.2 All purchases made by the General Manager for the operation and maintenance

of the Centre must have prior approval of the Board. All expenditures must be consistent with the approved budget and must be reported on a monthly basis.

- 6.3 Payment of salary to employees is approved prior to the time of hiring. Changes in salary must have the approval of the Board.
- 6.4 Where unanticipated and immediate needs arise, Conveners may charge goods and services in an amount not to exceed \$150.00 per month where such purchases are essential to the continued functioning of approved Centre programs.
- 6.5 Where it becomes necessary to the functioning of the Centre or Centre programs, the Executive Committee, by majority vote, may authorize the expenditures up to \$5,000.00 per month without the prior approval of the Board.
- 6.6 Any purchases or disbursements made under By-law 6.2, 6.4 or 6.5 must be reported to the board at the next meeting for review and ratification.

7. PROGRAM BUDGETS

- 7.1 Budgets for all programs sponsored by the Centre must be approved in advance by the Board.
- 7.2 Conveners have full authority for all expenditures related to the soft costs of operating their program up to the limits approved in their program budgets.