

**Constitution**  
*of the*  
**Roblin Park Community Centre  
Association, Inc.**

## Article 1 - Name

The name of the organization shall be known as *Roblin Park Community Centre Association Inc.*, hereinafter referred to as the "Centre".

## Article 2 - Mission Statement

To foster community spirit, family values and individual development through the provision of a wide range of leisure, recreational and educational programs for all residents of the community.

We believe:

- That the Centre should provide a safe and caring environment.
- That the Centre should promote trust, friendship, sportsmanship and respect.
- That the Centre should promote pro-active leadership and role models.
- That the Centre should provide programs and activities for all ages and abilities.

## Article 3 - Objectives

- 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 provide quality facilities and a safe environment which enable these activities to be carried out.
- 3.3 To encourage participation of all residents of the community in such activities.
- 3.4 To administer and operate the Centre in accordance with the operating responsibilities agreed to by the Centres and the City of Winnipeg Parks and Recreation Department.
- 3.5 To administer funds, maintain records, and to prepare budget, financial and activity reports for presentation at the appropriate meetings.
- 3.6 To promote activities through which funds may be raised to support the activities of the Centre.
- 3.7 To plan for the continued operation of the Centre and its activities through the recruitment and training of volunteers who promote the Centre and its beliefs.
- 3.8 To provide delegates to and support the programs and policies of the Community Centres Board and the General Council of Winnipeg Community Centres.

## **Article 4 – Definitions**

- 4.1 **Associate Member** - a person or family who do not live with in the physical boundaries of the Centre that have met the requirements set out by the General Council of Winnipeg Community Centres for a Family Transfer.
- 4.2 **Viva Voce Vote** - an oral vote.

## **Article 5 – Boundaries**

The boundaries of the Centre shall be as defined by the Parks and Recreation Department of 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.
- 6.2 All residents of the City may use the facilities and take part in the programs provided by the Centre, but the Centre shall be specifically concerned with meeting the needs of those residents residing within their designated boundaries.
- 6.3 Those persons not residing within the Centre's designated boundaries must apply for associate membership.
- 6.4 All members of the age of majority may attend, vote or stand for election at the annual meeting of the Centre.
- 6.5 Any members or persons using the Centre's facilities who do not observe the rules and regulations as laid down by the constitution may, at the discretion of the Executive, be suspended from any or all of the Centres activities.

## **Article 7 - Fiscal Year**

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

## Article 8 – Governance

- 8.1 The business and affairs of the Centre shall be managed by a Board of Directors including the Executive Committee. The Board shall consist of not less than seven members which have been elected at the annual meeting of the membership.
- 8.2 The Executive Committee shall consist of at least four officers; being the President, Past President, Vice President(s), Secretary, and Treasurer.
- 8.3 In the event of a vacancy, the Board shall appoint a qualified member to fill the vacancy(s) for the remainder of the term of office. Such appointment(s) must have a majority approval of the assembled Board of Directors. Failure to fill any vacancy will constitute the Board to call a special general meeting of the membership to fill the vacancy(s).
- 8.4 The office of a Director shall be vacated upon the occurrence of any of the following:
- (a) Vacant by death;
  - (b) Resignation in writing to the Board.
- 8.5 Any Director may be removed from their elected or appointed position for conduct, which in the opinion of at least two-thirds of the other Directors of the Centre, substantially harms the interest of the Centre, by a two-thirds majority vote of the entire remaining Board of Directors.
- (a) A motion to remove a Director must be presented at the meeting of the Board before the meeting which will consider the motion.
  - (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 subject of the motion, neither of whom may vote on the motion.
- 8.6 The motion to remove and the reasons for the motion must be mailed to the Director being removed no later than seven days prior to the meeting dealing with the dismissal.
- 8.7 The Director being removed shall be given opportunity to present his evidence.
- 8.8 The Board of Directors is to serve without remuneration. No Director may directly or indirectly receive any profits 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.
- 8.9 On any occasion in which any Director, or spouse or dependent of a Director, has a personal, material or other substantial interest in any contract 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.

## **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 a 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.
- 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 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.
- 9.6 The Executive Committee shall make such rules and regulations regarding the use of the Centre facilities as they may deem necessary. Such rules and regulations shall be ratified by the Board.

## **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 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 General Meeting. Nominees must express their willingness to stand either by being present at the election or by written consent.
- 10.3 Additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.
- 10.4 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.
- 10.5 The date of installation of the elected Board of Directors shall be defined in the by-laws.

## **Article 11 - Terms of Office**

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

## **Article 12 – Meetings**

- 12.1 The Executive Committee will be held at the discretion of the President. Minutes of the Executive Committee meeting will be presented at the first Board of Directors meeting following the Executive Meeting.
- 12.2 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 the meeting including minutes of the previous meeting and a preliminary agenda shall be mailed to each Board member 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 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 the meeting. Notice of the meeting, including 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 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 March or April 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 classified advertisement in the local newspaper and/or a Centre newsletter shall be given to the membership at least 30 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 shall be open to the public. Any members wishing to appear on the regular agenda must give notice to the President at least seven 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.
- 13.2 The quorum for the transaction of business at a Special General Meeting shall not be less than 15 members of the Centre including five members of the Board.
- 13.3 The quorum for the transaction of business at an Annual Meeting shall not be less than 20 voting members.
- 13.4 Meetings shall be adjourned and no business conducted if there is no quorum within 30 minutes after the scheduled time of the meeting.

## **Article 14 - Voting Privileges**

- 14.1 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.
- 14.2 At the Annual Meeting or any special meeting of the Centre each member of the age of majority, in attendance, shall be entitled one vote.
- 14.3 All motions, with the exception of amendments to the constitution and by-laws, shall be approved by a simple majority of the ballots cast.
- 14.4 All amendments to the constitution and by-laws shall require a minimum of two-thirds majority of the ballots cast.
- 14.5 The business of the Centre shall be transacted by a viva voce vote. However, the Chair at such a meeting may at his/her discretion require any contentious issue to be voted on by ballot.
- 14.6 No proxy votes will be allowed.

## **Article 15 – Committees**

- 15.1 The Executive Committee may establish standing or ad-hoc committees to assist with the administration of the Centre. The membership of each shall be presented to the Board of Directors.
- 15.2 All committees shall be responsible and accountable to the Board of Directors.

## **Article 16 - 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 17 – Finance

- 17.1 The Board shall administer all funds and securities of the Centre and present an Annual Financial Review at the Annual Meeting.
- 17.2 An Annual Budget shall be submitted to the Board for approval by no later than three months prior to the beginning of the fiscal year.
- 17.3 All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board.
- 17.4 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.
- 17.5 All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the Board.
- 17.6 No person shall incur an expense or commitment on behalf of the Centre unless authorized by the Board of Director or by the membership at the Annual Meeting.
- 17.7 The Board of Directors is authorized to incur such expenses as necessary for the continued operation of the Centre.
- 17.8 The Board of Directors shall not approve any expenses of commitments in excess of \$50,000 for any single project.
- 17.9 Expenses or commitments in excess of the authority in 17.8 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 Board of Directors 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-third majority vote 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.
- 17.10 The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board.
- 17.11 The Board shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members at the Annual Meeting and filed with the City of Winnipeg, Parks and Recreation Department. 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 to be decided by the Board.



## **Article 18 – Amendments**

- 18.1 Membership must be notified in writing of intended amendments to the constitution at least 30 days prior to the Annual Meeting. Written copies will be made available no later than 21 days prior to the Annual Meeting.
- 18.2 Amendments to the by-laws may be made at the Annual 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.
- 18.3 Amendments to the constitution shall require a minimum of two-thirds majority of the members in attendance at the Annual Meeting.
- 18.4 Amendments to the by-laws shall require a minimum of a two-thirds majority of the Board members in attendance.

## **Article 19 – 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 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 office except such costs, charges or expenses as are occasioned by his/her willful neglect.
- (b) All other costs, charges and expenses which he/she 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 own willful neglect.

## **Article 20 - Windup**

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 Parks and Recreation Department.

## **Article 21 – Interpretation**

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

## **Statement of Approval**

This Constitution approved at the Annual Meeting held on April 11, 2008 supersedes all previous constitutions.

President, Dan Lucovic

Secretary, Jackie Tower