

**BORD-AIRE COMMUNITY CENTRE CONSTITUTION 2024**

**ARTICLE 1 - NAME:**

The organization shall be known as Bord-Aire Community Centre Inc., hereinafter referred to as the "Centre".

**ARTICLE 2 – MISSION STATEMENT:**

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all age's 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 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 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 Assiniboia District Community Centres Board and the General Council of Winnipeg Community Centre

**ARTICLE 4 - DEFINITIONS:**

**Advisors** – someone who is appointed by a board to give advice on a subject in which they are well qualified

**Age of Majority** – a person who is 18 years of age or older

**Board of Directors** – a group of people who are elected by the membership to make decisions for an organization

**Fiscal Year** - A period of 12 consecutive months chosen by a corporation to be its accounting period

**Majority Vote** – fifty % plus one of the eligible voters

**Members-at-Large** – a person who has some standing or authority with an organization but no responsibility

**Proxy** - a person appointed to vote for another who is not present.

**Quorum** - The minimum number of members that must be present to constitute 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. For Bord Aire Community Centre the boundaries include:

North	Notre Dame
South	Bruce Avenue from the lane west of Inglewood Street, south on Queen St. to Portage Ave., extending east to St. James Street
West	Back lane west of Inglewood Street, from Bruce Avenue to Ferry Rd: north to Wellington Ave; west to Sherwin St; north to Keith Rd; west to Airport Rd; north to Notre Dame
East	St. James Street, from Portage Avenue to Ellice; east to CPR line, CPR to Notre Dame

**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. Where a position cannot be filled with a person residing within the boundaries, the position can be filled with a person who does not reside within the Centres boundaries.
- 6.2. 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.

**ARTICLE 7 - FISCAL YEAR:**

The fiscal year end of the Centre shall be December 31<sup>st</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 seven members (7) 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 (when applicable), Vice-President, Secretary and Treasurer.
- 8.2.a. The Board of Directors as defined in the By-Laws shall be elected at the Annual Meeting of the Centres membership. A maximum of three (3) Members-at-Large may be elected each year by the membership. These positions shall have voting privileges
- 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 which 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/her 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 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. Such appointments shall be ratified by the Centre's 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's facilities as they may deem necessary.
- 9.8. To provide recommendation and/or options to the Board with respect to hiring and terms of Employment of the Facility Manager.

#### **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 Meeting, the President will appoint a nominating committee which shall consist of no more than two members one of which shall be members of the Board. The Past President shall normally be the chair of the nominating committee. 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. The nominating committee shall publish a request for nominations from the membership for candidates to be considered for all vacant positions 21 days in advance of the annual meeting. Each submitted nomination must be signed by the person who is forwarding the nomination and nominee.
- 10.4. The nominating committee shall post the slate of candidates at least seven (7) days prior to the annual meeting.
- 10.5. Nominees for the position of President and Treasurer must have served on the Board of Directors of Bord Aire Community for a term not less than one (1) year prior to their election.
- 10.6. The board of directors 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 the ballots.
- 10.7. Should the Nominating Committee not bring forward a full slate of candidates, the Chairman of the Nominating Committee shall call for additional nominations from the floor to fill any vacant positions.
- 10.8. The elected Board of Directors shall take office upon election.

## **ARTICLE 11 - TERMS OF OFFICE:**

- 11.1. 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. If not seeking re-election the retiring President shall automatically become Past President and remain a member of the executive for a period of one (1) year.
- 11.2. The President and Secretary shall be elected for a two (2) year term of office in those years ending in an even number i.e. in 2024, the President and Secretary shall be elected for a term of two (2) years. The Vice President and Treasurer shall be elected to a two (2) year term of office in those years ending in an odd year, i.e. in 2023, the Vice President and Treasurer shall be elected for a term of two (2) year.

## **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 and/or emailed to each Board member at least seven days (7) 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 mailed and/or emailed to the Executive Officers at least seven days (7) 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 to be transacted. A special meeting shall consider only those matters 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/reader board.
- 12.4. An Annual Meeting will be held within 120 days of the fiscal year end. The annual meeting shall be convened for the purpose of reporting the year's activities, presentation of the reviewed annual financial statement for approval, and the election of officers. Notice of meeting by way of advertisement on the Centres website and social media shall be given to the membership at least twenty- one (21) 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 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 (50% plus 1) in office at the time.
- 13.2. The quorum for the transaction of business at a Special General Meeting shall be not less than eight (8) members of the centre including, four (4) members of the board
- 13.3. The quorum for the transaction of business at the Annual Meeting shall be not less than eight (8) members of the centre including, four (4) members of the board.
- 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.

### **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 Meeting.
- 16.2. An annual budget shall be submitted to the board for approval by no later than end of October in each year.
- 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.
- 16.5. All financial documents and contracts shall carry a minimum of two signatures 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 Meeting.
- 16.7. The Board of Directors are 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. The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board.
- 16.10. The Board shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members at the Annual Meeting and 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 by the membership no later than 21 days prior to the meeting.
- 17.2. 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.
- 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 March 13, 2024 supersedes all previous Constitutions.

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*President*

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*Executive Board Member*