

Constitution of Riverview Community Centre Inc.

ARTICLE 1 – NAME:

The organization shall be known as “Riverview 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 and leisure activities for all residents in the Riverview community area as defined in Article 4., through the management and operation of the facilities, grounds, and associated programming.

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 (hereinafter referred to as GCWCC) and the City of Winnipeg Community Services Department.
- 3.4 To prepare budget, financial, activity and other reports as required for presentation to the City of Winnipeg Community Services Department.
- 3.5 To promote activities through which funds may be raised to support the activities of the centre subject to the Centre’s fundraising policy.
- 3.6 To plan for the continued operation of the Centre and its programs through the recruitment and training of volunteers and staff.
- 3.7 To provide delegates to and support the programs and policies of the City Centre Community Centres Board (hereinafter referred to as CCCCB) and the GCWCC.

ARTICLE 4 – BOUNDARIES

The Centre shall serve the residents within the boundaries of the Riverview Community as defined by the City of Winnipeg which are: all lands bordered by Churchill Drive to the east and south, Osborne Street to the west, and the CN train tracks to the north.

ARTICLE 5 – MEMBERSHIP

- 5.1 The membership of the Centre shall normally consist of those persons residing within the boundaries as specified under Article 4.
- 5.2 Those persons not residing within the Centre’s designated boundaries must apply and be approved for associate membership by the board. Election or appointment to a board position is considered automatic approval for associate membership subject to the term of the position.
- 5.3 All residents of the City may use the facilities and take part in the programs provided by and subject to the rules and policies set forth by the Centre, however the Centre shall be concerned foremost with providing for the needs of those residents residing within their designated boundaries.

ARTICLE 6 – EXECUTIVE:

The Board of Directors of the Riverview Community Centre Inc. shall consist of the following members, who shall be members as set out in article 5:

- 6.1 Executive Committee:
- Past President
 - President
 - Vice President
 - Treasurer
 - Secretary
- 6.2 Elected Board Members:
- Buildings, Grounds & Ice Coordinator
 - Equipment Coordinator
 - Fund Drive Coordinator
 - Special Events Coordinator
- 6.3 Appointed Associate Board Members

- Soccer Convenor
- Baseball Convenor
- Hockey Convenor
- Basketball Convenor
- Archery Convenor
- Karate Convenor
- Privacy Officer
- Reflector Editor
- Website Designer

- 6.4 The Board may appoint a Representative from the Riverview Ashland Day Care.
- 6.5 Associate members perform valuable functions for RVCC, but are not always interested in being on the Board. Consequently, Associate members have the option of being voting or non-voting members. A non-voting member is not required to attend all meetings but is welcome to come and participate, but not vote. Or, an Associate member can opt to be a voting member but must not miss 3 consecutive meetings.
- 6.6 Members at Large to a maximum of ten (10).
- 6.7 Distinguished Members of the Community who shall be appointed by the Board.
- 6.8 Co-positions may be approved based upon need and subject to a two-thirds majority vote at any Executive or Annual Meeting of the Board.

ARTICLE 7 – FISCAL YEAR:

The fiscal year end of the Centre shall be from January 1st to December 31st.

ARTICLE 8 – GOVERNMENT:

- 8.1 A Board of Directors consisting of not less than seven elected members including the Executive Committee shall manage the business and affairs of the Centre.
- 8.2 The Executive Committee shall consist of a least four of five Officers; being the President, Past President, Vice-President, Secretary and Treasurer.
- 8.3 In the event of a vacancy, the board may appoint a qualified member to fill the vacancy(ies) for the remaining term of office. Such appointment(s) must have two-thirds majority approval of the assembled Board of Directors and may be performed at any meeting of the Board.
- 8.4 All members of Riverview Community 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 including two Executive Committee members.
- 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 including two Executive Committee Members 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.
- 8.6.1 A motion to remove a director must be presented in writing to the Secretary no later than fourteen (14) days prior to the meeting of the Board which shall then be placed on the next agenda for consideration.
- 8.6.2 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.
- 8.6.3 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.
- 8.6.4 The director being removed shall be given the opportunity to present evidence at the meeting considering the motion.
- 8.7 The Board of Directors is 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 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 Make operational decision in between Board meeting to be ratified at the next Board meeting, with the exception of major changes or large purchases (over \$10,000) which must go to the full Board for approval. Policy decisions must also be approved by the Board as a whole.
- 9.2 Decisions by the Executive Committee must be beneficial to the well-being of Riverview Community, advance the objectives of the Centre and not contrary to the general policy of the City.
- 9.3 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.
- 9.4 Expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
- 9.5 To ensure that the Centre is operated on a non-political and non-sectarian basis.
- 9.6 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 and must present progress reports at general meetings of the board.
- 9.7 To appoint advisors to the Board as it deems necessary and appropriate. The Board of Directors shall ratify such appointments.
- 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.
- 9.9 Ratify all board appointments including appointed board members.

ARTICLE 10 – ELECTIONS:

- 10.1 Election of the Board of Directors shall be held at the Annual General Meeting of the Centre. Except for the Immediate Past President, the Officers shall be elected annually at the Annual General Meeting.
- 10.2 Two months before the Annual 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 Meeting. Nominees must express their willingness to stand either by being present at the elections or by written consent.

- 10.3 The Chair of the Annual Meeting will accept additional nominations from the floor.
- 10.4 The Chair of the Annual Meeting shall appoint at least two scrutinizers 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:

- 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.
- 11.2 Executive members can serve on the Executive for a limit of three consecutive years but can continue on the Board as a regular member, but can not be elected to the Executive for a two year period.

ARTICLE 12 – MEETINGS:

- 12.1 The Board will meet five times a year. (January, March, June, September, and November) Additional meetings can be called at the discretion of the Executive Committee. Notice of meetings including minutes of the previous meeting and a preliminary agenda shall be sent to each Board member at least seven days prior to the meeting, posted at the Centre, or published in the Riverview Reflector.
- 12.2 The Executive Committee will meet monthly, except July, August, and December meetings 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. Notice of the meeting will be mailed to the Executive Officers at least seven days prior to the meeting.
- 12.3 Any Board member can attend an Executive meeting if they wish.
- 12.4 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 forty-five 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.

- 12.5 An Annual Meeting will be held before March 31st 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 centre newsletter shall be given to the membership at least 30 days prior to the meeting.
- 12.6 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.
- 12.7 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 two Executive Committee members and a minimum of five (5) members of the board.
- 13.2 The quorum for the transaction of business at a Special General Meeting shall be not less than fifteen members of the Centre including five members of the board and two Executive Committee members of the board.
- 13.3 The quorum for the transaction of business at an Annual Meeting shall be not less than fifteen 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. Failure to obtain a quorum for two consecutive meetings will cause the President to issue a Special Meeting notice within 14 days to conduct business. If a quorum is not obtained at this meeting, the onus will fall upon the general membership to determine a solution.

ARTICLE 14 – VOTING PRIVILEGES:

- 14.1 At regular or special meetings of the Board of Directors each elected Board member in good standing in attendance with the exception of the President shall

- have one vote. Associate members who have opted to be voting members shall have a vote.
- 14.2 Any member who has missed the three consecutive previous meetings shall not have a vote until attendance is consistent.
 - 14.3 The President may only vote in the event of a tie or if he/she represents one of the two executive members necessary to form a quorum.
 - 14.4 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.
 - 14.5 A simple majority shall approve all motions with the exception of amendments to the Constitution and By-Laws, vacancy and co-position appointments.
 - 14.6 All amendments to the Constitution and By-Laws, vacancy and co-position appointments shall require a minimum of two-thirds majority.
 - 14.7 The Chair may at his/her discretion require any contentious issue to be voted on by ballot.
 - 14.8 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. 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 May 15th of the following fiscal year.
- 16.3 All funds raised by or on behalf of, or under the auspices of the Centre are subject to the fundraising policy and 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 that 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 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 of 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 Board at any general meeting; 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; acceptance and approval of the report will occur at the next general meeting requiring a two-thirds majority approval; for projects greater than \$10,000 in commitment or expense a Special General Meeting must be called within 60 days at which time the report will be reviewed and subject to a two-thirds majority approval for implementation.
- 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 Treasurer shall recommend an external auditor to the Board. The Board shall annually appoint an auditor 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, Community Services Department. The person(s) appointed auditors should not include a person who is a director of the Centre.

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 Executive 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. Amendments also require a majority of the Executive Committee 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 this person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful act.
- b) All other costs, charges and expenses which is sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's own willful act.

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 Community Services Department.

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 Monday, April 24, 2017 supersedes all previous Constitutions.

President

Secretary