

# **CONSTITUTION OF VALOUR COMMUNITY CENTRE INC.**

## **ARTICLE 1 – NAME**

The name of the organization shall be known as “Valour Community Centre Inc.”, ~~hereto-after~~ hereinafter referred to as the “Centre.” This constitution will form the guiding principles and basis upon which the Centre will conduct its affairs.

## **ARTICLE 2 – PURPOSE**

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages residing within the designated areas as defined in Article 5, through the management and operation of the facilities and grounds.

### **VISION STATEMENT**

To serve the whole community by providing inclusive programming and accessible facilities in a safe environment. To administer Community Centre facilities and implement and encourage participation in recreation and leisure programs for the benefit of residents in the service area of the Centre.

### **MISSION STATEMENT**

A community hub with something fun for everyone.

## **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 maintain and improve the facilities and the grounds of the Centre.

3.3 To administer funds, maintain records, and prepare budget, financial and activity reports for review, and presentation to the Membership at the annual meeting and to the City of Winnipeg 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 cooperate with the other organizations and with the **District City of Winnipeg** staff to provide recreation activities.

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 program through the recruitment and training of volunteers.

3.7 To provide delegates to and support the programs and policies of the District Community Centres Board (**DCCB**) and the **General Council of Winnipeg Community Centres GCWCC**.

#### **ARTICLE 4 – DEFINITIONS**

4.1 The Centre shall be defined to include an active governing board, elected annually by the membership.

4.2 The Executive Committee shall include **but not be limited to**, the Past President, President, Vice President of Administration and Human Resources, Vice President of Facilities and Grounds, Secretary, and Treasurer.

4.3 The Board shall include but not be limited to the Executive Committee and the following members: Basketball **Director Convenor**, Mini Soccer **Director Convenor**, Soccer **Director Convenor**, Hockey **Director Convenor**, Baseball **Director Convenor**, Volleyball **Director Convenor**, Boxing Convenor, Orioles Bike Cage Director, **Public**

Communications Director, ~~Fundraising Social Activities~~/Special Events Director, the Manager, and ~~4 a maximum of six~~ Members at Large.

4.4 Signing officer means any person(s) authorized to sign any instrument on behalf of the Centre.

## **ARTICLE 5 – BOUNDARIES**

The boundaries of the Centre shall be: ~~To the west St. James Street and to the south Portage Avenue, to the north Notre Dame Avenue, east to Sherburn Street, south to Sargent Avenue, east to Sherbrook Street, north to Notre Dame Avenue. east to Balmoral Street, south to Ellice Avenue, east to Colony Street, and south on Colony Street to Portage Avenue.~~

~~North: Notre Dame Avenue, from the CPR Line to Sherburn Street; Sherburn Street to Sargent Avenue; Sargent Avenue to Sherbrook Street; Sherbrook Street, north to Notre Dame Avenue; Notre Dame Avenue, east to Balmoral Street.~~

~~South: Portage Avenue, from St. James Street to Colony Street.~~

~~West: St. James Street, from Portage Avenue to Ellice Avenue; east to CPR Line, north to Notre Dame Avenue.~~

~~East: Balmoral & Colony Streets, from Notre Dame Avenue south to Portage Avenue.~~

~~5.1 Open Zone to be split between Valour, Robert A. Steen, River Osborne and Central equally.~~

~~5.2 “Re-Define Open Zone~~

~~North Boundary— Notre Dame from Balmoral Street to Main Street.~~

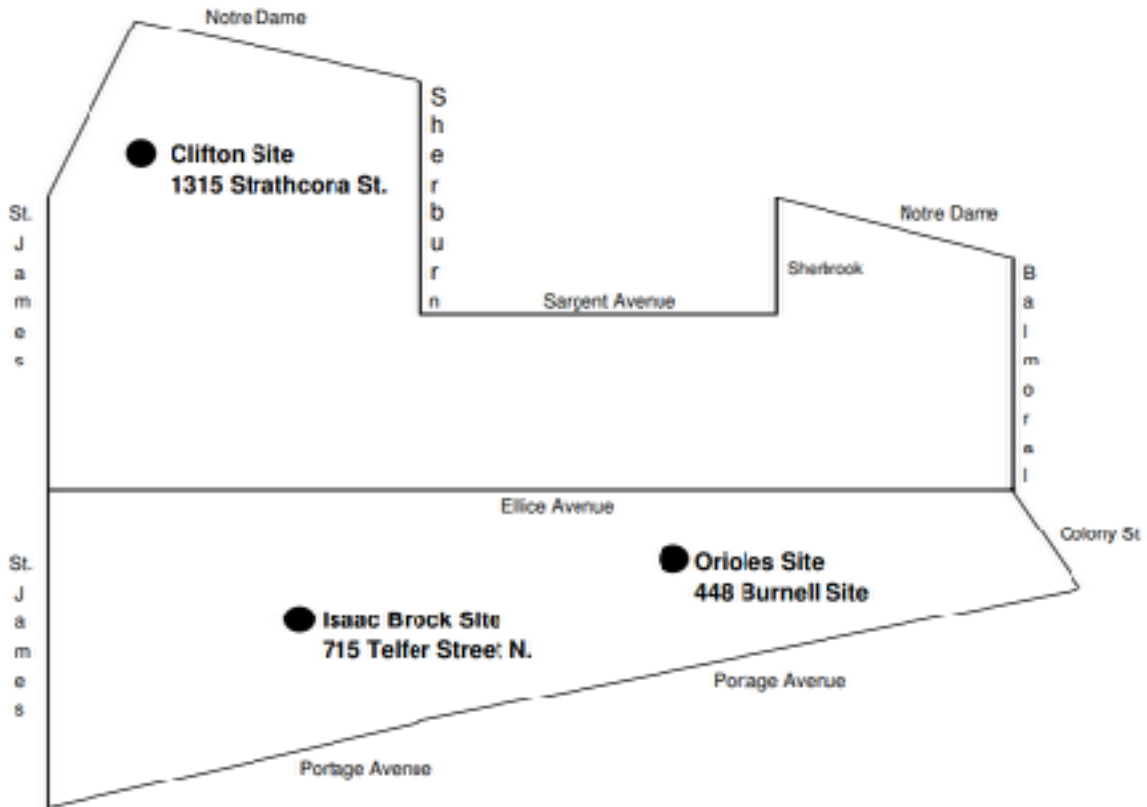
~~East Boundary— Main Street from Notre Dame to Assiniboine River~~

~~South Boundary— Assiniboine River from Main Street to Osborne Street~~

~~West Boundary— Osborne Street from Assiniboine River to St. May~~

~~Avenue, Memorial Boulevard, Colony Street and Balmoral Street from St. Mary Avenue to Notre Dame Avenue.~~

### Area Map of Valour Community Centre



### ARTICLE 6 – MEMBERSHIP

6.1 The membership of the Centre shall consist of those persons residing within the Centre's boundaries.

6.2 Those persons not residing within the Centre's designated boundaries must apply for a Family Transfer through GCWCC.

6.3 All members of the age of majority may attend, vote, or stand for election at the Annual Meeting of the Centre.

6.4 All residents of the City of Winnipeg 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 who reside within their designated boundaries.

## **ARTICLE 7 – FISCAL YEAR**

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

## **ARTICLE 8 – GOVERNMENT**

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 that have been elected at the Annual Meeting of the Membership.

8.2 The Executive Committee shall consist of: ~~at least five Officers: being~~ the President, Past President, Vice- President of ~~Administrating and~~ Human Resources ~~and Administration~~, Vice-President of Facilities and Grounds, Secretary, and Treasurer.

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 ~~an~~ 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 The positions of the Board of Directors and their responsibilities shall be defined in the by-laws of the Centre.

8.5 The office of a Director shall be vacated upon the occurrence at any one of the following events:

a. Vacant by death.

b. Resignation in writing to the Board.

c. Failure by the Director to attend any three consecutive regular monthly meetings of the Board.

d. Conduct, which in the opinion of at least two-thirds of the other directors of the Centre substantially harms the interest 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.

8.6a A motion to remove a Director must be presented at the meeting of the Board before the meeting, which will consider the motion.

8.6b 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.

8.6c The motion to remove and the reasons for the motion must be ~~mailed,~~ emailed to the Director being removed no later than seven ~~(7)~~ days prior to the meeting dealing with the dismissal.

8.6d The Director being removed shall be given the opportunity to present their evidence.

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 Director has a conflict of interest and shall disclose such interest at the time. The Director shall absent ~~himself/herself~~ **themselves** from any meeting deliberating the transaction.

8.9 A maximum of ~~4~~ **six** Members at Large can be elected at an Annual General Meeting.

## **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 ~~Center~~ **Center**, as approved by the Board of Directors in the budget, 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 objectives~~ of the Centre, provided ~~that same they~~ 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, power 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 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.

## **ARTICLE 10 – COMMITTEES**

10.1 The Executive Committee may establish Standing or Ad-Hoc Committees to assist with the administration of the Centre. The membership of each committee shall be ratified by the Board of Directors by a simple majority vote.

10.2 All committees shall be responsible and accountable to the Board of Directors.

## **ARTICLE 11 – ELECTIONS**

11.1 Election of the Board of Directors shall be held at the Annual General Meeting of the Centre **except for the Football Convenor as outlined in the by-laws in Article 4.5.**

11.2 Two months prior to the Annual **General** Meeting, the President will appoint a nomination committee, which shall consist of no more than three members, two of which shall be members of the Board. The



~~Chairman~~ **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.

11.3 Additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.

11.4 The Chair of the Annual General Meeting shall appoint at least **one** ± scrutineer who will: distribute the ballots, make an official count, announce the results at the meeting through the Chair, and destroy all ballots.

11.5 The date of installation of the elected Board of Directors shall be defined in the by-laws.

## **ARTICLE 12 – 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 for re-election **except for the Football Convenor as outlined in the by-laws in Article 4.5.**

## **ARTICLE 13 – MEETINGS**

13.1 The Board of Directors ~~including the Executive Committee~~ will meet ~~at least~~ once ~~a per~~ 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**/emailed to each Board member at least seven days prior to the meeting.

13.2 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~~/emailed to the Executive Officers at least seven days prior to the meeting.

13.3 Special General Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors or by ~~twenty~~ 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 clearly state 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 by a way of advertisement in the community newspaper, ~~or~~ a community centre newsletter, ~~the Centre's website, or social media platforms~~ and shall be prominently displayed on the Centre's bulletin board and by any other means available.

13.4 An Annual General Meeting will be held during the month of April ~~or May~~ in each year ~~subject to when yearly finances are audited and returned from the accountant~~. The Annual General 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 newspapers and/or the community centre newsletters/posters ~~and/or the Centre's website and social media platforms~~ shall be given to the membership at least ten ~~(10)~~ days prior to the meeting.

13.5 Special meetings of the Board of Directors may be convened by the President or a minimum of four members of the Board of Directors. Notice of meeting must be ~~mailed~~ e-mailed to each Board of Director at

least five days prior to the meeting. Only those items defined in the notice of the meeting shall be discussed.

13.6 Committee Meetings will be held as required and will be held at the discretion of the Committee Chair. The Chair shall provide a report to the Board of Directors at the next regularly scheduled meeting.

13.7 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) day~~ **fourteen 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 14– QUORUMS**

14.1 The quorum for transaction **of business** at a regular or special meeting of the **B**oard shall consist of not less than a simple majority of the directors in office at the time.

14.2 The quorum for the transaction of business at a Special General Meeting shall be not less than **twenty fifteen** members of the Centre including five members of the **B**oard.

14.3 The **q**uorum for the transaction of business at an Annual General Meeting shall be not less than **twenty fifteen** voting members.

14.4 Meetings shall be adjourned and no business conducted if there is no quorum within thirty minutes after the scheduled time of the meeting.

#### **ARTICLE 15– VOTING PRIVILEGES**

15.1 At any regular or special meetings of the Board of Directors, each Board member in attendance except for the President **and the Manager** shall have one vote. The President may only vote in the event of a tie.

15.2 At the Annual General Meeting or any Special General Meeting of the Centre, each member of the age of majority in attendance and a resident within our boundaries shall be entitled to vote.

15.3 All motions except for amendments to the Constitution and By-Laws shall be approved by a simple majority of the ballots cast.

15.4 All amendments to the Constitution and By-Laws shall require a minimum of two-thirds majority of the ballots cast.

15.5 The business of the Centre shall be transacted by a viva voce vote. However, the Chair at such a meeting may at ~~his/her~~ **their** discretion requires any **contentious vote to** be voted on by ballot.

15.6 No proxy votes will be allowed.

15.7 Any member of the Board will be disqualified from voting on any matter affecting ~~him/her~~ **them** directly or having a conflict of interest. The only exception will be the Election of Officers at the Annual General Meeting.

## **ARTICLE 16– ADVISORY STATUS TO THE BOARD**

The Executive Committee may appoint non-voting 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 General Meeting.

17.2 An annual budget shall be submitted to the **B**oard for approval by no later than **n** the February meeting.

17.3 All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board **or the Manager**.

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 President, the Manager**, the Board of Directors or by the membership at an 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 more than** \$50,000 for any single project.

17.9 Expenses or commitments in the excess of the authority in 17.8, shall be submitted for approval in the following manner:

- a. The project must be approved in principle by a two-thirds majority of the entire Board.
- b. 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 **Sixty (60) days ninety days**.

17.10 The books and records of the Centre shall always be open to inspection by the members, upon reasonable notice to the Board.

17.11 The Board shall annually appoint auditors to review the Certified Accounts of the Centre, whose report shall be presented to the members at the Annual General Meeting and filed with the City of Winnipeg and

GCWCC. The ~~person(s)~~-appointed auditors shall not include a person who is a Director of the Centre. The accountants are to be paid an amount determined by the Board.

## **ARTICLE 18 – AMENDMENTS**

18.1 Amendments to the Constitution shall not be amended, repealed, replaced, or rescinded except by a resolution confirmed by no less than two-thirds of the members present at an Annual General Meeting of the membership of the Centre or at a General Meeting of the membership duly called for that specific purpose.

18.2 Proposed amendments to the Constitution must be received in writing by the Board of Directors no later than ~~30~~ **thirty** days prior to the meeting duly called for this purpose.

18.3 The membership of the Centre must be notified of the proposed amendments to the Constitution by way of the Centre's bulletin board, newsletter, or by other available means to no later than ~~21~~ **twenty-one** days prior to the meeting duly called for this purpose.

18.4 Amendments to the bylaws can be made at any regular meeting of the Board of Directors. Amendments to the **bylaws** must be confirmed by motion by no less than two-thirds of the Board of Directors present at the meeting.

## **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~~ **them** for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by ~~him//her~~ **them** in or about the execution of the duties of his 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 20 – LIABILITIES OF MEMBERS**

No person who is now, or later becomes, a member of the Community Centre Board shall be personally liable to its creditors for any indebtedness or liability and any and all creditors of the Centre shall look only to the assets **of** the Centre for payment.

#### **ARTICLE 21 – 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 Department responsible for community centres.

#### **ARTICLE 22 – INTERPRETATION**

22.1 All meetings of the Centre shall be conducted under "Robert's Rules of Order".

22.2 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 \_\_\_\_\_, 20\_\_\_\_, shall stand as the first Constitution of Valour Community Centre Inc. officially established on the 15th day of December, 2006.

\_\_\_\_\_ President  
\_\_\_\_\_ Vice-President HR/Administration  
\_\_\_\_\_ Vice-President Facilities and Grounds  
\_\_\_\_\_ Secretary