

VALOUR COMMUNITY CENTRE INC.

CONSTITUTION

This Constitution will form the guiding principles and basis upon which the Valour Community Centre will conduct its affairs.

ARTICLE 1 – NAME

- 1.1 The name of the organization shall be known as “Valour Community Centre Inc.”, hereinafter referred to as the “Centre.”

ARTICLE 2 – PURPOSE, VISION AND MISSION STATEMENTS

- 2.1 **PURPOSE** 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.
- 2.2 **VISION** 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.
- 2.3 **MISSION** To be a community hub with something fun for everyone.

ARTICLE 3 – OBJECTIVES

- 3.1 To plan and initiate or conduct a variety of recreation, leisure, fitness, wellness, educational, cultural and social programs suited to the needs and requirements of the residents of the boundaries the Centre serves.
- 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 General Meeting (AGM) 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 other organizations and with the District City of Winnipeg staff to provide recreation, leisure, fitness, wellness, educational, cultural and social programs.
- 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, support the programs and follow the policies of the District Community Centres Board (DCCB) and the General Council of Winnipeg Community Centres (GCWCC). Policies, Guidelines and Bylaws of the aforementioned organizations applicable to the Centre take precedence over any stated in the Centre's Constitution and Bylaws.

ARTICLE 4 – DEFINITIONS

The following terms have these meanings in this Constitution and all Bylaws:

- 4.1** "Centre" shall mean the company incorporated by Certificate of Incorporation under the Act and named VALOUR COMMUNITY CENTRE, INC;
- 4.2** "The Executive Committee" (as elected by Members per Article 11) shall include the Past President, the President, Vice President of Administration and Human Resources, Vice President of Facilities and Grounds, Secretary, and Treasurer;
- 4.3** "The Board of Directors" (as elected by the Members per Article 11) shall include, but shall not be limited to, the Executive Committee, Directors as outlined in the Bylaws, the Manager, and 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;
- 4.5** "Act" shall mean the Manitoba Corporations Act (C.C.S.M. c. C225), and any statute that may be substituted therefore, as most recently amended;
- 4.6** "Articles" shall mean – the Corporation's current Articles of Incorporation filed with the Manitoba Companies Office or any successor or replacement agency and attached to the Certificate of Incorporation;
- 4.7** "Auditor" shall mean an individual appointed by the Members at the AGM to audit the books, accounts and records of the Corporation for a report to the Members at the next AGM. The Auditor will not be an Employee or a Director of the Corporation;
- 4.8** "Bylaws" shall mean this Constitution and all other Bylaws of the Centre from time to time in force and effect;
- 4.9** "Director" shall mean an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- 4.10** "Special Meeting of the Membership" shall mean a meeting of members;

- 4.11** “Member” shall mean all categories of membership pursuant to these By-laws;
- 4.12** “Non-Business Day” shall mean Saturday, Sunday and any other day that is defined as a holiday in the current version of The Interpretation Act (Canada);
- 4.13** “Ordinary Resolution” shall mean a resolution passed by a majority of the votes cast on that resolution;
- 4.14** “Special Resolution” shall mean a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting members entitled to vote on that resolution;
- 4.15** “Recorded Address” shall mean, in the case of a Member, Director, Officer, Auditor, or member of a committee of the Board of Directors, the latest physical and mailing address and/or email address of such person as recorded in the records of the Centre;
- 4.16** “GCWCC” shall mean the General Council of Winnipeg Community Centres
- 4.17** “CCCCB” shall mean City Centre Community Centres Board
- 4.18** “written notice” shall mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable

ARTICLE 5 – BOUNDARIES

- 5.1** The boundaries of the Centre shall be defined as:

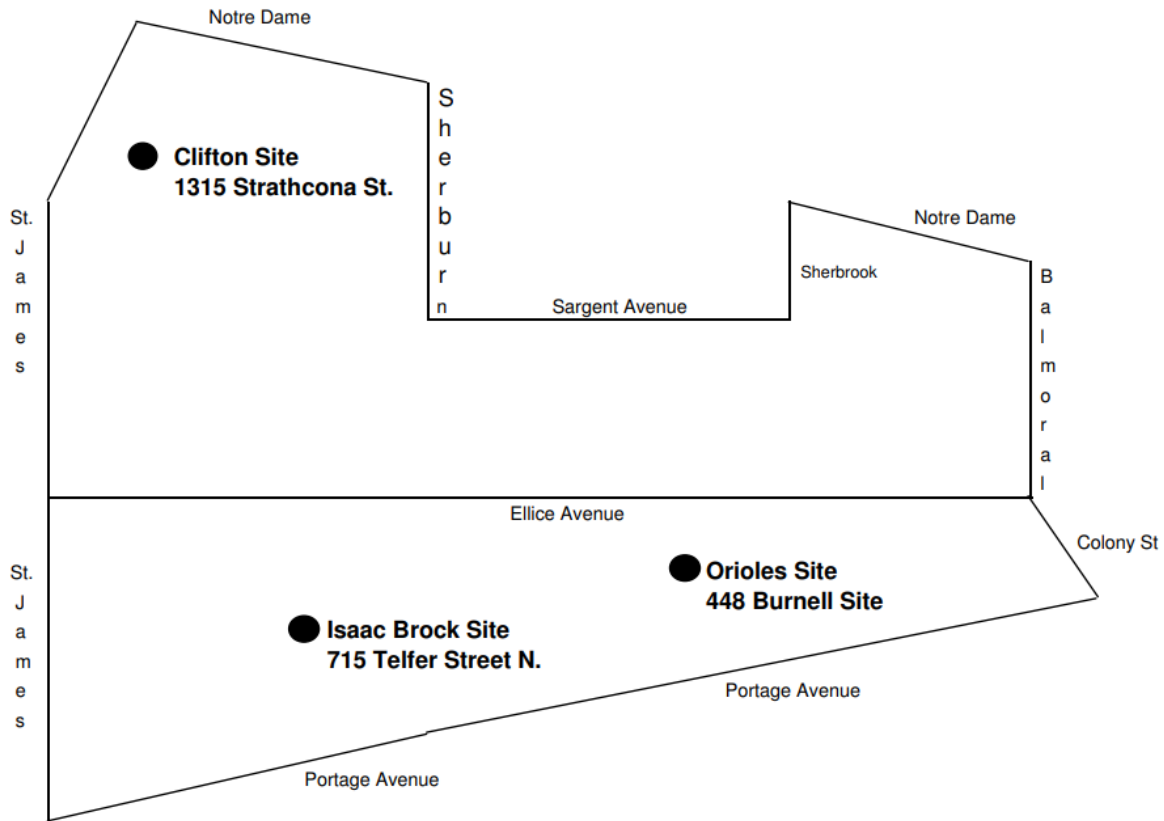
North: Notre Dame Avenue, from the CPR Line to Sherburn Street; Sherburn Street to Sargent Avenue; Sargent Avenue to Sherbrook Street; Sherbrook Street, north to Notre Dame Avenue; Notre Dame Avenue, east to Balmoral Street.

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.

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 General 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 *prioritize* meeting the needs of members who reside within the boundaries.

ARTICLE 7 – FISCAL YEAR

- 7.1 The fiscal year 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 as defined in Article 4.2 & 4.3.

- 8.2** The Board shall consist of not less than seven members that have been elected at the General Annual Meeting of the Membership.
- 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 an appointment must be approved by ordinary resolution of the assembled Board of Directors
- 8.4** The positions of the Board of Directors and their responsibilities shall be defined in the Bylaws of the Centre.
- 8.5** The office of a Director may be vacated upon the occurrence at any one of the following events:
- a. Vacancy 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 deemed substantially harmful to the interest of the Centre.
- 8.6** Any Director may be removed from their elected or appointed position by special resolution of the remaining Board of Directors for the reasons listed in 8.5.
- a. A motion to remove a Director must be presented at a meeting of the Board before the meeting which will consider the motion.
 - b. The meeting considering the motion to remove the Director 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.
 - c. The motion to remove and the reasons for the motion must be presented to the Director by written notice being removed no later than seven days prior to the meeting dealing with the dismissal.
 - d. The Director being removed shall be given the opportunity to present their evidence prior to the motion being voted upon.
- 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, however, 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 themselves from any discussion deliberating the transaction.
- 8.9** A maximum of 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, 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 Centre, provided 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 per Article 10.
- 9.6 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 as it deems necessary and appropriate to assist with the administration, operation and managing the affairs of the Centre. The membership of each committee shall be ratified by the Board of Directors by a simple ordinary resolution.
- 10.2 All committees shall be responsible and accountable to the Board of Directors and any Bylaw of this Constitution or Rules and Guidelines of the Centre. Any such committee may formulate its own Terms of Reference and/or rules of procedure to address areas where this Constitution is silent to manage its own members, subject to approval of the Board of Directors and such regulations or directions as the Board may from time to time make.
- 10.3 With the exception of the Executive Committee, on which the President is a voting member, the President, or their designate, will be invited to be an ex-officio non-voting member of all Committees of the Corporation.

ARTICLE 11 – ELECTIONS

- 11.1 Election of the Board of Directors shall be held at the Annual General Meeting of the Centre by way of secret ballot.

- 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 and must include a Chairperson. The 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.
- 11.6** Any member will have served a minimum of one year on the Board of Directors before being eligible to become a member of the Executive Committee except in the case of a vacancy in which the Board of Directors may fill this vacant position by way of ordinary resolution.

ARTICLE 12 – TERMS OF OFFICE

- 12.1** 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.

ARTICLE 13 – MEETINGS

- 13.1** The Board of Directors will meet once per month. Notice of the meeting, including minutes of the previous meeting and a preliminary agenda, shall be provided by written notice 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 emailed to the Executive Officers at least seven days prior to the meeting with the exception of a Special Meeting called in the case of an emergency to deal with a time sensitive matter for which all members of the Executive Committee agree that due notice is not required.
- 13.3** Special Meetings of Members may be summoned by the President, or by a minimum of one-third of the Board of Directors or by the written request of 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 the agenda, shall be given by way of advertisement in the community newspaper, a community centre newsletter, the Centre's website, and/or social media platforms and shall be prominently displayed on

the Centre's bulletin board and by any other means available. Notice must also be presented via written notice directly to all Board Members.

- 13.4** An Annual General Meeting (AGM) will be held during the month of April or May in each year subject to when annual finances are audited and returned from the accountant and any deficiencies corrected. The AGM 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 the Centre's website and social media platforms shall be given to the membership at least ten days prior to the meeting.
- 13.5** Special meetings of the Board of Directors may be summoned by the President or a minimum of four members of the Board of Directors. Notice of meeting must be presented via written notice to each 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 or by request of the President of the Board. The Chair shall provide a report to the Board of Directors at the next regularly scheduled meeting of the Board.
- 13.7** All regular meetings of the Board shall be open to the public. Any member wishing to add an item for discussion to the agenda must give notice to the President at least 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.
- 13.8** Any person entitled to attend a meeting of the Centre may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Centre makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means during the meeting provided all members present agree.

ARTICLE 14 – QUORUMS

- 14.1** 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.
- 14.2** The quorum for the transaction of business at a Special Meeting of members shall be not less than fifteen members of the Centre including five members of the Board.
- 14.3** The quorum for the transaction of business at an Annual General Meeting shall be not less than 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 with the exception of 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 Meeting of the members, each member in attendance, being of the age of majority and a resident within the boundaries, shall be entitled to vote.
- 15.3** All motions with the exception of amendments to the Constitution and By-Laws shall be approved by ordinary resolution.
- 15.4** All amendments to the Constitution and By-Laws shall require special resolution.
- 15.5** Resolutions of any meeting, with the exception of the election of Directors, shall be transacted by a viva voce vote. However, the Chair at such a meeting may, at their discretion or by request of any member, require any contentious vote resolution to be voted on by secret ballot. Ballots shall be provided by, collected and tallied by the Chair of the Meeting and destroyed at the end of said meeting.
- 15.6** No proxy votes will be allowed.
- 15.7** Any member of the Board will be disqualified from voting on any matter affecting them directly or having a conflict of interest.

ARTICLE 16 – ADVISORY STATUS TO THE BOARD

- 16.1** 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 ordinary resolution.

ARTICLE 17 – FINANCE

- 17.1** The Executive Committee 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 approved by the Board no later than 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.

- 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, one of which must be the President.
- 17.6** 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 or as otherwise noted in the by-laws and only as necessary for the continued operation of the Centre.
- 17.7** The Board of Directors shall not approve any expenses of commitments in excess of \$50,000 for any single project.
- 17.8** Expenses or commitments in the excess of the authority in 17.7, shall be submitted for approval in the following manner:
- a. The project must be approved in principle by special resolution.
 - b. The President will appoint an ad-hoc Committee to study the feasibility of said project who will provide a detailed written report to the Board within ninety days.
 - c. The Feasibility Study shall be presented to the Members at the Annual General Meeting or Special Meeting and be approved by ordinary resolution of the members present.
- 17.9** The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable written notice to the Board.
- 17.10** The Board shall annually appoint auditors to review the Certified Accounts of the Centre, whose report shall be presented to the members at the AGM and filed with the City of Winnipeg and GCWCC. The appointed auditors shall not include a person who is a member of the Board of Directors.

ARTICLE 18 – AMENDMENTS

- 18.1** Articles of the Constitution shall not be amended, repealed, replaced, or rescinded except by a special resolution of the members present at the Annual General Meeting or at a Special Meeting of the Members 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 thirty days prior to the meeting.
- 18.3** The Members 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 no later than twenty-one days prior to the meeting.

18.4 Amendments to the By-laws can be made by special resolution at any regular meeting of the Board of Directors and take effect immediately. Amendments to the Bylaws may also be made by member proposal and approved by ordinary resolution at the Annual General Meeting.

18.5 A Special Resolution of Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental changes are defined as follows:

- a. Change the Centre's name;
- b. Add, change or remove any restriction on the activities that the Centre may carry on;
- c. Create a new class of membership or amend, vary or delete current classes of membership;
- d. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Centre is to be distributed

ARTICLE 19 – INDEMNIFICATION

19.1 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 them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful neglect.
- b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful dishonesty and/or neglect.

19.2 For further clarity, the Corporation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and,
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

ARTICLE 20 – LIABILITIES OF MEMBERS

20.1 No person who is now, or later becomes, a member of the Board of Directors 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

21.1 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 Committee shall be final and conclusive.

- 22.3 Date of notice will be the date of sending where the notice is hand-delivered or delivered electronically (faxed or emailed). Where the notice is couriered, or in the case of notice that is provided by mail, it shall be two (2) days after the date the mail is post-marked.

- 22.4 The accidental omission to give notice of any meeting, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

STATEMENT OF APPROVAL

This Constitution has been approved by Special Resolution at the Annual General Meeting held on October 24, 2021, and shall stand as the current Constitution of Valour Community Centre Inc.

As Witnessed by:

_____ President

_____ Secretary (or designate)