

St. Adolphe Community Club Constitution

Article 1 – Name

The organization shall be known as the "St. Adolphe Community Club", hereinafter referred to as the "Club".

Article 2 – Purpose

The purpose of the Club is to provide members an opportunity to participate in recreational and leisure activities for persons of all ages resident within the designated areas as defined in Article 5 through the management and operation of the facility and grounds.

Article 3 – Objectives

The objectives of the Club 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 membership.
- 3.2. To communicate with the membership 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 Club.
- 3.3. To prepare budget, financial and activity reports for presentation to the membership at the Annual General Meeting.
- 3.4. To promote activities through which funds may be raised to support the activities of the Club.
- 3.5. To plan for the continued operation of the Club and its programs through the recruitment and training of volunteers.

Article 4 – Definitions

- *Fiscal Year* – A period of 12 consecutive months chosen by a corporation to be its accounting period.
- *Proxy* – A person appointed to vote for another who is not present.
- *Member* – Any person having reached the Age of Majority who resides within the areas as defined in Article 5.
- *Quorum* – The minimum number of members that must be present for a valid meeting.
- *Winding-Up* – The process by which a corporation ceases to exist.
- *Majority Vote* – Fifty percent (50%) plus one of the eligible voters.
- *Age of Majority* – As defined by the Province of Manitoba, every person attains the age of majority, and ceases to be a minor, on attaining the age of 18 years.

Article 5 – Boundaries:

The boundaries of the Club shall be set out by the current catchment area of St. Adolphe (Ward 2) as defined by the R.M. of Ritchot.

Article 6 – Membership:

- 6.1. The membership of the Club shall normally consist of those persons residing within the boundaries as specified under Article 5.
- 6.2. Those persons not residing within the Club's designated boundaries must apply for associate membership.
- 6.3. Any person may use the facilities and take part in the programs provided by the Club, but the Club shall be specifically concerned with meeting the needs of those residents residing within the boundaries set in Article 5.
- 6.4. Associate Membership may be extended to other persons upon approval of the Board of Directors. All Associate Members must be approved annually by the Board of Directors, and carry all of the rights and privileges of regular membership. Associate Members may not hold the offices of President or Vice-President.
- 6.5. Honorary or Life Membership may be conferred on any person at any General Meeting, upon the recommendation of the Board of Directors. The Board of Directors may confer Honorary or Life Membership on any person who is eligible for regular membership.

Article 7 – Fiscal Year:

- 7.1. The fiscal year of the Club shall be from July 1 to June 30.

Article 8 – Government:

- 8.1. A Board of Directors shall manage the business and affairs of the Club consisting of not less than seven members including the Executive Committee, which have been elected at the Annual General Meeting of the Membership.
- 8.2. The Executive Committee shall be composed of at least three officers being: the President, Secretary, and Treasurer.
- 8.3. The Board of Directors shall be elected or appointed in accordance with the provisions of this document.
 - a) The Executive Committee will be elected in accordance with the provisions of this document.
 - b) All additional Directors (Directors at Large) will be elected in accordance with the provisions of this document.
- 8.4. If the Board of Directors is fewer than 7 Directors, or if the elected Board of Directors subsequently determines a need for additional Directors, the Directors at a Board Meeting may

appoint such additional Directors as it deems necessary. Such appointments must have the simple majority approval of the assembled Board.

- 8.5. The RM of Ritchot may appoint a representative to serve on the Board of Directors in an exofficio (non-voting) capacity for the purpose of liaison.
- 8.6. Minor Hockey may appoint a representative to serve on the Board of Directors in an exofficio (non-voting) capacity for the purpose of liaison.
- 8.7. In the event of a vacancy, the board may appoint a qualified member to fill the vacancy for the remaining term of office. Such appointments 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 may be called to fill the vacancy.
- 8.8. The office of a Director shall be declared vacant upon the occurrence of any one of the following events:
 - a. death;
 - b. resignation in writing to the Board;
 - c. removal by resolution of at least two-thirds of the other members of the Board of Directors; or
 - d. the expiry of their term.
- 8.9. Any Director may be removed from their elected or appointed position by a two-thirds majority vote of the entire remaining Board upon the occurrence of any one of the following:
 - a. failure by the Director to attend any three consecutive regular meetings of the Board without explanation or notification;
 - b. failure of a Director to disclose a conflict of interest;
 - c. where the Directors are of the opinion that the Director has not acted in the best interests of the Centre.

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

The meeting considering the motion to remove must have 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.

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

The Director being removed shall be given the opportunity to present an explanation.

- 8.10. All members of the age of majority may attend, vote or stand for election at the Annual General Meeting.

- 8.11. The Board of Directors is to serve without remuneration. No Director may directly or indirectly receive profit from their position as director.
- 8.12. 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 at the direction of the Board.
- 8.13. 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 Club 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.
- 8.14. In the event that a Member of the Board sits on a committee or board outside of the Club, while acting in the capacity as a representative of the Centre, s/he will speak and/or vote in compliance with the decision(s) of the Board, and will represent the best interests of the Club in all related matters.

Article 9 – Executive Committee Powers:

The Executive Committee shall have the power to do all things necessary for the successful operation of the Club and thus be empowered to:

- 9.1. Administer the funds of the Club in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Club.
- 9.2. 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 Club.
- 9.3. Subject to the ratification of the Board, make such rules and regulations regarding the use of the Club facilities, as they may deem necessary.
- 9.4. Expel or suspend from the Club any person guilty of misconduct or any infraction of the rules and regulations of the Club as deemed inappropriate by the Board.
- 9.5. Ensure that the Club 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.
- 9.7. Appoint advisors to the Board as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors.

Article 10 – Elections

- 10.1. Election of the Board of Directors shall be held at the annual General Meeting of the Centre
- 10.2. Nominations will be accepted from the floor by the current President.
- 10.3. If an election should be required, a majority vote by all members in attendance is required to be elected.
- 10.4. The elected Board of Directors shall take office upon election unless otherwise provided for in the by-laws.

Article 11 – Terms of Office

Each director shall normally be elected for a one-year term.

Article 12 – Meetings:

- 12.1. An Annual General Meeting will be held in the fall of each calendar year. The AGM shall be convened for reporting the year's activities and the election of the Executive Committee. Notice of the meeting shall be given to the membership at least fourteen (14) days before the meeting.
- 12.2. Special General Meetings may be convened by the President, or by the Executive Committee or by written request of twenty members in good standing of the Club. 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 that are identified in the request.
- 12.3. The Board of Directors, including the Executive Committee, will meet quarterly or at the discretion of the Board.
- 12.4. 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.
- 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 general. Any member wishing to appear on the agenda must give notice to the President at least fourteen (14) days before 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, including at least two (2) members of the Executive Committee.
- 13.2. The quorum for transaction of business at a Special General Meeting shall not be less than fifteen (15) members of the Club including five members of the Board.
- 13.3. The quorum for transaction of business at the Annual General Meeting shall not be less than ten (10) members of the Club.
- 13.4. Meetings shall be adjourned and no business conducted if there is no quorum within thirty (30) minutes after the scheduled time of the meeting.

Article 14 – Voting Privileges:

- 14.1. At regular 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 when his or her vote will affect the results of the vote or if the vote is by (secret) ballot.
- 14.2. The Board of Directors may vote on urgent issues by way of e-mail. All Board of Directors must vote via e-mail prior to a motion being passed. Motions passed by e-mail have the full force and effect of motions passed at a regular meeting of the Board of Directors. Motions passed in this way will be presented at the next regular meeting and captured in the minutes.
- 14.3. At the Annual General Meeting or Special General Meetings of the Club, each member of the age of majority in attendance shall be entitled to a vote.
- 14.4. Unless otherwise stated in the Constitution, all motions shall be approved by a simple majority.
- 14.5. All amendments to the Constitution and By-laws will require a minimum of two-thirds majority.
- 14.6. The President may at his/her discretion require any contentious issue to be voted on by ballot.
- 14.7. 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 will 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 Club and present a financial report at the Annual General Meeting.

- 16.2. All funds raised by or on behalf of, or under the auspices of the Club must have prior approval of the Board.
- 16.3. All financial documents and contracts shall carry a minimum of two authorized Executive signatures.
- 16.4. No person shall incur an expense or commitment on behalf of the Club unless authorized by the Board.
- 16.5. The Board is authorized to incur such expenses as necessary for the continued operation of the Club.
- 16.6. The books and records of the Club shall be open to inspection by the members at all times, upon reasonable notice to the Board, under terms set by the Board.

Article 17 – Amendments:

- 17.1. Amendments to the Constitution may only be made at an Annual General Meeting or a Special General Meeting. All proposed amendments must be received by The Board to then be presented to the membership in writing no later than 21 days prior to the meeting.
- 17.2. Amendments to the Constitution shall require a minimum of two-thirds majority of the members in attendance at the Annual General Meeting or Special General Meeting.
- 17.3. Amendments to the by-laws may be made at a regular meeting of the Board of Directors. Notice of motion for amendments must be received thirty (30) days prior to the meeting unless authorized by the President.
- 17.4. Amendments to the by-laws shall require a minimum of two-thirds majority of the Board members in attendance.

Article 18 – Indemnification:

- 18.1. Every Director or Officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Club 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 willful 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 willful neglect.

Article 19 – Winding-Up:

19.1. Members of the Club do not have and cannot have any personal interest in the Club's property. If the Club is dissolved or disbanded, any assets left after the liabilities have been satisfied must be turned over to the RM of Ritchot.

Article 20 – Interpretation:

20.1 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
AGM held on _____, _____, _____
supersedes all previous constitutions.

Secretary

President