

**CONSTITUTION OF NORBERRY-GLENLEE COMMUNITY CENTRE INC.
RENEWED APRIL 19, 2021**

ARTICLE 1.0 - NAME

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

ARTICLE 2.0 - PURPOSE

The purpose of the Centre is to provide a broad range of recreational and leisure activities for persons of all ages resident within the designated areas as defined in Article 5.0, through the management and operation of the facilities and grounds.

ARTICLE 3.0 - OBJECTIVES

3.1 The objectives of the Centre shall be:

- a) 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.
- b) To communicate with the residents of the designated area so as to determine their needs for recreational and leisure activities, and to insure that they are aware of the activities and programs being offered by the Centre;
- c) To administer and operate the Centre in accordance with the Operating Responsibilities as approved by the General Council of Winnipeg Community Centres (GCWCC) and the City of Winnipeg;
- d) To administer funds, maintain records, prepare budget and financial reports for audit and presentation at monthly board meetings and the Annual General Meeting of the Centre;
- e) To prepare budget, financial and activity reports for presentation to the City of Winnipeg;
- f) To maintain and improve the facilities of the Centre including those of designated satellite Centres;
- g) To promote activities through which funds may be raised to support the activities of the Centre;
- h) To plan for the continued operation of the Centre and its programs through the recruitment and training of volunteers;
- i) To represent Norberry-Glenlee Community Centre and to provide delegates to support the programs and policies of the Riel Community Centres Board and the GCWCC, and to co-operate with the City of Winnipeg, the GCWCC, and other

organizations to provide recreation and leisure opportunities.

ARTICLE 4.0 - DEFINITIONS

“Board” – Unless otherwise specified, the Board of Directors of the Centre.

“Age of majority” - A person who is 18 years of age or older.

“Fiscal year” - A period of 12 consecutive months chosen by a corporation to be its accounting period.

“Majority vote” - Fifty plus one percent of the eligible voters.

“Proxy” - A person appointed to vote for another who is not present.

“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.

ARTICLE 5.0 - BOUNDARIES

The Centre shall serve the residents of the community centre catchment area within the boundaries as defined by the City of Winnipeg.

ARTICLE 6.0 - MEMBERSHIP

- 6.1 The membership of the Centre shall normally consist of those persons residing within the boundaries as specified under Article 5.0.
- 6.2 Those persons not residing within the Centre's designated boundaries who wish to hold membership in the Centre must apply to the GCWCC for a Family Transfer.
- 6.3 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 residents residing within its designated boundaries.
- 6.4 The Board will determine a participation or membership fee.
- 6.5 A “Lifetime Builder Award” may be conferred upon a member by the Board in recognition of outstanding service or special duty to the Centre. Lifetime Builders have all the rights and privileges of regular members, but do not have to pay a participation or membership fee.

ARTICLE 7.0 - FISCAL YEAR

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

ARTICLE 8.0 - GOVERNANCE

- 8.1 The business and affairs of the Centre shall be managed by a Board consisting of not fewer than eight (8) and not greater than fifteen (15) members including the Executive who have been elected at an Annual General Meeting of the membership.
- 8.2 The titles of the Directorships that are not members of the Executive shall be as defined in Article 1.1 of the Bylaws.
- 8.3 The organizational chart governing the line of authority for the Board shall be as defined in Article 2.1 of the Bylaws.
- 8.4 The duties of the Directors shall be as defined in Article 3.0 of the By-Laws.
- 8.5 The Executive shall consist of the following five (5) Directorships:
- President
 - Past Executive
 - Vice-President Programs
 - Vice-President Operations
 - Secretary-Treasurer
- 8.6 The Executive will serve to assist the Board's decision-making process by:
- a) Maintaining an overview and a line of authority for each area of the Centre's operation.
 - b) Periodically recommending to the Board such course of action in a particular situation as it deems advisable.
 - c) As per Article 13.2, serving as the Personnel Committee.
 - d) Appointing advisors to itself as it deems necessary and appropriate, such appointments to be ratified by a simple majority vote.
- As per the provisions of Article 9.5, the Executive shall be responsible and accountable to the Board.
- 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 appointment(s) must have the majority approval of the assembled Board members. Should the Board not fill a vacancy, a Special General Meeting of the Membership may be called to do so.
- 8.8 All members of the age of majority may attend, vote and stand for election at an Annual General Meeting of the Centre.
- 8.9 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.
- 8.10 Any Director may be removed from his or her elected or appointed office by a two-thirds majority vote of the entire remaining Board, 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 without regrets.
 - b) Failure by the Director to disclose a conflict of interest.
 - c) Where the remaining Directors are of the opinion that the Director has acted contrary to the best interests of the Centre.
- 8.11 A motion to remove a Director must meet the following criteria:
- a) The motion must be presented at the meeting of the Board before the meeting that will consider the motion.
 - 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.
 - 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.
 - d) The Director being removed shall be given the opportunity to present his or her evidence.
 - e) Failure by the Director to respond or attend the meeting shall be grounds for removal.
- 8.12 Directors shall serve without remuneration. No Director may directly or indirectly receive any benefit from their position as a 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.
- 8.13 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 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 any motion concerning the transaction.

ARTICLE 9.0 - ADMINISTRATIVE POWERS

- 9.1 The Board shall have the power to do all things necessary for the successful operation of the Centre, and shall thus be empowered to:
- a) Administer the funds of the Centre 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 that same are not contrary to the general policy of the City of Winnipeg Community Services Department.
 - b) 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.
 - c) Expel or suspend from the Centre any person guilty of misconduct or any infraction of the rules and regulations of the Centre.
 - d) Ensure that the Centre is operated on a non-political and non-sectarian basis.
 - e) Notwithstanding any other provisions of the Constitution, establish or amend Committees, either Standing or Ad Hoc, prescribe their duties, powers and duration thereof. All Committees shall be responsible and accountable to the Board of Directors.
 - f) Appoint advisors to the Board as it deems necessary and appropriate, such appointments to be ratified by a simple majority vote.
 - g) Make any and all such rules and regulations regarding the use of the Centre facilities as it may deem necessary.

ARTICLE 10.0 - FINANCIAL POWERS

- 10.1 The Board shall administer all funds and investments of the Centre and present an annual financial review at the Annual General Meeting.
- 10.2 The Board shall adopt an annual budget for all programs, services and operations of the Centre for the coming year by December 31st of each year.
- 10.3 All funds raised by or on behalf of, or under the auspices of the Centre must have prior approval of the Board.
- 10.4 All funds and Investments of the Centre shall be deposited in the name of the Centre with an accredited financial institution, which shall be selected by the Board.
- 10.5 All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the Board.
- 10.6 No person shall incur an expense or commitment on behalf of the Centre unless

authorized by the Board, or by the membership at an Annual General Meeting.

- 10.7 The Board is authorized to incur such expenses as necessary for the continued operation of the Centre.
- 10.8 All activities of the Board or its committees that will result in the expenditure of funds must be pre-approved by the Board, by way of approved budgets or motions.
- 10.9 Expenses or commitments in excess of \$50,000 shall be submitted for approval in the following manner:
- 1) The project must be approved in principle by a two-thirds majority of the Board.
 - 2) The President will appoint an ad-hoc committee to study the feasibility of the project.
 - 3) This committee will provide a detailed written report to the Board within 60 days.
 - 4) 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;
 - 5) The report will be submitted to the membership for a two-thirds majority final approval.
- 10.10 The books and records of the Centre shall be open to inspection by the members at all times, upon reasonable notice to the Board.
- 10.11 The Board shall annually appoint auditors to review the accounts of the Centre, whose report shall be presented to the members at the Annual General Meeting and filed with the City of Winnipeg Community Services Department. 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 11.0 - ELECTIONS

- 11.1 Election of the Board of Directors, with the exception of the filling of vacancies during the term, shall be held at the Annual General Meeting of the Centre or a Special General Meeting, duly called.
- 11.2 Each Director shall normally be elected to a one-year term. At an Annual General Meeting each Director of the incumbent Board shall be deemed to have retired upon the election of his or her successor. Each Director, if qualified, shall be eligible for re-election.
- 11.3 At least one month before the Annual General Meeting, the President will appoint a Nominating Committee chaired by the Past Executive or in their absence another Board member, which shall consist of no more than three members, at least two of whom shall be members of the Board.

- 11.4 The chair of the Nominating Committee will ensure that a slate of officers is prepared and presented at the Annual General Meeting.
- 11.5 Nominees must express their willingness to stand either by being present at the elections or in writing.
- 11.6 Additional nominations from the floor will be accepted by the Chair at the Annual General Meeting.
- 11.7 A member of the Nominating Committee shall distribute the ballots, make an official count, announce the results at the meeting through the Chair, and destroy all ballots.
- 11.8 Directors shall take office immediately upon election.

ARTICLE 12.0 - MEETINGS:

- 12.1 The Board 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.
- 12.2 All regular and Special Meetings of the Board, and all Annual General Meetings and Special General Meetings of the membership, shall be chaired by the President; except in his or her absence the meeting shall be chaired by a member of the Executive.
- 12.3 The Executive will meet at the call of the President. Minutes of the Executive meeting will be presented at the next Board meeting.
- 12.4 All motions at all meetings, with the exception of amendments to the Constitution and Bylaws, shall be approved by a simple majority.
- 12.5 Notice and scheduling of Board and Committee meetings shall be defined in Article 5.0 of the By-Laws.
- 12.6 Special General Meetings may be convened by:
 - a) The President.
 - b) A minimum of one-third of the Board.
 - c) Fifteen (15) members of the Centre in good standing.

Written requests must be acted upon within 30 days of receipt. Such requests shall state clearly the nature of the business proposed to be transacted. A Special General Meeting shall consider only those matters identified in the notice of meeting. Notice of the meeting including the agenda shall be provided to the membership at least fourteen (14) days prior to the meeting, by way of direct email, social media and the Centre's website, as well as by other appropriate public venues.

- 12.7 An Annual General Meeting will be held during the month of April in each calendar year. The Annual General Meeting shall be convened for the purpose of reporting the year's activities and electing a new slate of Directors. Notice of the meeting shall be provided to the membership at least twenty-one (21) days prior to the meeting, by way of direct email, social media and the Centre's website, as well as by other appropriate public venues.
- 12.8 Committee meetings will be held as required at the call of the Committee Chair. The Chair will provide a report to the Board at the next regularly scheduled meeting.
- 12.9 All regular meetings of the Board shall be open to the public. Any individual or group wishing to appear on the agenda must give notice to the President at least seven (7) days prior to the meeting. The Executive will have the right to deny any such request with written notification to the individual or group and copies to Directors, stating the reasons for the denial.
- 12.10 The accidental omission of given notice for any meeting to any member, or the non-receipt of any notice by any member, shall not invalidate any resolutions passed or any proceedings taken at any meeting.

ARTICLE 13.0 - COMMITTEES

- 13.1 As per Article 9.1 e), Standing or Ad Hoc Committees may be established or amended and their duties and powers prescribed by the Board.
- 13.2 Standing Committees may be established or amended and their duties and powers prescribed via the adoption of amendments to the Bylaws.
- 13.3 Notwithstanding the powers specified in Articles 13.1 and 13.2 above, there shall be a permanent Standing Committee known as the Personnel Committee, composed of the members of the Executive; the duty of which shall be to oversee, manage and resolve personnel and staffing matters, including employment contracts. As per the provisions of Article 9.5, the Personnel Committee shall be responsible and accountable to the Board; and any financial or contractual issues resulting from the Committee's work shall be presented to the Board for ratification.
- 13.4 Committee meetings will be held as required, and at the discretion of the Committee Chair. The Chair will provide a report to the Board at the next regularly scheduled meeting.
- 13.5 All Standing and Ad Hoc Committees shall be chaired by a Director and the membership of such committees shall be ratified by the Board.

ARTICLE 14.0 - 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 General Meeting shall be not less than fifteen (15) members of the Centre including at least 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 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 15.0 - VOTING PRIVILEGES

- 15.1 At all regular or Special Meetings of the Board, each Director in attendance with the exception of the President shall have one vote. The President shall vote only in the event of a tie.
- 15.2 At an Annual General Meeting or any Special General Meeting of the Centre each member of the age of majority in attendance shall be entitled to one vote.
- 15.3 The Chair may at his or her discretion require any contentious issue to be voted on by ballot.
- 15.4 No proxy votes shall be allowed.
- 15.5 A Directorship may be shared by two individuals, representing a single vote at any meeting.

ARTICLE 16.0 - AMENDMENTS

- 16.1 Amendments to the Constitution may be made at the Annual General Meeting. Notice of motion for proposed amendments should be provided to the membership no later than 21 days prior to the meeting.
- 16.2 Amendments to the Constitution shall require a minimum two-thirds majority of the members in attendance at an Annual General Meeting.
- 16.3 Amendments to the Bylaws may be made at the Annual General Meeting, a Special Meeting of the Board of Directors, or any regular Board meeting providing that notice of motion was provided at a previous meeting. Notice of motion for amendments shall be made at any regular or Special Meeting of the Board.
- 16.4 Amendments to the Bylaws at an Annual General Meeting shall require a minimum two-thirds majority of the members in attendance. Amendments to the Bylaws at a regular or Special Meeting of the Board shall require a minimum two-thirds majority of the Board members in attendance.

ARTICLE 17.0 - INDEMNIFICATION

17.1 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 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 18.0 – ROBERT’S RULES OF ORDER

All meetings of the Centre shall be conducted in accordance with “Robert’s Rules of Order”.

ARTICLE 19.0 - WINDING-UP

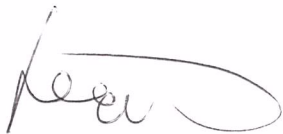
Members of the Centre do not have and cannot have any personal interest in the Centre's property. If the Centre is dissolved or disbanded, any assets left after all liabilities have been satisfied shall be turned over to the City of Winnipeg.

ARTICLE 20.0 - INTERPRETATION

In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Board of Directors in resolution shall be final and conclusive.

STATEMENT OF APPROVAL

This Constitution approved at the Annual General Meeting of April 19, 2021 supersedes all previous Constitutions.



President



Secretary/Treasurer