

# **Alex Anderson Memorial Sports Club & Legion Hall Inc.**

**(Victoria Beach Sports Club)**

## **CONSTITUTION**

**Adopted: May 2009**

## **By-Law Number 1**

A basic organizational by-law relating generally to the operation of the Alex Anderson Memorial Sports Club and Legion Hall Inc. (commonly referred to as the Victoria Beach Sports Club - VBSC), a not-for-profit corporation.

# **Alex Anderson Memorial Sports Club and Legion Hall Inc. Constitution**

## **1.0 Definitions**

“Act” Means the *Corporations Act of Manitoba* and any act that may be substituted thereof, as time to time amended;

“ad hoc committee” means any committee that may be established by the board of directors for time to time for a specific purpose usually for a specific length of time; (fundraising)

“appointed officers” means the committee chairs/convenors/others appointed by the board of directors (i.e. fund-raising committee chair)

“board of directors” means those elected at the annual general meeting of the corporation or appointed upon vacancy;

“by-laws” means this by-law and other by-laws of the corporation approved from time to time by the board of directors;

“directors” means those members elected at the annual general meeting or appointed upon vacancy as directors including the executive officers as the board of directors may determine from time to time;

“elected executive officers” means the president, vice-president, treasurer, and secretary and other such officers the directors may determine from time to time;

“members” means anyone designated by the board of directors. The corporation would be allowed to provide for more than one class of membership;

“organization” means a legal body such as a rural municipality that may be requested to appoint a councillor to the Board of Directors;

“standing committees” means a committee established by the board of directors to provide information and feedback to the board that will assist the board in its decision-making process (i.e., finance, operations, etc)

## 2.0 Name

The name of the Corporation shall be Alex Anderson Memorial Sports Club and Legion Hall Inc. and is here after referred to as the Corporation.

## 3.0 Head Office

The headquarters of the Corporation shall be located at 5 Ash Avenue P.O Box 160 at Victoria Beach, Manitoba R0E 2C0.

## 4.0 Finances

### 4.1 Fiscal Year

The Fiscal Year of the Corporation shall begin on May 1<sup>st</sup> in each year and terminate on April 30<sup>th</sup> of the same year.

### 4.2 Banking

The banking business of the corporation including, without limitation, the borrowing of money and the giving of security therefore shall be transacted with such banks, trust companies and other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

### 4.3 Borrowing

The Board of Directors may, without the authorization of the members, borrow on the Corporation's behalf for the purpose of purchasing investments and paying administrative and current operating expenses. The Board of Directors is authorized to charge the assets of the corporation for the purpose of such borrowing. Borrowing is subject to those restrictions found in the by-laws or any unanimous member agreement.

### 4.4 General Business

**Property:** The Board of Directors shall be the custodian of all property of the Corporation, and the applications for the use of such property shall be directed to the Executive who will receive their direction in the loaning and/or disposition of such property from the Board of Directors.

The Corporation would be obligated to use all profits or increases in the value of its property to further the activities of the Corporation and would not be allowed to distribute any of its profits, proceeds, or property, directly or indirectly, to any member, director or officer of the Corporation. The Corporation would be allowed to distribute any of its money or property to

a body authorized to carry out activities on behalf of the Corporation provided that the money or property is used for the purpose of carrying out those activities.

**Execution of Instruments:** Contracts, documents, or any instruments in writing requiring the signature of the Corporation may be signed by any two of the president, vice president, treasurer, or those so appointed by the board. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers, or any other persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**Amendments to the Constitution:** The constitution can only be amended by a clear majority vote of the members attending an Annual Meeting or a meeting of the members called for that purpose, provided fourteen days notice has been provided by the Corporation. A copy of the Constitution shall be provided to each new member of the Board of Directors and a copy shall be available at the Annual Meeting.

#### **Amendments to By-Laws**

By-laws of the corporation may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the Corporation Act

## **5.0 Membership**

### **5.1 Eligible**

The following persons will be eligible for membership in the corporation:

- persons who support the objects and activities of the corporation
- who apply to the board of directors and who pay a membership fee;

### **5.2 Fees**

Fees will be set form time to time by the Board of Directors.

### **5.3 Rights and Privileges**

Members shall have and be entitled to the following rights and privileges:

- a) The right to receive notices of, and to attend and vote (18 years and older) at meetings of members
- b) Participate in VBSC sponsored activities at reduced rates as determined by the Board of Directors.
- c) Have priority with respect to programs.
- d) Eligibility for nomination for, and election to, the Board of Directors
- e) The receipt of any newsletters or other publications of the corporation

## 5.4 Voting

Unless the by-laws provide otherwise, each individual member 18 years of age or older, would be allowed to vote at a meeting of members. This would be the case regardless of type of membership. Voting at a meeting of members would be by a show of hands or if a ballot is demanded by a majority of members. A member who is unable to attend may upon prior notification to an executive member, vote by proxy.

## 5.5 Membership Shall Cease

- Upon death of a member
- If fees are not paid prior to the AGM
- If a member resigns
- If membership has been terminated by at least two thirds of the members at a meeting specifically called for that purpose. Notice of the meeting including grounds shall be served upon the member for the proposed termination of his/her membership.

## 5.6 Honorary

The Board of Directors, by resolution, may bestow honorary membership on a person or persons.

## 6.0 Membership Meetings

### 6.1 Annual General Meeting

The annual general meeting of the corporation shall be held no later than 18 months after incorporation and no later than 15 months after the last AGM in subsequent years. The following business will be conducted at the AGM

- reading the financial reports
- election of directors
- appointment of auditors
- any other business that may be properly brought before the meeting

### 6.2 General Meetings

The Board of Directors may from time to time call a general meeting. As well, the Directors must call a general meeting if at least 10 percent of the membership requests a meeting to be called.

### 6.3 Quorum

Quorum for the AGM or a general meeting of the corporation shall, be 6 members present or by proxy provided that at least 2 members other than Directors are present at the meeting.

## 6.5 Notice

A notice of the AGM shall be posted or delivered or mailed or faxed or telephoned or emailed to the members at least 7 days prior to a meeting. The accidental omission to give a notice of any meeting or the non-receipt of any notice by any Director or member or any error in any notice not affecting the substance thereof shall not invalidate any resolution passed or any proceedings taken at any meeting held pursuant to such notice.

## 7.0 Board of Directors

### 7.1 Responsibilities and Powers

A Board of Directors shall administer and direct the Corporation and its facilities. The Board of Directors shall exercise control over the direction, affairs, and finances of the Corporation and may propose by-laws and/or policies deemed necessary in the interest of the Corporation and the Centre.

The Board of Directors shall consist of a minimum of 8 with a maximum number to be determined by the Board as required, each having one vote on all matters. The Board of Directors would include president, vice-president, treasurer, secretary, past-president, and a minimum of 3 directors at large. (these could include chairs of standing committees)

### 7.2 Election and Appointment

Each Director shall be a member of the corporation at the time of his or her election or appointment, or within 10 days of the election or appointment and shall remain a member for a term of 2 years except for the first year of incorporation where half of the directors will be elected or appointed for one year. Each year following all directors will be elected or appointed for 2 years. This allows for continuity on the Board.

Directors will be elected or appointed at the AGM. Directors whose term is completed may be eligible for re-election or appointment.

The Past President will be appointed for 2 years unless the current President is re-elected or re-appointed for another term, then the appointment may remain in effect.

### 7.3 Removal

The office of Director shall be automatically vacated:

- a) If he/she fails to comply with any requirements imposed by the Corporations Act or the Constitution respecting the qualification of Directors;
- b) If he/she resigns his/her office and gives notice to the Corporation of such resignation;
- c) If he/she is removed from office in accordance with the Corporations Act;
- d) If at any meeting of the members, a majority of the members present so decide that he/she be removed from office;
- e) If he/she fails to attend three consecutive meetings of the Board (in the absence of the director providing a reasonable explanation for such failure to attend), after receiving proper notice thereof
- f) If the organization that appointed the director gives notice to the Corporation revoking the director's appointment;
- g) If he/she dies; or
- h) If he/she ceases to be a member of the Corporation

### 7.4 Vacancies

In the case of an appointed Director, if a vacancy on the Board occurs for any reason, the Board shall provide written notice to the organization that appointed the director who vacated his/her office. The organization may appoint a new director to fill the vacancy until the next annual meeting.

In the case of an elected director, if a vacancy on the Board occurs for any reason, the Board may, by resolution, fill the vacancy with any person who would qualify as a Director at an annual meeting. The person so chosen shall hold office for the balance of the term of the vacating Director.

### 7.5 Ex-Officio

The President shall be an ex-officio member of all board committees.

The Board of Directors may appoint others to be an ex-officio member of the board.

### 7.6 Remuneration

The Directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such. The exception would be board approved out-of-pocket expenses.

### 7.7 Conflict of Interest

Every director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the

corporation, in the manner and at the time required by the Act. Such directors should refrain from voting and participating in any discussion or debate in respect to the contract or arrangement or proposed contract with the Corporation.

## **8.0 Meetings of Directors**

### **8.1 Schedule**

The Board of Directors will meet once a month during the year, or at the discretion of the Board, the dates of which to be decided by the board members.

### **8.2 Notice**

A meeting of the Board may be convened by the President or Vice-President, or any two Directors and the Secretary by direction of the President or Vice-President. Notice of such meeting shall be delivered or mailed or faxed or telephoned or emailed to each Director not less than two (2) days before the meeting is to take place.

A meeting of the Board may be held and duly constituted at any time without notice if all of the Directors are present, or if any are absent, those absent have waived notice or signified their consent to the meeting being held in their absence.

### **8.3 Voting**

A proposed resolution put before any meeting of the Board shall be carried if a majority of the Directors present vote in favour. Each Director shall be entitled to one vote.

The voting at annual, general, or special meetings of the members shall be by a show of hands, unless a poll is demanded by at least one member. If a poll is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the President shall have a second or casting vote.

Subject to the articles, by-laws, and unanimous member consent, the use of interactive electronic communications would be allowed in any meeting to be held by the Directors or Officers.

A ballot format may be considered when voting for the election of Executive members.

### **8.4 Quorum**

A majority of the Board will constitute a quorum at any meeting of Directors

## 8.5 Resolution in Lieu of Meeting

A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.

## 8.6 Right to Dissent

The right to dissent would allow a Director to avoid responsibility for actions or resolutions taken during a Board meeting by having his or her dissent recorded.

## 8.7 Minutes

Minutes of meetings of the Board and financial statements of the Corporation duly accepted by the Board of Directors shall be available to any member upon written request.

## 8.8 Authority of Continuing Directors to Act:

The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

## 9.0 Executive Officers

### 9.1 General

The Executive Officers shall be as follows:

- President
- Vice-President
- Secretary
- Treasurer
- Past President

The Executive Officers shall:

- Monitor the effectiveness of the Corporation in achieving its' stated goals and objectives.
- Make recommendations to the full Board regarding the recruitment/dismissal and level of compensation for any employees.
- Make recommendations to the full Board for any changes in the personnel or administrative policies of the Corporation, where deemed necessary.
- Act as the Budget Committee in reviewing and establishing the Corporation's budget.

- Act as the Grievance Committee in disputes between the Corporation and its employees or the Corporation and the community at large.
- Be responsible for the review and recommendation of the Corporation's insurance agents and professional firms.

The Executive Officers positions shall be reviewed at the Annual Meeting.

## 9.2 Duties

President: The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Corporation. He/she shall have signing authority on cheques drawn in accordance with the Corporation's Constitution and all documents and papers that require Board authorization. The President will be charged with maintaining liaison with staff subject to the authority of the Board, of the business and affairs of the Corporation. He/she shall have voting privileges on all motions. He/she may sit ex-officio on all Board committees. The President will prepare and submit to the members at the Annual General Meeting a report of the preceding year.

Vice-President: The Vice-President shall assist the President in the performance of his/her duties and shall perform such other duties as the Board may assign. He/she shall preside in the absence of the President, and in the case of resignation or neglect by the President, perform all duties incumbent upon the President until an election can be held. The Vice-President shall serve as a signing authority for the Corporation.

Secretary: The Secretary shall be present at all meetings of the Board and of members to be the recording secretary of said meetings and to transcribe minutes and distribute minutes to all Board members. He/she shall ensure copies of the Annual Meeting minutes are available for all members at future Annual Meetings. The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors, and Annual, General, or Special meetings. He/she shall perform such other duties as may be prescribed by Executive Officers.

Treasurer The Treasurer shall be responsible to the Board for all financial matters related to the Corporation and shall serve as a signing authority of the Corporation. He/she shall coordinate and chair budget committee meetings, and shall prepare a budget within three months of the Annual Meeting.

Past President The Past President shall be invited to all meetings of the board and members and shall act as a resource to the board and its membership.

All Executive Officers have equal voting rights.

### **9.3 Vacancies**

If any of the Executive Officer positions become vacant for any reason, the Board by resolution may appoint an officer to fill such vacancy.

### **9.4 Term**

The term of office of all executive officers will be 2 years.

### **9.5 Removal**

See 7.3

### **9.5 Meetings**

The Executive shall meet at the discretion of the Executive Officers, with a majority of officers constituting a quorum. The president will be the chair, or in his/her absence, the vice-president. If no such director is present, the members of the executive shall choose one of their numbers to act as chair for the meeting.

## **10.0 Committees**

### **10.1 General**

Committees will be formed as required at the discretion of the Board of Directors. Each Committee Chairperson shall be prepared at each Board meeting to report on the activities of their Committee. A format for the report can be found in the appendix. The President may sit as an ex-officio member of all committees.

### **10.2 Standing**

Standing committees are ongoing committees established by the board of directors to provide information and feedback to the board that will assist the board in its decision-making process (i.e., finance, operations, etc)

### **10.3 Ad hoc**

Ad hoc committees are any committee that may be established by the board of directors for time to time for a specific purpose and usually for a specific length of time; (fundraising)

## **11.0 Indemnification**

### **11.1 Indemnity of Directors**

The Corporation shall indemnify and save harmless the Directors their heirs, executors, and administrators, and estates and effects respectively from time to time and all time from and against:

- (a) all costs charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or In respect of any act, deed, or matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

### **11.2 Indemnity of Others**

The Corporation shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, investigative ( other than an action by or in right of the corporation) by reason of the fact that he or she was an employee or agent of the corporation, or is or was serving, at the request of the corporation, as Director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust, or other enterprise, against expenses, judgements, fines and any amount actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted honestly and in good faith with a view to the best interests of the corporation, and with respect to any criminal or investigative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

### **11.3 Insurance**

Subject to the limitations contained in the act, the corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.