

GENERAL COUNCIL OF WINNIPEG COMMUNITY CENTRES CONSTITUTION

ARTICLE 1 - NAME:

- 1.0 The name of the organization shall be the GENERAL COUNCIL OF WINNIPEG COMMUNITY CENTRES with the abbreviation GCWCC, hereinafter called the "Council".

ARTICLE 2 - OBJECTIVES:

- 2.1 To provide leadership and direction to all City of Winnipeg Neighbourhood Clubs and Community Recreation and Leisure Centres herein and after called "Community Centres" which are members of the GCWCC, in cooperation with the District Community Centre Boards and the City of Winnipeg.
- 2.2 To review and develop policy statements, documents and manuals on issues of common interests for Community Centres and District Boards.
- 2.3 To encourage cooperation and unity of purpose in all matters associated with Community recreation and leisure activities.
- 2.4 To provide a central organization to support and speak on behalf of its members on all matters of common interest.
- 2.5 To provide an effective communication link between City Council, all Departments of the City and Community Centres.

ARTICLE 3 - MEMBERSHIP:

- 3.1 All Community Centres that are funded by the City of Winnipeg Universal Funding Formula shall be eligible for membership.

ARTICLE 4 - GOVERNMENT:

- 4.1 The business and affairs of the GCWCC shall be managed by a Board of Directors including the Executive Committee, the District Representatives, the Members-at-Large, and the City of Winnipeg Council appointees.
- 4.2 The Executive Committee shall consist of the President, Past President, 1st Vice President, 2nd Vice President and Executive Director.
- 4.3 A maximum of 3 Members at Large may be appointed each year by the Executive Committee. These members shall be appointed each year by the Executive Committee and shall be ratified by the Board of Directors.

- 4.4 District Community Centres Board Representation shall be as follows: Four or more District Boards - 1 Representative per District; Three (3) District Boards - 2 Representatives per District; Two (2) District Boards - 3 Representatives per District; One District Board - 5 Representatives per District. Each District shall have equal representation.
- 4.5 City of Winnipeg Council shall appoint up to 3 Representatives to the Board.
- 4.6 The City of Winnipeg, Community Services/Recreational Development Branch may appoint up to three ex-officio Representatives to the Board.
- 4.7 The duties of the Board shall be as defined in Article 1 of the By-Laws.
- 4.8 Any Director may be removed from their elected position or be recommended for removal from their appointed position by a two-thirds majority vote of the entire remaining Board of Directors upon the occurrence of any of the following events:
- (a) Failure by the Director to attend any three consecutive regular monthly meetings of the Board;
 - (b) Failure by the Director to disclose a conflict of interest;
 - (c) Where the remaining Directors are of the opinion that the Director has not acted in the best interest of the Organization.
- 4.9a A motion to remove a Director must be presented at the meeting of the Board before the meeting which will consider the motion.
- 4.9b The meeting considering the motion to remove must have a quorum without counting the Director who brought in the motion or the Director who is the subject of the motion, neither of whom may vote on the motion.
- 4.9c 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.
- 4.9d The Director being removed shall be given the opportunity to present his evidence.
- 4.10 The office of 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) Upon filing nomination papers for any public office;

(d) Removal by resolution of at least two-thirds of the other Directors of the Organization.

- 4.11 The Board of Directors are 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 Organization.
- 4.12 On any occasion in which a Director, or spouse or dependant of a Director, has a personal, material or other substantial interest in any contract or transaction to which the Organization 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 remove himself/herself from any involvement with respect to the resolution.
- 4.13 Notwithstanding any other provisions of the Constitution, appoint Committee Chairperson and Committee Members either standing or temporary; prescribe their duties, powers and duration thereof. All committees shall be responsible and accountable to the Board of Directors.

ARTICLE 5 – EXECUTIVE COMMITTEE

- 5.1 The Executive Committee shall have the power to do all things necessary for the successful operation of the organization, thus be empowered to:
- 5.1a Administer the funds of the Organization in such manner and for such purposes as it may decide beneficial to the well-being and advancement of the objectives of the Organization, provided that the same are not contrary to the general policy of the City of Winnipeg.
- 5.1b Ensure that the Organization is operated on a non-political and non-sectarian basis.

ARTICLE 6 - FINANCES:

- 6.1 The Board shall administer all funds and securities of the organization and present an audited financial report to the Annual General Meeting.
- 6.2 An annual budget shall be submitted to the Board for approval, no later than the regular February meeting.
- 6.3 Each Community Centre will be assessed an annual membership fee that will be applied to the entire calendar year. Fees will be set and approved by the Board. The fees will be applied towards the operating expenses of the organization.

- 6.4 All funds raised by, or on behalf of, or under the auspices of GCWCC must have prior approval of the Board of Directors.
- 6.5 All funds and securities of the organization shall be deposited in the name of the organization with a recognized financial institute which shall be selected by the Board.
- 6.6 All financial documents and contracts shall carry a minimum of two (2) signatures as approved by resolution of the Board.
- 6.7 The books and records of the organization shall be open to inspection by the members at all times, upon a reasonable notice to the Board.

ARTICLE 7 - ELECTIONS AND TERMS OF OFFICE:

- 7.1 All members of the Executive Committee except the Past President and Executive Director shall be elected at the Annual General Meeting.
- 7.2 The term of office shall be two years, ending at the conclusion of the Annual General Meeting in each even numbered year.
- 7.3 The Past President must have served for a full term as President.
- 7.4 If a member of the Executive Committee, except the Executive Director or Past President, vacates their office for any reason, the Board shall appoint a replacement for the balance of the term.

ARTICLE 8 - MEETINGS:

- 8.1 The Executive Committee will meet a minimum of four (4) times per year. These meetings will be held at the discretion of the President. Minutes of the Executive Committee meeting(s) will be presented at the next meeting of the Board following the Executive meeting.
- 8.2 Board Meetings will be held a minimum of ten (10) times per year. These meetings will normally be held on the first Monday of the month. July and August meetings will be held at the discretion of the Executive Committee.
- 8.3 Special Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors, or by a written request of a minimum of fifteen (15) members in good standing under rules defined in Article 6.2. or 6.3. of the By- Laws. Written requests must be acted upon within thirty (30) days of receipt.
- 8.4 An Annual General Meeting shall be convened for the purpose of reporting the year's activities and the election of officers.

8.5 All regular meetings of the Board shall be open to the public. Delegations wishing to be placed on the agenda of a regular meeting of the Board must request approval in writing from the Executive Committee no later than 14 days prior to the meeting date. Should a delegation request to appear before the board be denied, reasons for denying the request will be provided in writing to the delegation.

ARTICLE 9 – VOTING AND RESOLUTIONS

9.1 At Executive Committee Meetings, all members in attendance with the exception of the President and Executive Director shall have one vote. The President may only vote in the event of a tie.

9.2 At Regular or Special Board Meetings, all members in attendance with the exception of the President, Executive Director and City of Winnipeg Liaison(s) shall have one vote. The President may only vote in the event of a tie.

9.3 At Annual General Meetings or Special Meetings, the President of the Community Centre or a designated member of the Community Centre Board shall have one vote. GCWCC Board members in attendance with the exception of the President, Executive Director and City of Winnipeg Liaison shall have one vote. The President may only vote in the event of a tie.

9.4 All motions with the exception of amendments to the Constitution and By-Laws must be approved by a simple majority of the ballots cast.

9.5 No proxy votes will be allowed.

ARTICLE 10 - COMMITTEES:

10.1 The Board may establish Standing or Ad-Hoc Committees.

10.2 All Standing or Ad-Hoc Committees shall be chaired by a member of the Board. Members of the Committee may be appointed from the community at large.

10.3 All Committees are responsible to the Board.

10.4 Terms of Reference for all Committees are to be approved by the Board and will contain: Name of the Committee, Membership and how membership is determined, Objectives of the Committee, Frequency and nature of reporting to the Board, and Frequency of Meetings

ARTICLE 11 - AMENDMENTS:

- 11.1 Amendments to the Constitution shall take place at the Annual General Meeting or Special Meeting, as set out in Article 8.3. All amendments must be received in writing by the Board no later than seven (7) days prior to the regular February Board Meeting or Special Meeting. Notice of motion will be issued to the membership at least twenty-one (21) days prior to the Annual General Meeting.
- 11.2 Amendments to the By-laws may be made at the Annual General Meeting or a Special Meeting of the Board or at a Regular Meeting of the Board.
- 11.3 Notice of Motion for amendments to the Constitution and/or By-Laws shall be governed by Article 4.1. or 4.2. of the By-Laws.
- 11.4 Amendments to the Constitution and/or the By-Laws shall require a minimum of two-thirds majority of the ballots cast.

ARTICLE 12 - QUORUMS:

- 12.1 A quorum for a Regular or Special Meeting of the Board shall consist of a simple majority of voting members of the Board of which not less than three shall be District Representatives. Proxy votes will not be accepted.
- 12.2 A quorum for the Annual General Meeting or a Special Meeting of the members shall consist of twenty (20) voting delegates.
- 12.3 No business shall be conducted if a quorum is not reached. The meeting will be adjourned if the quorum is not reached within thirty (30) minutes of the scheduled meeting time.

ARTICLE 13 - INDEMNITIES TO DIRECTORS AND OTHERS:

- 13.1 Every Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
 - (a) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him/her 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/she 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 own willful neglect.

ARTICLE 14 - ROBERT'S RULES OF ORDER:

14.1 "Robert's Rules of Order" will be used as a guideline for all meetings.

STATEMENT OF APPROVAL:

This Constitution approved at the GCWCC Annual Meeting dated: April 13, 2019, supersedes all previous Constitutions.

Signatures: President: Tim Killeen

1st Vice President: Lora Meseman

GENERAL COUNCIL OF WINNIPEG COMMUNITY CENTRES BY-LAWS

ARTICLE 1 - OFFICERS AND DUTIES:

- 1.1 **Past President** - The Past President shall serve as an advisor to the Board, be Chairperson of the Nominating Committee, and perform such other duties as may from time to time be determined by the Board.
- 1.2 **President** - The President shall be the Chief Executive Officer of the GCWCC; shall preside at all meetings and shall implement all orders and resolutions of the Board and Executive Committee. The President shall be a non- voting member of all committees; prepare and submit a report of the preceding year's activities to members at the Annual Meeting. The President, when presiding at meetings, will only vote to break a tie.
- 1.3 **1st Vice President** - In the absence of the President assumes the duties of the President. This position is responsible for the coordination of the Annual Conference and Past Presidents' Banquet
- 1.4 **2nd Vice President** -In the absence of the President and 1st Vice President, the 2nd Vice President shall assume the duties of the Chair. The 2nd Vice President upon request shall be the liaison with all sport organizations.
- 1.5 **Executive Director** - The Executive Director is an ex-officio member of the Board. The Executive Director is responsible for the day to day operation of the GCWCC office. The Executive Director shall normally handle all general inquiries related to the operation of GCWCC and refer all issue related inquires to the appropriate member of the Executive. The Executive Director carries out policies and procedures set by the Board and its Executive Committee, attends Executive Committee and Board meetings, ensures that timely notice of meetings, minutes and preliminary agenda are provided to the Board of Directors. The Executive Director is responsible to manage the employees of the organization and in the delegation of proper responsibility. The Executive Director is responsible for the evaluation of employees. The Executive Director is a paid staff position. The duties, salary and hours of work will be reviewed by the Executive Committee on an annual basis and subsequent recommendations will be submitted to the Board for ratification.
- 1.6 **Members at Large** - Members at Large shall actively participate in Committee work as requested by the Board.
- 1.7 **District Representatives** - District Representatives are appointed by the City of Winnipeg District Community Centre Boards. District Representatives are responsible to report back to their next District Community Centres Board Meeting, ensuring that communication is maintained between the Community Centre Board Membership and the GCWCC. District Representatives may be requested to participate as committee members as required.

- 1.8 **City of Winnipeg Liaison** - This position shall be the primary communication link between the City of Winnipeg and Community Centres through the GCWCC and District Representatives.
- 1.9 **Committee Members** – Committee Members as appointed by the Board shall be responsible to perform their duties as per the Committee’s Term of Reference.

ARTICLE 2 - ELECTION OF OFFICERS:

- 2.1 The election of Officers will take place at the Annual General Meeting. The elected Officers shall take their office upon election.
- 2.2 The Board shall appoint a Nominating Committee comprised of a minimum of two members. At least one of these members will not be a member of the Executive Committee.
- 2.3 The Chair of the Nominating Committee will present a slate of nominees for each office to the delegates attending the Annual Meeting and shall call for additional nominations from the floor.
- 2.4 Each nominee must confirm their agreement with the nomination. In the event that the nominee is absent a written agreement must be filed with the Chair.
- 2.5 No member of the Board shall hold more than one office at a time.
- 2.6 In the event that more than one nomination is received for any one position, an election by ballot will take place. The Board will appoint two scrutinizers who will: distribute the ballots, make an official count, announce the results at the meeting through the Chair and ask for a motion to destroy the ballots.

ARTICLE 3 - MEMBER IN GOOD STANDING:

- 3.1 A Centre who has paid the required yearly membership fee shall be deemed as a member in good standing.

ARTICLE 4 - AMENDMENTS:

- 4.1 Amendments to the By-Laws shall take place at the Annual General Meeting or a Special Meeting or a Regular Meeting of the Board. Notice of motion for amendments shall be issued a minimum of seven (7) days prior to the Regular, Special Meeting or twenty-one (21) prior to the Annual General Meeting.

ARTICLE 5 - FISCAL YEAR:

- 5.1 The fiscal year shall terminate on the 31st day of December, of each year.

ARTICLE 6 - MEETINGS:

- 6.1 Notice of regular meetings of the Board including minutes of the previous meeting and a preliminary Meeting Agenda shall be distributed to each Board Member at least seven (7) days prior to the meeting.
- 6.2 Notice of special meetings of the entire membership shall be distributed to the members at least twenty-one (21) days prior to the meeting. Only those items defined in the notice of meeting shall be discussed.
- 6.3 Notice of special meetings of the Board shall be distributed to the members at least seven (7) days prior to the meeting. Only those items defined in the notice of meeting shall be discussed.

ARTICLE 7 - ANNUAL MEETING:

- 7.1 The Annual Meeting shall be convened each year in the month of April.
- 7.2 Notice of the Annual Meeting shall be distributed at least twenty-one (21) days prior to the meeting. The notice shall include the time and location.
- 7.3 Copies of the agenda, minutes of the previous Annual Meeting, and Annual Reports shall be distributed at the meeting.
- 7.4 The order of business for the Annual Meeting shall be:
 - Call to order
 - Approval of the agenda
 - Approval of the minutes from the previous annual meeting
 - Business arising from the minutes
 - Annual reports:
 - President
 - Financial
 - Amendments to the constitution and/or the by-laws
 - Election of officers
 - New business
 - Adjournment

STATEMENT OF APPROVAL:

These By-laws, approved at the meeting held on April 13th, 2019, supersede all previous Bylaws.

President: ***Tim Killeen*** 1st Vice-President: ***Lora Meseman***