

# **CONSTITUTION OF EAST WINNIPEG SPORTS ASSOCIATION INC.**

## **ARTICLE 1 – NAME**

- 1.01 The association shall be known as the East Winnipeg Sports Association Inc. hereafter referred to as “EWSA”.

## **ARTICLE 2 – PURPOSE**

**2.01 *The purpose of EWSA is:***

***(a) To provide, administer and maintain a multi-use recreational and sporting facility for the community; and***

***(b) To undertake activities ancillary and incidental to the above charitable purpose.***

## **ARTICLE 3 – OBJECTIVES**

- 3.01 To develop and plan any new opportunities or design changes at the Buhler Recreation Park related to EWSA’s purpose.
- 3.02 To communicate with the residents of the Transcona Community so as to reach agreement and meet changing Community needs for baseball, soccer and other potential recreational activities.
- 3.03 To properly administer and manage the facility.
- 3.04 To secure delegates and develop their skills to ensure EWSA’s purpose meets the needs of the Transcona Community.

## **ARTICLE 4 – NON-PROFIT STATUS**

- 4.01 The work of EWSA shall be carried on without purpose of financial gain for its members, and any profits or other gains to EWSA shall be used in promoting its objectives.

## **ARTICLE 5 – DEFINITIONS**

- 5.01 “Board” means Board of Directors of EWSA.
- 5.02 “Director” is any person elected to the Board.
- 5.03 “Officer” is a Director who holds the position of President, Vice-President, Treasurer, Secretary or Director at Large.
- 5.04 “AGM” is the Annual General Meeting.
- 5.05 “Annual Report” is a written summary of the year’s activities compiled from information provided by any volunteers and Ad Hoc Committees and is presented at the AGM.
- 5.06 “Members” are residents of the Community who represent the major constituents of the EWSA.

## **ARTICLE 6 – BOUNDARIES**

- 6.01 EWSA shall represent the citizens of the Community of Transcona within *its* boundaries as defined by the City of Winnipeg.

## **ARTICLE 7 – FINANCES**

- 7.01 All funds obtained shall be used to further the objectives of EWSA.
- 7.02 Cheques shall be signed by at least two of the signing officers as appointed by the Board.

- 7.03 The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 7.04 All financial operations shall be conducted in accordance with Generally Accepted Accounting Principles.
- 7.05 An official audit or review as required by the City of Winnipeg is to be performed on a yearly basis. Timelines for completion shall be as agreed upon by EWSA and the City of Winnipeg.

**ARTICLE 8 – THE BOARD OF DIRECTORS**

- 8.01 The Board shall consist of: **sixteen (16) Directors with the breakdown as follows:**  
  - **Five (5) appointed officers,**
  - **Four (4) Community Club Liaisons representing the Community Clubs (Oxford Heights, East End, Park City and South Transcona),**
  - **Five (5) League Liaisons representing the adult leagues (TK Men, Ladies, Maple Leaf Mixed, Transcona Mixed and Over 40 Leagues),**
  - **Two (2) members elected from the Transcona Community at large**

If a league or community club ceases to exist then that seat shall go to the Transcona Community at large.

The MLA for Transcona, MLA for Radisson, and the City Councillor Transcona Ward shall be Ex-officio (**non voting**) members.
- 8.02 The Directors from the **Transcona** Community at large shall be elected by a simple majority vote of members present at the AGM.
- 8.03 The Directors are elected for a two (2) year term with no restriction on reelection.
- 8.04 The office of Director shall be automatically vacated:
  - 1) If a Director has resigned his/her office by delivering a written resignation to the Board.
  - 2) If at a Board meeting a resolution is passed by a minimum of two-thirds (2/3<sup>rd</sup>) of the Board members present at the meeting, that the specified Director be removed.
  - 3) Vacant by death.
- 8.05 When an Officer vacates, the Board may appoint by resolution one of the remaining Directors to that position.
- 8.06 Any Director may be removed from their elected or appointed position by a two-thirds (2/3<sup>rd</sup>) majority vote by the remaining Board of Directors upon the occurrence of any of the following events:
  - 1) Failure by the Director to attend any three (3) consecutive meetings of the Board without notice.
  - 2) Failure by the Director to disclose a conflict of interest.
  - 3) Where the remaining Directors are of the opinion that the Director has not acted in the best interests of EWSA.
- 8.07 A motion to remove a Director must be presented at the meeting of the Board before the meeting that will consider the motion.
  - 1) 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.
  - 2) 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.
  - 3) The Director being removed shall be given the opportunity to present his/her evidence.
- 8.08 On any occasion in which a Director, a spouse or dependent of a Director has a personal, material or other substantial interest in any contract or transaction to which EWSA is a party, it is hereby deemed that the Director, spouse or dependent has a conflict of

- interest and shall disclose such interest at the time. The Director shall refrain from speaking to any parties or voting on the resolution approving the contract or transaction.
- 8.09 The Directors shall serve as such without remuneration and no Director shall directly receive any profit from his/her position as such; provided, a Director may be paid reasonable expenses incurred by him/her in the performance of his duties.
- 8.10 The Board of Directors shall be empowered to appoint Ad Hoc Committees as needed.
- 8.11 The Board of Directors shall be empowered to appoint volunteer(s) into volunteer positions as it deems appropriate. These positions are not part of the Board of Directors. The volunteers appointed to these positions shall be responsible for a verbal and written report at the AGM or as requested. The Board of Directors may appoint Advisors, as it deems necessary and appropriate. Such appointments shall be ratified by the Board.
- 8.12 The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### **ARTICLE 9 – OFFICERS**

- 9.01 The Officers shall be 1) President, 2) Vice-President, 3) Treasurer, 4) Secretary or 5) Director at Large.
- 9.02 The Officers shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of the members.
- 9.03 ***A Director must have served a minimum of two (2) years to be eligible to become an Officer***
- 9.04 ***Officers shall hold office for a term of two (2) years. The President, Secretary and Director At Large shall be appointed in odd-numbered years; the Vice-President and Treasurer shall be appointed in even-numbered years..***
- 9.05 Any two (2) Officers may serve as signing authorities for any documents as deemed necessary.

#### **ARTICLE 10 – DUTIES OF OFFICERS**

- 10.01 The President shall: 1) serve as the official spokesperson for the organization, 2) call and preside at General and Board of Director Meetings or appoint a member of the Board of Directors to act in that capacity, 3) prepare agendas for Board of Directors and General Meetings, or appoint a member of the Board of Directors to do so, 4) prepare an annual report, 5) be an ex-officio member of all committees, 6) shall appoint Directors to perform specific tasks as deemed necessary.
- 10.02 The Vice-President shall: 1) perform duties of the President in his/her absence, 2) in the event of a vacancy in the office of the President, serve as Acting President until a General Meeting is called, 3) Perform specific tasks as deemed necessary by the President.
- 10.03 The Treasurer shall: 1) be responsible for all funds of the organization, 2) oversee an accurate record of all finances, 3) ensure that donations are processed, and receipts for donations are issued, 4) ensure that all payments are deposited in the name of EWSA in such banks and other depositories as the Board of Directors may designate, 5) be a signing officer, 6) present a financial statement to the general membership at the Annual General Meeting, 7) be responsible for reports to Canada Customs and Revenue Agency as required. , 8) Perform specific tasks as deemed necessary by the President.
- 10.04 The Secretary shall: 1) keep minutes of all General and Board of Director meetings, 2) prepare and distribute copies of minutes of Board of Directors meetings to all members of the Board of Directors. , 3) Perform specific tasks as deemed necessary by the President.
- 10.05 The Director at Large shall: 1) preside at General and Board of Director Meetings if the President and Vice-President are unable to do so, 2) attend at any other meeting as required to further the objectives of EWSA, 3) Perform specific tasks as deemed

necessary by the President.

#### **ARTICLE 11 – ELECTION OF BOARD OF DIRECTORS**

- 11.01 Election of the Board of Directors from the Community at large, will take place every two (2) years at the Annual General Meeting.
- 11.02 Further nominations can be made from the floor at the Annual General Meeting.
- 11.03 All members present at the AGM may participate in the election of the Board of Directors.
- 11.04 Directors shall be elected by a simple majority vote of members present at the AGM.
- 11.05 ***Directors may be subject to a criminal background and/or chile abuse registry check at the discretion of the Officers.***

#### **ARTICLE 12 – ADVISORY BOARD**

- 12.01 Members of the community, such as lawyers, accountants and business people to assist the Board as required.

#### **ARTICLE 13 – MEETINGS**

- 13.01 An AGM will be held between January 1<sup>st</sup> and March 31<sup>st</sup>. Written Annual Reports will be presented at this time. Other General Meetings may be called at the discretion of the Board of Directors. Members will be notified ***via the organization's web site*** at least fourteen (14) days prior to General Meetings.
- 13.02 The Board of Directors may requisition the Directors to call a General Meeting of the organization for any purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that at least fourteen (14) days notice of such meeting is given to members.
- 13.03 The Board of Directors shall meet monthly ***with the exception of July and August*** to properly administer and manage the facility.
- 13.04 A minimum of 50% of the Directors shall constitute a quorum for a meeting of Directors.
- 13.05 In the case of a tie vote the President casts the deciding vote.

#### **ARTICLE 14 – BOOKS AND RECORDS**

- 14.01 The books and records of EWSA shall be open for inspection by member's at all reasonable times upon reasonable notice given to the Board of Directors.

#### **ARTICLE 15 – REIMBURSEMENT**

- 15.01 Any Director who incurs costs related to the work of EWSA shall be reimbursed following these guidelines:
  - 1) Parking expenses incurred during business related uses are reimbursable with submission of all receipts. If one is not available or is lost, hand-write in the information along with the rest of the receipts and include all pertinent information.
  - 2) Printing Costs will be reimbursed with the submission of an invoice. Where possible the invoice should be paid directly by EWSA. In the case of individual copy charges, a hand-written report detailing what was copied should be included.
  - 3) Postage should be purchased in bulk (i.e. pack of ten or thirty) and the receipt submitted.
  - 4) Long Distance charges will be reimbursed with an itemized statement, with the charges directly related to EWSA highlighted. Cell phones where the phone was purchased expressly for business use shall be reimbursed with an itemized statement.

- 5) The reimbursement for business related use of a personal vehicle is \$.35 per kilometer. The mileage rate is subject to change.
- 6) Business Meals are reimbursable with a receipt. Receipt must state the attendees and the purpose of the meeting.
- 7) Incidentals that do not fall into any of the previous categories should be itemized on the receipt.

15.02 Two Signing Officers must approve all reimbursements before they are paid out.

#### **ARTICLE 16 – AMENDMENTS**

- 16.01 Amendments to the Constitution can be made only at the Annual General Meeting.
- 16.02 All proposed amendments ***will be posted on the organization's web site*** at least two (2) weeks before the General Meeting at which such amendments will be presented.
- 16.03 These amendments must be accepted or rejected without further amendments. Further amendments must be made available at least two (2) weeks before the next General Meeting.
- 16.04 An amendment can be passed by a simple majority of the members present at a General Meeting.

Revised ***March 2016***