

**CONSTITUTION OF THE
MAPLES RECREATION ASSOCIATION INC
May 25th, 2014,**

Article 1 – Name:

- 1.1 The organization shall be known as “The Maples Recreation Association Inc.”, hereinafter referred to as the “MRAI”.

Article 2 – Identification:

- 2.1 The official colors of the MRAI shall be Orange, Black and White.
2.2 Colors in uniforms, team jackets, crests, banners or otherwise must include all of the above mentioned colors in any combination unless approved by two thirds of the board.
2.3 The official Logo of the MRAI is as attached under Appendix A
2.4 The official Seal of the MRAI is as attached under Appendix B
2.5 The official Nickname of the MRAI is “Monarchs”
2.6 The Official Crest of the MRAI is as attached under Appendix C

Article 3 – Purpose:

- 3.1 The purpose of the MRAI is to provide on a non-political and non-sectarian basis a broad range of recreational and leisure activities for persons of all ages residing within the designated areas as defined in Article 6, through the management and operation of its facilities and grounds.

Article 4 – Objectives:

- 4.1 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.
4.2 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 MRAI.
4.3 To administer and operate the MRAI in accordance with the Operating Responsibilities as approved by the GCWCC (General Council of Winnipeg Community Centers) and the City of Winnipeg.
4.4 To prepare financial and activity reports for presentation as required to the City of Winnipeg.
4.5 To promote activities through which funds may be raised to support the activities of the MRAI.
4.6 To plan for the continued operation of the MRAI and its programs through recruitment and training of volunteers.
4.7 To provide delegates and support the programs and policies of the Lord Selkirk West Kildonan Community Centers Board and the GCWCC.

Article 5 – Definitions:

- 5.1 Member in good standing** – Is in compliance with MRAI Constitution, By-Laws and standing orders.
- 5.2 Conflict of Interest** – Where as Director, either on their behalf or while acting for, by with or through another, has any monetary or personal interest, direct or indirect, in any manner, or otherwise has a conflict of interest.
- 5.3 Director:** - Is a member in good standing who has been voted in at the Annual General Meeting or appointed at a regular monthly meeting as stated in the By-Laws.
- 5.4 Monarchs:** - The MRAI recognizes the Monarchs nickname as Royalty.

Article 6 – Boundaries:

- 6.1** The MRAI shall serve the residents within the boundaries as defined by the City of Winnipeg.

Article 7 – Membership:

- 7.1** The membership of the MRAI shall consist of those persons residing within the boundaries as specified under Article 6.
- 7.2** Those persons not residing within the MRAI'S designated boundaries must apply for membership as referred to in the By-Laws.
- 7.3** All residents of the City may use the facilities and take part in the programs provided by the MRAI, but the MRAI shall be specifically concerned with meeting the needs of those residents residing within their designated boundaries.

Article 8 – Fiscal Year:

- 8.1** The Fiscal Year of the MRAI shall be from January 1 to December 31.

Article 9 – Government:

- 9.1** The business and affairs of the MRAI shall be managed by a Board of Directors consisting of not less than ten members including the Executive Committee, all of which have been elected at the Annual General Meeting, unless otherwise specified in the Bylaws or Policies of the MRAI.
- 9.2** The Executive Committee shall consist of at least four Officers; being the President, Past President, Vice-President(s), Secretary and Treasurer.
- 9.3** The Board of the Directors may establish Standing Committees or Ad-Hoc Committees by a simple majority vote to assist with the administration of the MRAI. The committees will be chaired by a board member. Committee members can be non-voting members.
- 9.4** All committees shall be accountable to the Board of Directors.
- 9.5** All members in good standing of the age of majority (eighteen) may attend, vote or stand for election at the Annual General Meeting of the MRAI.

Article 9 – Government Continued:

- 9.6** The Board of Directors shall 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 written contract to the MRAI with approval of two-thirds of the board.
- 9.7** On any occasion that a Director is in a position defined to be a Conflict of Interest, the said Director must declare such to the MRAI. If the Director is deemed by the MRAI to be in a Conflict of Interest, the said Director shall be disqualified from voting on the related issue.
- 9.8** Should a dispute arise as to whether a conflict of interest exists, the board shall vote by way of a secret ballot to determine whether the Director should be permitted to vote on the matter in question.

Vacancies

- 9.9** In the event of a vacancy, the board may appoint a member in good standing to fill the vacancy for the remaining term of office. Such appointment must have the approval of two thirds 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.
- 9.10** The office of a Director shall be vacated upon the occurrence of any one of the following events:
- Vacant by death
 - Resignation in writing to the Board
 - Removal by resolution of the Board
- 9.11** Any Director may be removed from their elected or appointed position by a two-thirds vote of the assembled Board of Directors 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
 - (b) failure by the Director to disclose a conflict of interest
 - (c) where the remaining Directors are of the opinion that a Director has not acted in the best interest of the MRAI or has acted in contravention of any of the Constitution, By-Laws or Standing Orders of the MRAI
 - (d) failure to discharge the responsibilities of their office, or for conduct which brings or could bring the MRAI into disrepute
- 9.12** 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.
- 9.13** The motion to remove and the reasons for the motion must be mailed by registered letter to the Director in question no later than seven (7) days prior to the meeting dealing with the motion.
- 9.14** The Director in question shall be given the opportunity to present their case at the meeting.

Article 10 – Elections:

- 10.1 Election of the Board of Directors shall be held at the Annual General Meeting of the MRAI.
- 10.2 Three months prior to the Annual General Meeting, a Nominating Committee will be appointed by the MRAI, with the mandate to recommend a list of candidates.
- 10.3 Nominations will be accepted:
 - (a) from the list presented by the Nominating Committee;
 - (b) from the floor of those present at the Annual General Meeting;
 - (c) in writing to the MRAI prior to the Annual General Meeting;
- 10.4 Election of officers will be conducted by secret ballot.
- 10.5 The elected Board of Directors will take office upon the completion of the elections.

Article 11 - Terms of Office:

- 11.1 Each Director of the MRAI shall normally be elected or appointed to a one-year term. At each Annual General Meeting, all the positions on the incumbent board shall be declared vacant.

Article 12 – Meetings:

- 12.1 The Board of Directors shall meet at least once a month, for a minimum ten times annually at their discretion.
- 12.2 Special and or General Meetings may be called by the President, or by written request of a minimum of one-third of the Board of Directors, or by twenty-five members in good standing of the MRAI. Written requests must be acted upon within twenty-one days of receipt of the request.
- 12.3 The Annual General Meeting of the MRAI shall be held in the month of May in each calendar year. The Annual General Meeting shall be convened for the purpose of reporting the year's activities, and the election of the Board of Directors.
- 12.4 All committee meetings will be held as required at the discretion of the Committee Chair, and the Chair will provide a report to the Board of Directors at the next regularly scheduled meeting.
- 12.5 All regular meetings of the board will be open to the public. Any person wishing to appear on the agenda will give notice to the Secretary at least seven days prior to the meeting. The Executive Committee will have the right to deny any such request with written notification stating the reason for denial to the person and the board by the next regular meeting.

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.

- 13.2 The quorum for the transaction of business at a Special General Meeting shall be not less than Twenty Five members of the MRAI including a quorum of the board.
- 13.3 The quorum for the transaction of business at an Annual General Meeting shall be not less than Twenty Five voting members.
- 13.4 All meetings shall be adjourned and no business conducted if there is no quorum within Thirty minutes after the scheduled time of the meeting.

Article 14 -Voting Rights:

- 14.1 At all regular or special meetings of the Board of Directors each board member in attendance shall have one vote, regardless of the number of positions held. The Chairperson shall only vote to break a tie.
- 14.2 At the Annual General Meeting or any Special General Meeting of the MRAI each member of the age of majority (eighteen) in attendance and in good standing shall be entitled to a vote.
- 14.3 All motions with the exception of amendments to the Constitution and By-Laws shall be approved by a simple majority unless otherwise stated herein or in the By-Laws.
- 14.4 The Chair at their discretion or the board by resolution may call for any issue to be voted on by a secret ballot.
- 14.5 No proxy votes will be allowed.
- 14.6 Any member will be disqualified from voting on any matter where a Conflict of Interest has been declared. Should a dispute arise as to whether a Conflict of Interest exists, the board shall determine by resolution whether the member can vote on the issue.

Article 15-Advisory Status to the Board:

- 15.1 The board has the authority to appoint advisors to assist the MRAI as required.

Article 16-Finance:

- 16.1 The Board shall administer all funds and securities of the MRAI and present an Annual Financial Review at the Annual General Meeting.
- 16.2 Any MRAI program must have a budget at start of program and actual at end of program. These program budgets must have prior approval of the board before start of new Program.
- 16.3 All funds raised by or on Behalf of, or in the Name of the MRAI must have prior approval of the board.
- 16.4 All funds and securities of the MRAI shall be deposited in the name of the MRAI with a recognized financial institution which shall be selected by resolution of the board, with a two-thirds majority vote.

Article 16-Finance Continued:

- 16.5 Except as noted in By-Laws all financial documents, contracts and securities shall carry two of three signatures, one being the President and the other being the Treasurer. In either absence an appointed member of

the executive shall serve as the second signing authority. Cheques require a minimum of two signatures.

- 16.6** Except as noted in the By-Laws no person shall incur an expense or commitment on behalf of the MRAI unless authorized by the Board of Directors or by the membership at an Annual General Meeting.
- 16.7** The Board of Directors is authorized to incur such expenses as approved in their annual budget.
- 16.8** Expenses or commitments in excess of the annual operating budget shall be submitted for approval as outlined in the By-Laws.
- 16.9** Capital projects must be approved in principle by two thirds majority vote of the Board of Directors. The President shall appoint an Ad-Hoc Committee to study the feasibility of the project who will provide a detailed written report to the board within 60 days; 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 at which time the report will be submitted to the membership for two thirds majority final approval.
- 16.10** All the books and records of the MRAI shall be open to inspection by the members at all times, upon reasonable written notice to the board, stating specific concerns.
- 16.11** The board shall annually appoint professional accountant(s) to review the accounts of the MRAI whose report shall be presented monthly to the members. At the Annual General meeting an Annual Financial Review shall be presented and filed with the City of Winnipeg. The accountants shall not be members of the Board of Directors.

Article 17 – Amendments:

- 17.1** Amendments to the Constitution may only be made at the Annual General Meeting. All amendments must be received from the members in writing no less than 60 days prior to the Annual General Meeting. All amendments must be available in writing at the MRAI for the membership no later than 30 days prior to the Annual General Meeting.
- 17.2** Amendments to the By-Laws may be made at any meeting of the Board of Directors. Notice of motion for amendments shall be made at any previous regular or special meeting of the board.
- 17.3** Amendments to the Constitution shall require a minimum of two thirds majority vote of the members in good standing and in attendance at the Annual General Meeting.
- 17.4** Amendments to the By-Laws shall require a minimum of two thirds majority vote of the board members in attendance.

Article 18 – Indemnification:

- 18.1** Every Director or Officer of the MRAI or the person who has undertaken or is about to undertake any liability on behalf of the MRAI and their heirs, executors, administrators and estate respectively shall at all times be indemnified and saved harmless out of the funds of the MRAI 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 them or in respect of any deed or matter of thing whatsoever made, done or permitted by them in or about in the execution of the duties of their office except such costs., charges, or expenses as are occasioned by their own willful neglect.
 - (b) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs charges or expenses are occasioned by their own willful neglect.

Article 19 – Winding-Up:

- 19.1** Members of the MRAI do not have and can not have any personal interest in the MRAI’S property. If the MRAI is dissolved or disbanded any assets left after all liabilities have been satisfied must be turned over to the City of Winnipeg.

Article 20 – Interpretation:

- 20.1** All meetings of the MRAI shall be governed by this constitution and conducted under the “Roberts Rules of Order”.
- 20.2** In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the board shall be final and conclusive.

STATEMENT OF APPROVAL:

This Constitution of the MRAI approved at the Annual General Meeting held on

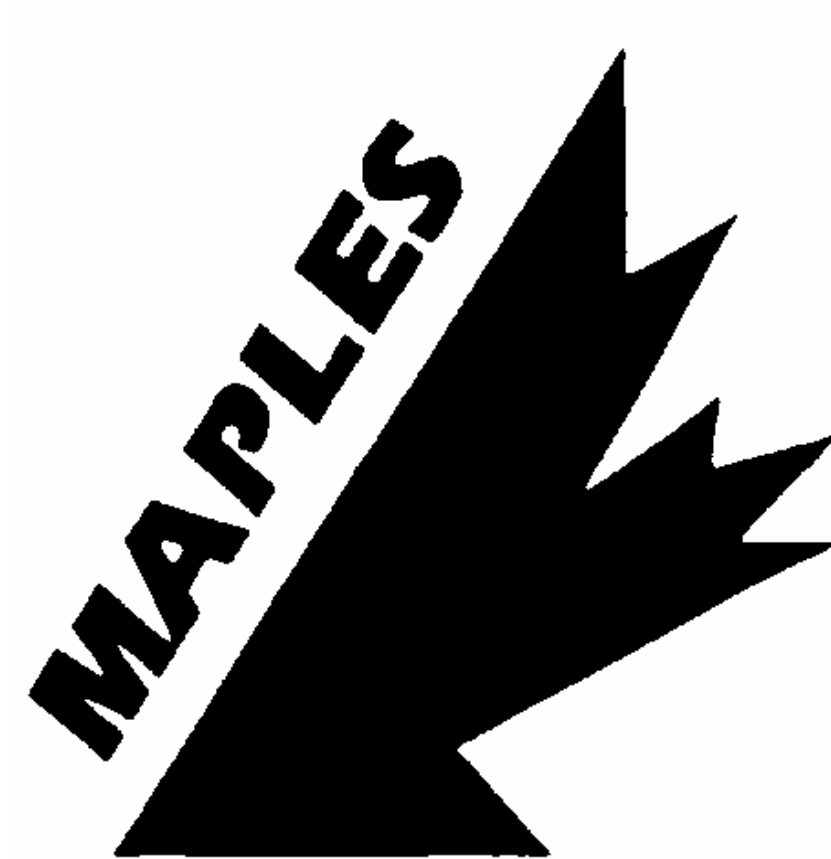
May 25th, 2014, and supersedes all previous Constitutions.

Amedeo Tocci
President

Mohamed Alli
Secretary

**CONSTITUTION OF THE
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Appendix "A"



**CONSTITUTION OF THE
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Appendix "B"



**CONSTITUTION OF THE
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Appendix "C"

