

## **Amendments to the Maples Recreation Association By-Laws**

### **Proposed for May 21, 2025**

Below are the proposed amendments to the by-laws for review and approval by the membership at the Annual General Meeting.

#### **Original Article 1.01**

Previously Read: The purpose and undertaking of the Centre shall be as set forth in its Articles of Incorporation.

#### **Amendment to 1.01**

The purpose and undertaking of the Centre **are to provide a broad range of recreational and leisure activities for persons of all ages and abilities, residing within the designated areas as defined in Article 3, through the management and operation of the facilities and grounds.**

#### **Reason for amendment:**

To align with the purpose of the City of Winnipeg Community Centres and to provide clarity on the role of the community centre.

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#### **Original Article 5.01**

- 5.01 Nomination. The Board of Directors shall establish a Nominating Committee in accordance with Section 9.02 hereof, which Nominating Committee shall be responsible for nominating for election directors who meet the criteria set out in Section 4.03 hereof. The chair of the Nominating Committee shall present a slate of nominee directors to the members attending the annual general meeting of the members. Nominations from the floor will not be accepted, unless the Nominating Committee has not presented a minimum of five nominee directors, in which case nominations will be called for and accepted from the floor. In the event that a nominee director is not present at the Annual General Meeting of the members, then such nominee director must file a written statement of agreement with the chair of the Nominating Committee to be read to the members at the annual general meeting.

### **Amendment for Article 5.01**

- 5.01 Nomination. The Board of Directors shall establish a Nominating Committee in accordance with Section 9.02 hereof, which Nominating Committee shall be responsible for nominating for election directors who meet the criteria set out in Section 4.03 hereof. The chair of the Nominating Committee shall present a slate of nominee **officers** whose terms are up, to the members attending the annual general meeting of the members. Nominations from the floor will not be accepted unless the Nominating Committee has not presented a minimum of one nominee for the officer in which case nominations will be called for and accepted from the floor.

**The Nomination Committee will present the nominees for each position of Director of Communications, Director of Sports and the 3 Members at Large. If there are more than one nominee for each of these positions, an election will be held at the meeting.** In the event that a nominee director is not present at the Annual General Meeting of the members, then such nominee director must file a written statement of agreement with the chair of the Nominating Committee to be read to the members at the annual general meeting.

### **Reason for the Amendment to Article 5.01**

Some of the members presented a request to change the nominations and the opportunity to take nominations from the floor. By having the Nominating Committee present a slate of officers, it will ensure continuity for the board of directors. Nominations from the floor will not be accepted, unless the Nominating Committee has not presented a minimum of one nominee for each of the four Officer positions.

The change will be that the nominees for the Director of Communication, Director of Sports and the 3 Members at Large will be presented at the AGM. If there is more than one director nominated, an election will be held for that position. If there are more than three nominees for the Members at large, then there will be an election at the meeting.

### **Original Article 6.01**

- 6.01 (a) Directors' meetings may be held at any place within Manitoba, as the directors may from time to time determine. There shall be at least eight (1) meeting of the directors per year. A meeting of directors may be convened by (a) the Chair, or (b) one-third (1/3) directors.

### **Amendment to Article 6.01**

- 6.01 (a) Directors' meetings may be held at any place within Manitoba, as the directors may from time to time determine. There shall be at least eight **(8)** meeting of the directors per year. A meeting of directors may be convened by (a) the Chair, or (b) one-third (1/3) directors.

### **Reason for the amendment 6.01**

To correct the (1) in brackets to reflect the correct number eight (8).

### **Original Article 11.01**

- 11.01 Positions. The officers of the Centre shall be the Chair, Past-Chair, Vice-Chair and Secretary, Treasurer, Director of Sports, and Director of Communications, along with up to three Members at Large. The Centre may also have at the discretion of the directors, such other officers as may be appointed by the directors. Any number of offices may be held by the same person. Officers must be directors.

#### **Amendment to 11.01**

- 11.01 Positions. The officers of the Centre shall be the Chair, Past-Chair, Vice-Chair, Secretary, and Treasurer. The Centre may also have at the discretion of the directors, such other officers as may be appointed by the directors. Officers must be directors.

#### **Reason for the amendment:**

Deleted: Director of Sports and Director of Communications, along with up to three Members at Large. These positions are Directors of the board, but do not have the same responsibilities as the Officers.

Removal of the sentence: Any number of offices may be held by the same person. The reason is to give opportunity for the membership to hold a position.

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#### **Original Article 11.02**

- 11.01 Appointment and Term. The officers of the Centre shall be appointed annually or more often as may be required, by the Board of Directors, and shall hold office for one year from the date of appointment or until their successors are elected or appointed in their stead.

#### **Amendment to 11.02**

- 11.01 Election and Term. The officers of the Centre shall be **elected** annually or more often as may be required, by the Board of Directors, and shall hold office **for alternating two-year** from the date of **election** or until their successors are elected or appointed in their stead.

#### **Reason for amendment:**

Officers are elected, not appointed, this is a correction. Further, officers are elected for two-year terms, alternating with two officers elected in “even numbered years” and two in “odd numbered years”

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#### **Original Article 11.00 (following 11.05)**

Correction of the numbering from 11.00 to the correct sequence 11.06. No other change to this

- 11.06 Description of Officers Unless otherwise specified by the Board of Directors which may, subject to the Act, modify, restrict, or supplement such duties and powers, the offices of the Centre, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

#### **Original Article 13.01**

Annual Meeting - Subject to the Act and the Articles, the annual meeting of the members shall be held at such place in Winnipeg on such day in each year as the Board of Directors may from time to time determine. Copies of the agenda, minutes of the prior annual meeting, and the annual reports shall be distributed at the annual meeting. The order of business at each annual meeting shall be as follows:

#### **Amendment to 13.01**

Annual Meeting - Subject to the Act and the Articles, the annual meeting of the members shall be held at such place in Winnipeg **in the month of May** each year as the Board of Directors may from time to time determine. Copies of the agenda, minutes of the prior annual meeting, and the annual reports shall be distributed at the annual meeting. The order of business at each annual meeting shall be as follows:

#### **Reason for the amendment 13.01**

To clarify the timing of the Annual General Meeting, so that the Membership can expect the approximate time each year to attend the meeting.

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#### **Original Article 13.05**

- 13.05 Quorum - A quorum at any meeting of members shall be fifteen (15) members in good standing personally present. Votes by proxy shall not be accepted. No business shall be conducted if a quorum is not reached. The meeting shall be adjourned if a quorum is not reached within fifteen minutes of the scheduled meeting time.

#### **Amendment to Article 13.05**

- 13.05 Quorum - A quorum at any meeting of members shall be fifteen (15) members **(plus at least five (5) current board of directors)** in good standing personally present. Votes by proxy shall not be accepted. No business shall be conducted if a quorum is not reached. The meeting shall be adjourned if a quorum is not reached within fifteen minutes of the scheduled meeting time.

#### **Reason for the Amendment 13.05**

This ensures that the majority of any vote will be by the membership.

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**Original Article 13.06**

- 13.05 Voting - The voting at general or special meetings of 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. The Chair may only vote as a member in the event of a tie.

**Amendment to Article 13.06**

- 13.05 Voting - The voting at general or special meetings of members shall be by a show of hands unless a poll is demanded by **simple majority of the membership**. If a poll is demanded, it shall be taken forthwith without adjournment. The Chair may only vote as a member in the event of a tie.

**Reason for the Amendment 13.06**

To ensure one person does not have the influence to cause a poll, rather that the simple majority of the members at the meeting may request a poll.