

CONSTITUTION  
AND  
BYLAWS  
OF  
COMPLEXE COMMUNAUTAIRE  
de  
LORETTE COMMUNITY COMPLEX

March 21, 2014

<b><u>ARTICLE 1</u></b> .....	<b>5</b>
Name.....	5
<b><u>ARTICLE 2</u></b> .....	<b>5</b>
Mission.....	5
<b><u>ARTICLE 3</u></b> .....	<b>5</b>
Objectives .....	5
<b><u>ARTICLE 4</u></b> .....	<b>6</b>
Definitions.....	6
<b><u>ARTICLE 5</u></b> .....	<b>6</b>
Boundaries.....	6
<b><u>ARTICLE 6</u></b> .....	<b>6</b>
Membership .....	6
<b><u>ARTICLE 7</u></b> .....	<b>7</b>
Government.....	7
7.1 Administration.....	7
7.2 Executive and board.....	7
7.3 Special member .....	7
7.4 Composition of the Board .....	7
<b><u>ARTICLE 8</u></b> .....	<b>9</b>
Executive Powers .....	9
<b><u>ARTICLE 9</u></b> .....	<b>10</b>
Terms of Executive .....	10
<b><u>ARTICLE 10</u></b> .....	<b>11</b>
Bylaws.....	11
<b><u>ARTICLE 11</u></b> .....	<b>11</b>
Amendments.....	11
<b><u>ARTICLE 12</u></b> .....	<b>12</b>
Meetings.....	12
<b><u>ARTICLE 13</u></b> .....	<b>12</b>
Elections.....	12
<b><u>ARTICLE 14</u></b> .....	<b>13</b>
Voting Privileges.....	13
<b><u>ARTICLE 15</u></b> .....	<b>14</b>
Winding-Up.....	14
<b><u>ARTICLE 16</u></b> .....	<b>14</b>
Interpretation .....	14
<b><u>Bylaw 1</u></b> .....	<b>16</b>
Duties of the Board Generally .....	16
<b><u>Bylaw 2</u></b> .....	<b>16</b>

Powers and Duties of the Executive Generally .....	16
<b><u>Bylaw 3</u></b> .....	<b>17</b>
Individual Responsibilities of Executive Officers .....	17
3.1 Responsibilities of the President:.....	17
3.2 Responsibilities of the Vice-President: .....	17
3.3 Responsibilities of the Treasurer:.....	17
3.4 Responsibilities of the Secretary:.....	18
<b><u>Bylaw 4</u></b> .....	<b>18</b>
Special Members.....	18
4.1 Responsibilities of the Administrator .....	18
<b><u>Bylaw 5</u></b> .....	<b>19</b>
Umbrella Group Representatives-Terms and duties.....	19
<b><u>Bylaw 6</u></b> .....	<b>19</b>
Committees.....	19
<b><u>Bylaw 7</u></b> .....	<b>20</b>
Process of procurement of goods and services .....	20
<b><u>Bylaw 8</u></b> .....	<b>21</b>
The Finance Committee.....	21

# CONSTITUTION

OF

COMPLEXE COMMUNAUTAIRE

de

LORETTE COMMUNITY COMPLEX

## **ARTICLE 1**

### **Name**

**1.1** The name of this organization is: “Complexe Communautaire de Lorette Community Complex”.

**1.2** Complexe Communautaire de Lorette Community Complex is here in after referred to as the “CCLCC”.

## **ARTICLE 2**

### **Mission**

**2.1** The Mission of the CCLCC is to: stimulate, organize, promote, and supervise the development of recreational and sports activities for the residents of all ages living within the designated areas as defined in *Article 5*, through the management and operation of the facilities and grounds.

## **ARTICLE 3**

### **Objectives**

**3.1** To control, operate and maintain the CCLCC as a viable and safe entity.

**3.2** 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, in the context of the CCLCC, directly or indirectly through committee(s) appointed by the Board.

**3.3** To communicate with the residents of the designated area to determine their needs for recreational and leisure activities, and to insure that they are aware of the activities and programs being offered at the CCLCC.

**3.4** To promote fundraising activities to support the activities of the CCLCC.

**3.5** To plan for the continued operation of the CCLCC and its programs through the recruitment and training of volunteers.

## **ARTICLE 4**

### **Definitions**

Fiscal Year – A period of 12 consecutive months chosen by a corporation to be its accounting period.

Proxy – A person appointed to vote for another who is not present.

Quorum – The minimum number of the Executive Committee that must be present for a valid meeting, is 50% plus 1 registered Executive Committee members.

Majority Vote – Fifty percent plus one of the eligible voters.

Age of Majority – A person who is 18 years of age or older.

Umbrella Group – A group that has members that are in good standing and has a representative on the Board to speak on their behalf.

Rate Payer – Resident of the RM of Taché

## **ARTICLE 5**

### **Boundaries**

**5.1** The CCLCC shall serve the residents within the RM of Taché.

## **ARTICLE 6**

### **Membership**

**6.1** Every resident within the designated area is eligible for membership.

**6.2** All members of the age of majority shall be eligible to hold any executive position other than President.

**6.3** Any member in good standing with the CCLCC who is of the age of majority and who qualify as rate payers shall be eligible to hold the office of President.

**6.4** Membership fees shall be set as policy annually at the discretion of the board.

## **ARTICLE 7**

### **Government**

#### **7.1 Administration**

The CCLCC shall be administered by such officers, executives, and committees in such manner as is designated in the constitution and bylaws of the CCLCC and is no way, in contradiction to the existing bylaws of the Municipality Of Taché or the laws of the land.

#### **7.2 Executive and board**

##### ***Composition of the Executive Committee (hereon after referred to as the Executive)***

The Executive will consist of the following:

- |                                |                      |
|--------------------------------|----------------------|
| a. President                   | 1 member             |
| b. Past-President (non-voting) | 1 member             |
| c. Vice-President              | 1 member             |
| d. Treasurer                   | 1 member             |
| e. Secretary                   | 1 member             |
| f. Directors                   | Up to a maximum of 3 |

#### **7.3 Special member**

Administrator (non-voting, appointed by Executive)

#### **7.4 Composition of the Board**

The board shall consist of the following:

1. An executive body consisting of no less than 5 and no more than 8 members.
2. A representative from each individual umbrella member group. i.e.: minor hockey, curling, etc.
3. A liaison Councillor representative of the R.M. of Taché.

**7.5** Where a quorum cannot be met because vacancies on the Executive do not permit such, the remaining Executive members may continue to conduct business. In the event of a tie, the Administrator may be called upon to vote.

**7.6** In the event of a vacancy, the Executive may appoint a qualified member to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval of the assembled Executive. Should a vacancy not be filled from within the Executive a Special General meeting of the Membership may be called to fill the vacancy(s).

**7.7** All members of the age of majority may attend, vote or stand for election at the Annual Meeting of the CCLCC.

**7.8** The office of an Executive member shall be vacated upon the occurrence of any one of the following events:

- (a) Vacant by death;
- (b) Resignation in writing to the Executive;
- (c) Expiration of term;
- (d) Removal by resolution of at least two-thirds of the other Executives of the CCLCC.

**7.9** Any Executive member may be removed from their elected or appointed position by a two-thirds majority vote of the entire remaining Executives upon the occurrence of any one of the following events:

- (a) Failure by the director to attend any three consecutive regular monthly meeting of the Executive;
- (b) Failure by the Executive member to disclose a conflict of interest;
- (c) Where the remaining Executive members are of the opinion that the Executive member has not acted in the best interest of the CCLCC;
- (d) A general breach of the code of conduct that all Board members have signed.

**7.9.1** A motion to remove an Executive member must be presented at a meeting of the Executive that takes place before the meeting in which the motion is considered.

**7.9.2** The meeting considering the motion to remove must have a quorum without counting the Executive member who brought the motion, or the Executive member who is the subject of the motion, neither of which may vote on the motion.



**7.9.3** The motion to remove and the reasons for the motion must be mailed to the Executive member being removed no later than seven (7) days prior to the meeting dealing with the dismissal.

**7.9.4** The Executive member being removed shall be given the opportunity to present his or her evidence.

**7.10** The Executive are to serve without remuneration. No Executive member may directly or indirectly receive any profit from their position. Any Executive member 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 CCLCC.

**7.11** On any occasion in which an Executive member, or a spouse or dependent or other family member of an Executive member, has personal, material or other substantial interest in any contract or transaction to which the CCLCC is a party, it is hereby deemed that this Executive member has a conflict of interest and shall disclose such interest at the time. The Executive member shall refrain from speaking to or voting on the resolution approving the transaction.

## **ARTICLE 8**

### **Executive Powers**

**8.1** The Executive shall have the power to do all things necessary for the successful operation of the CCLCC, therefore empowered to:

- (a)** administer the funds of the CCLCC in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the CCLCC.
- (b)** to commence any new form of activity or sport considered desirable by the Membership or in like manner discontinue any form of activity or sport being conducted under the auspices of the CCLCC.
- (c)** expel or suspend from the CCLCC any person guilty of misconduct or any infraction of the rules and regulations of the CCLCC. The member being removed shall be given the opportunity to present their evidence.
- (d)** to ensure that the CCLCC is operated on a non-political and non-sectarian basis.

(e) notwithstanding any other provisions of the Constitution, appoint committees (either standing or temporary); prescribe their duties, powers and duration thereof. The Executive committee may also appoint the Committee Chairperson. All Committees shall be responsible and accountable to the Executive.

(f) to appoint advisors to the Executive as it deems necessary and appropriate. Such appointments shall be ratified by the Executive.

**8.2** Subject to ratification by the board, the Executive shall make such rules and regulations regarding the use of the CCLCC facilities, as they may deem necessary.

## **ARTICLE 9**

### **Terms of Executive**

**9.1** Election of the Executive shall be held at the Annual General Meeting of the CCLCC.

**9.2** An elected term may have a duration of up to 2 years and will expire at the time the AGM for the 2<sup>nd</sup> year takes place.

**9.3** An appointed term will run up to the time of the AGM following the appointment.

**9.4** All members of the Executive shall serve a maximum of a 2 year term.

**9.4** No Executive member shall hold the same office to which they were elected or appointed for more than two consecutive terms, however, this provision may be suspended once only by said member being elected for a third term by acclamation.

**9.6** Should an elected member of the Executive not be able to complete his/her term of office, a replacement may be appointed by the Executive for the time period ending with the next Annual General meeting.

**9.7** Fulfilling 50% more of an unexpired term of office shall be considered as one term.

**9.8** No member may run for an Executive office if:

(a) said member has a spouse, designated spouse, parent, son or daughter, already serving in an Executive position on the board.

(b) said member is not currently living in the designated area.

## **ARTICLE 10**

### **Bylaws**

**10.1** Bylaws for the government of the CCLCC that are consistent with this constitution shall be enacted and may be amended from time to time as hereinafter provided.

## **ARTICLE 11**

### **Amendments**

**11.1** The constitution may be amended only at a general meeting which is open to all members, by resolution properly printed and posted before the general membership at least 30 days prior to the date of the meeting, and passed by a two thirds majority vote of all members in attendance at the meeting.

**11.2** The bylaws may be amended as follows:

**11.2.1** At a general meeting by a resolution properly placed before the members and passed by a two thirds majority vote of all members present at the meeting.

**11.2.2** At a meeting of the board of directors by a majority vote of the board present providing:

(a) there is sufficient members of the board present to constitute a quorum.

(b) the bylaw in question is of a house keeping or maintenance nature and does not effect the general structure of the CCLCC and/or its executive body.

**11.3** Amendments to the by-laws made under paragraph 11.2 above, must also be passed by a simple majority vote at the next general meeting but may be effective and enacted upon immediately following a successful vote of the board.

## **ARTICLE 12**

### **Meetings**

#### **Annual, Regular and Special Meetings, and Notice thereof**

**12.1** The annual meeting of the general membership shall be held at the call of the Executive, but no later than 6 months after the fiscal year end.

**12.2** Special meetings or Executive meetings of the CCLCC may be held at the call of the President, who shall also call such meetings on the request of the majority of the Executive.

**12.3** Notice of Annual meetings of the CCLCC shall be given in writing to a representative of the Municipal council not later than 30 days prior to the holding thereof.

**12.4** Notice of Regular and Special meetings shall be given by the President, or secretary or designated member of the Executive not later than 5 days prior to the holding thereof.

**12.5** The Board shall meet at the call of the president on a minimum of six occasions each fiscal year. The meetings shall be open to the general membership.

**12.6** In-camera Executive meetings may be called at the discretion of the President. Such meetings will only include members of the Executive.

## **ARTICLE 13**

### **Elections**

**13.1** Roberts Rules of Order will be adopted as the guidelines under which elections are held and run.

**13.2** One month before the Annual Meeting, the President will appoint a nominating committee which shall consist of no more than three members, two of which shall be current Executive and may consist of a member from the community at large. The Chairman of the nominating committee will ensure that a slate of officers will be prepared and presented at the Annual Meeting.

**13.3** Nominees must express their willingness to stand either by being present at the elections or by written consent witnessed by a member of the nominating committee.

**13.4** No absent nominee may be elected to the Executive unless prior written notification of acceptance from that nominee has been received by The Executive.

**13.5** Additional nominations from the floor will be accepted by the Chair at the Annual Meeting. Said nominees must be present at the meeting to be eligible for such nomination.

**13.6** The Chair of the Annual Meeting shall appoint at least one scrutiner (electoral observer) who will: distribute the ballots, make an official count, announce the results at the meeting through the Chair and destroy all ballots.

## **ARTICLE 14**

### **Voting Privileges**

**14.1** At regular or special meeting of the Board each member of the Executive in attendance shall have one vote, one R.M. Councillor shall have a vote, and a member of each Umbrella group shall have one vote per group. Membership at large does not have voting privileges.

**14.2** At the Annual General Meeting or any Special General Meeting of the CCLCC each member of the age of majority in attendance 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 majority vote.

**14.4** Past Executive and newly-elected Executive shall serve joint terms until May 30<sup>th</sup> in every year. Only newly-elected Executive hold voting rights at this May monthly meeting.

**14.5** The Chair may at his/her discretion require any contentious issue to be voted on by ballot.

**14.6** No proxy votes will be allowed.

## **ARTICLE 15**

### **Winding-Up**

**15.1** Members of the CCLCC do not have and cannot have any personal interest in the CCLCC's property.

**15.2** If the CCLCC is dissolved or disbanded, any assets left after all liabilities have been satisfied must be turned over to the R.M. of Taché.

## **ARTICLE 16**

### **Interpretation**

**16.1** In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Executive shall be final and conclusive.

# **BYLAWS**

OF

COMPLEXE COMMUNAUTAIRE

de

LORETTE COMMUNITY COMPLEX

## **Bylaw 1**

### **Duties of the Board Generally**

**1.1** Each Board Member shall be responsible for:

**1.1.1** Reviewing policy and structure concerning the CCLCC.

**1.1.2** Attending such meetings called by the Executive as required to effectively develop and achieve the objectives and purposes of the CCLCC as described in the Constitution and By-Laws.

**1.1.3** Sitting on such committees and subcommittees as required by the Executive to conduct its on-going affairs.

## **Bylaw 2**

### **Powers and Duties of the Executive Generally**

**2.1** The Executive shall have the power to oversee the affairs of the CCLCC, to conduct its business, and to authorize all expenditures and, without limiting the generality of the above-mentioned, the Executive shall have the power to:

**2.1.1** Fill any vacancies which may occur on the Executive or board by methods designated in the by-laws.

**2.1.2** Hear and determine appeals from the Umbrella Group bodies or general membership of the CCLCC.

**2.1.3** Determine all questions arising from situations which are not otherwise specifically provided for.

**2.1.4** Appoint committees as may be required from time to time to carry on the business of the CCLCC.

**2.1.5** Appoint and/or hire personnel to assist in conducting affairs of the CCLCC.

**2.1.6** An audit of the financial transactions of the CCLCC shall be made each year as per the direction set by the office of the R.M. of Tache.



## **Bylaw 3**

### **Individual Responsibilities of Executive Officers**

#### **3.1 Responsibilities of the President:**

The President, within the jurisdiction of the CCLCC, shall have all the powers vested in such office by the CCLCC and without limiting the generality of the foregoing, shall have the power to:

- (a) act as a signing officer for the CCLCC.
- (b) call and preside at all meetings.
- (c) exercise the powers of the Executive in the case of emergency.
- (d) deal with any problems presented to the board or Executive regarding programs or running of programs, in conjunction with a representative of that specific sport or activity.
- (e) sit on all committees as a voting member.

#### **3.2 Responsibilities of the Vice-President:**

In the absence of the President, or in the event of his inability to act, have and exercise all the powers of the President as designated and shall have the power to:

- (a) sit in on all committees as an ex-officio voting member.
- (b) act as a signing officer for the CCLCC.

#### **3.3 Responsibilities of the Treasurer:**

- (a) Prepare and review an annual operating budget for the CCLCC.
- (b) Determine the date as to when the Budget will be released.
- (c) Act as the reviewer of the Administrator's financial reports.
- (d) Make recommendations of the fees that are charged the various groups for the upcoming budget cycle.

- (e) Provide updates to the Board on a monthly basis.
- (f) Act as a signing officer for the CCLCC.

### **3.4 Responsibilities of the Secretary:**

- (a) Maintains and compiles the CCLCC's Constitution, Bylaws, and Procedures.
- (b) Ensure that the constitution and bylaws are followed.
- (c) Managing the records of the CCLCC.
- (d) Act as a signing officer for the CCLCC.

## **Bylaw 4**

### **Special Members**

#### **4.1 Responsibilities of the Administrator**

The Administrator is subordinate to, and its power is derived from, the Executive.

- 4.1.1** All decisions made by the Administrator may be overridden by the Executive.
- 4.1.2** The Administrator oversees the operations of the CCLCC and reflects the wishes of the Executive.
- 4.1.3** This position will be contracted out at negotiated terms.
- 4.1.4** In the case of there being no Executive due to vacancies, the Administrator is granted all power to maintain bare operational status.
- 4.1.5** Act as a signing authority for the CCLCC.
- 4.1.6** The duties required are:
  - (a) Financial bookkeeping.
  - (b) Management of all staff.

- (c) Record minutes at all meetings (except where excused by the Executive)
- (d) Ensure the Executive have all pertinent information which is required to make decisions.
- (e) Other duties as directed by the Executive

## **Bylaw 5**

### **Umbrella Group Representatives-Terms and duties**

**5.1** Each specific sport and activity organized within the jurisdiction of the CCLCC, shall within their own member body, elect a representative to speak for and represent that specific sport or activity for a term of one year.

**5.2** Each duly elected or appointed Umbrella Group representative shall be responsible for the following:

- (a) Representing his/her Specific Sport on the Board of Directors.
- (b) Attending or in his/her absence, ensuring a representative of his/her specific sport, attends all Board meetings.
- (c) Each representative shall have one vote at Board meetings with that vote being carried by a duly appointed representative of Umbrella Member Group in attendance at the meeting.

## **Bylaw 6**

### **Committees**

**6.1** The Executive shall determine upon and appoint such committees as may be desired to carry out the affairs of the CCLCC.

**6.2** Duties of the committees shall be described by the Executive and termination determined by the same.

**6.3** Vacancies on any committee shall be filled through appointment by the Executive Board.

## **Bylaw 7**

### **Process of procurement of goods and services**

**7.1** The process of procurement of goods and services is in place to protect the CCLCC, the community at large, and the members of the Board.

**7.2** All goods and services with a value of \$3000 or more should have 2 quotes procured from two different sources.

**7.3** Where only 1 quote may be obtained because of a uniqueness of the product or delivery of the service, a decision by the Board is required to make a special determination of the validity of the quote

**7.4** Members of the Executive may not receive any financial gain from a procurement process.

**7.5** Members of the Executive may not be in a position of a conflict of interest due to a procurement process.

**7.6** All new utilities or services must have Board approval; the Board may allow authorization of payment in perpetuity without further Board involvement.

**7.7** No person shall incur an expense or commitment on behalf of the CCLCC unless authorized by the Board of Directors.

**7.8** The books and records of the CCLCC shall be open to inspection by the members at all times, upon reasonable notice to the Board.

**7.9** The Administrator shall be authorized to procure goods and services for the purpose of maintenance for any amount between \$250 and \$1000 without Board approval.

**7.10** Staff of the CCLCC do not have authority to make judgements on procurement amounts greater than \$250 without Administrator approval.

**7.11** All payments must be authorized by no less than 2 members with signing authority.

## **Bylaw 8**

### **The Finance Committee**

**8.1** The Finance Committee consists of the members of the executive who have signing authority (See Bylaw 3).

**8.2** The Finance Committee's purpose is to make decisions regarding day-to-day financial matters raised through the normal running of the CCLCC facility.

**8.3** The Finance Committee is authorized to approve expenditures on behalf of the CCLCC as follows:

**(a)** Any two members of the Financial Committee in agreement, may authorize expenditures of a general nature (excluding the payment of utility bills) up to and including \$2000.00 per individual expense.

**(b)** Any two members of the Financial Committee in agreement, may authorize expenditures such as Hydro, Telephone, Gas and other similar utilities up to \$3,000.00 per individual expense.

**(c)** Any two members of the Financial Committee in agreement, may authorize expenditures of up to and including \$5,000.00 in an emergency situation. The declaration of an emergency situation must be done at the next Regular or Special Meeting called by the President.

**8.4** Expenditures that are over \$2000 must be approved by the Board. Unless subject to Bylaw 8.3.