Being the Constitution relating to the regulation of the business and affairs of

GATEWAY RECREATION CENTRE INC.
(herein after referred to as the “Corporation”)

1.0 INTERPRETATION

1.01 In this and all other by-laws of the Corporation:

“Act” shall mean The Corporations Act of Manitoba, as amended from time to time, or any act that may hereafter be substituted there for:

“Board” shall mean the Board of Directors of the Corporation;

“Centre” shall mean ‘Gateway Recreation Centre Inc.’ and shall include all land, improvements, fixtures and equipment and without limitation all facilities designated and programs developed by the Corporation from time to time to be made for the objectives and purposes of the Corporation;

“Member” shall mean any person residing within the Gateway Recreation Centre’s boundaries as described in section 5.01

“Member at Large” shall mean those members grandfathered by the City of Winnipeg or the Presidents Board that live outside the prescribed boundaries of the Centre.

“Member in Good Standing” shall mean any member, or member at large, who has not been issued a No Access order and does not owe any participatory fees.

Any other word or term contained in this by-law which is defined in the Act shall have the meaning given thereto in the Act;

Where the context so requires, the singular shall include the plural; the plural shall include the feminine; and the word “person” shall include firms and corporations.

2.0 OBJECTIVES

2.01 The objectives of the Corporation are:

To encourage optimum participation in community activities, regardless of race, color, creed or socio-economic status.

To secure wholesome recreation, amusement and general development for every person living in the community and to give opportunity for the development of all talent in the community by working out those lines of activity in which the people find themselves and the powers they possess, and to put these abilities to use in serving the community.

Co-operation with the City of Winnipeg in guiding the people of the neighborhood in the appreciation and use of the Centre.

To promote activities through which funds may be raised to use for improvements and to finance activities at the Centre, which the City of Winnipeg is financially unable to do.

To win the confidence of all the people in the community and gain them as members of the organization.

To work with community centre program supervisors and other employees of the City of Winnipeg.

3.0 REGISTERED OFFICE

3.01 Unless changed by vote at the annual meeting or a general or special meeting, the registered office of the Corporation shall be at 1717 Gateway Road, Winnipeg, MB. R2G 4H1

4.0 FACILITY USAGE

4.01 All residents of the City of Winnipeg may use the facilities of the Centre and take part in the programs provided by the Centre. However, the Centre shall be primarily concerned in meeting the needs of those residents residing within the boundaries of the Centre, as from time to time prescribed, and of any other declared members at large.

5.0 BOUNDARIES

5.01 The boundaries of the Centre, as shown on an attached map (schedule B), will include from the Red River between Valhalla Drive and Glenway Ave. on the west, the south side of Glenway Avenue on the North in a line extended from the Red River to where the line would meet with Springfield Road east of 59 Highway, Douglas Ave, to Raleigh Ave. then south to Springfield Road and extended east of Highway 59 to a point intersecting Glenway extended in a line as well as those residents of the Donwood area who chose Gateway as their Community Centre prior to January 1, 1976. Residents outside of these boundaries may participate in any and all activities of the Centre, provided their participation does not interfere with or contravene the rules or regulations of any other duly recognized organization.

6.0 COLORS

6.01 The official Centre colors will be ORANGE, BLACK, AND WHITE.

7.0 GOVERNANCE AND MEMBERSHIP

7.01 Governance

The corporation shall be governed by a Board of Directors and an Executive Committee.

7.02 Board of Directors – Membership

The members of the Board of Directors shall consist of the positions listed in section 8 and those members shall be elected or appointed in accordance with the provisions of this document.

7.03 Executive Committee – Membership

The members of the Executive Committee shall be the Executive Officers of the corporation and shall consist of the following members of The Board of Directors: President, Past President, and Vice President – Administration, and those members shall be elected or appointed in accordance with the provisions of this document.

7.04 Additional Members

The Executive Committee of the corporation shall, upon taking over the duties of governing the corporation and Centre, appoint a person to the position of Secretary/Treasurer, and that appointee will be deemed to be a voting member of the Board of Directors and Executive committee. In addition, the General Manager of the corporation is deemed to be an ex-officio non voting member of both the Board of Directors and The Executive Committee.

7.05 Vacancies During a Term Of Office

Where a vacancy on the Board or Executive Committee occurs during a term of office, the Board may appoint a person to serve in the vacant position.

7.06 Vacancy After An Election

If a position or positions remain vacant after an election due to a lack of candidates, the person or persons holding those positions prior to the election may be requested to continue to serve in their capacity for 30 days after the date of the election, and during that time the Board shall appoint a person or persons to serve in those positions.

7.07 Qualifications of Appointees

Any person appointed to a position under sections 7.05 or 7.06 must be qualified under sections 13.05,13.06, or 13.07 as the case may be, to serve in that position

7.08 Terms For Appointed Persons

The term of office for any person appointed under sections 7.05 or 7.06 will be from the date of appointment until the next election.

8.0 BOARD COMPOSITION

8.01 The Board shall be composed of the following positions:

1) PRESIDENT
2) PAST PRESIDENT
3) VICE PRESIDENT – ADMINISTRATION
4) VOLUNTEER COORDINATOR
5) SPECIAL EVENTS
6) HOCKEY CONVENER – 8 AND UNDER
7) HOCKEY CONVENER – 8A1 TO JUVENILE
8) RINGETTE CONVENER
9) OUTDOOR SOCCER CONVENER
10) INDOOR SOCCER CONVENER
11) SOFTBALL CONVENER
12) BASEBALL CONVENER
13) SECRETARY/TREASURER
14) GENERAL MANAGER

9.0 EXECUTIVE COMMITTEE

9.01 PURPOSE OF THE EXECUTIVE COMMITTEE

The operations of the Corporation shall be governed by the Executive Committee. It shall be the responsibility of this Committee to execute and enforce policies and decisions passed by the Board. This Committee shall represent the Corporation in all its external dealings and will have the authority over all other Committees of the Corporation.

9.02 DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall report on its actions and activities at each regular Board meeting. The “actions and activities” they shall perform are those stated in the preceding paragraph, those that are to follow and any others which the Board may delegate to that Committee or authorize it to perform provided that no Executive Officer or group of Officers may have power to do anything in sub-section 110(3) of the Act. The powers of the Executive Officers shall include, without limitation, the following:

a) The Executive Committee may make such rules and regulations, regarding the use of the Centre facilities, as they deem necessary.

b) Manage the business of the Corporation and the Centre including but not restricted to maintenance of physical assets, management of revenue streams and debt service for the benefit of the Centre, human resource management, and maintenance of physical assets etc.

c) Deal with the day-to-day business of the Corporation and the Centre if and when such matters are not within the scope of specific committees.

d) Rule, on an interim basis, on the scope and authority of a committee and/or its Chair Person, whenever such are in doubt.

e) Administer the funds of the Corporation in such a manner and for such purposes as it may decide are beneficial to the well being and advancement of the objectives of the Corporation, including the setting of participatory fees.

f) May suspend from the Board any Board member who absents himself or herself from three (3) consecutive meetings of the Board, or of one of its committees, without having given a satisfactory explanation for his or her absence to the President. In addition, any member of the Board may be expelled upon conviction of an offence that, in the opinion of the Executive Committee, could jeopardize the well being of the Centre or its members.

g) Expel from the Corporation or Centre any person whose actions are not consistent with objectives of the corporation or whose actions have resulted in damage to persons or property.

10.0 EXECUTIVE OFFICERS

10.1 ONE POSITION PER TERM

The Executive Officers shall not be allowed to hold more than one position during their Term of Office. Regardless of the number of positions the individual holds on the Board, they are only entitled to one vote.

10.2 POWERS AND DUTIES OF EXECUTIVE OFFICERS

Specific duties and powers of Executive Officers shall be as follows:

PRESIDENT: The President shall preside at meetings of the Corporation, of the Board and of the Executive Committee. He or she shall perform such other duties and shall exercise such other powers as ordinarily pertain to this office, which shall include authority to:

a. Call Special Meetings as required.
b. Be an ex-officio member of all committees.
c. Appoint special committees as not normally provided for.
d. Sign all warrants on the Treasury of the Corporation.
e. Cast a deciding vote in the event of a tie in any voting, except in the election of Officers.

The President may veto any decision of the Board and/or the Executive Committee whenever he feels such a decision is not in keeping with the Constitution or when he feels such a decision would not be in the best interest of the Corporation, in particular, where it would result in, what he deems to be, too much financial or other risk to the Corporation and/or its Officers. Having exercised such veto power, the President must call a Special Meeting of the Corporation, to be held within twenty (20) days of the veto and in which the will of the Membership shall determine the issue.

VICE-PRESIDENT ADMINISTRATION: The Vice President Administration will be responsible for the general financial position of the Corporation and assist the General Manager on day to day operational decisions. In addition the individual will be responsible along with the assistance of the various sports convenors and the Executive Committee where required in planning the sports activities. The Volunteer Co-ordinator and Special Events will be responsible to the Vice President. In the absence of the President, he will preside at meetings of the Corporation, of the Board and Executive Committee.

SECRETARY / TREASURER The Secretary/Treasurer shall cause records of attendance of Conveners at Board meetings and Executive Officers at Executive Committee meetings to be kept, send out notices of meetings of the Corporation, of the Board and Executive Committee meetings and perform such other duties as usually pertain to this office.
In addition the Secretary / Treasurer shall have custody of all unallocated funds of the Corporation accounting for all funds to the Corporation at its monthly meetings at such times as he or she may be called upon to do so by a meeting of the Corporation by the Board or by the Executive Committee. The Secretary / Treasurer shall perform such other duties as usually pertain to this office including the establishment of budgets for registrations and expenditures in conjunction with the General Manager and Registration Conveners, and upon his or her retirement from office or whenever called upon to do so, he or she shall turn over all books of account to the President or the auditor(s) of the Corporation and, upon his or her retirement from office, shall turn over all funds and other Corporation property in his of her possession to the successor or to the President.

PAST PRESIDENT: The Past President shall assist the President and other Executive Officers and advise them in their administration of the affairs of the Corporation. He or she should be in a position to defend the actions of the previous Conveners and see to the fulfillment of commitments previously made, as well as serving in an advisory capacity.

11.0 THE BOARD OF DIRECTORS

11.1 POWERS AND DUTIES OF THE BOARD

The Board of Directors will manage the Sports Programs and Special Events of the Corporation and are empowered to:

a) Decide to commence any new form of activity of sport considered desirable and, likewise, to discontinue any form of activity or sport being conducted under the auspices of the Corporation.

b) Ensure that the Corporation is operated on a non-political, non-sectarian basis and that the objectives of the Corporation are carried on without pecuniary gain to its members and that any profits or other considerations are used in promoting its objects.

c) Whenever formal complaints in the form of correspondence alleging misconduct on the part of any coach, manager or any other person appointed to a position organizing sports activities come to the attention of the Board, the applicable Vice President shall call such meetings as are required to deal with the matter within a period of thirty (30) days.

12.0 COMMITTEES

Committees of the Board may be established for any purpose and for any length of time deemed necessary by the Board, and may be comprised of either Board members or non Board members. Appointments of members and Chairpersons to a committee shall be made by the Executive Committee.

Committee Chair Persons may delegate responsibilities to Committee members but no alternate may be appointed by him or her to take their place as Chair Person or member of the Board.

Duties of committees may be comprised of, but not limited to the following:

a) Prepare and submit Budgets for approval, to the Board or the committee they appoint to receive them, prior to starting any activity and/or when called upon to do so.

b) Present the question of special appropriations, not provided for in their Budget, to the Board for their approval.

c) Obtain the approval of the Board before commencing any new or extraordinary function or activity and before discontinuance of any previously arranged for.

d) Provide the Secretary of the Corporation with a copy of all correspondence written or received.

e) Account to the Treasurer of the Corporation for all moneys collected and provide him or her with receipts for all disbursements made.

13.0 ELECTIONS - EXECUTIVE OFFICERS

13.01 BOARD TO ADOPT ELECTION PROCEDURE BYLAW

The Board must adopt an Election procedure bylaw that set outs rules and procedures for the running of the Centre's elections.

13.02 BY LAW NOT TO BE INCONSISTENT WITH CONSTITUTION

No part of the election procedure bylaw may be inconsistent with the Centre's constitution.

13.03 APPOINTMENT OF SENIOR ELECTION OFFICIAL

The Board must appoint a Senior Election Official to preside over the Centre's elections.

13.04 ELECTION PROCEDURES

Election of Executive officers shall be in accordance with this part and the Gateway Recreation Centre Inc. Election Procedures By-Law

13.05 DATE OF ELECTIONS

The members of the Executive Committee as described in section 7.03 with the exception of the Past-President and appointed positions, shall be elected on the day of the Annual General Meeting of the Corporation.

13.06 TERMS

Executive Committee members shall hold office for a two-year term.

13.07 LIMITATION OF ONE MEMBER PER HOUSEHOLD

No more than one (1) Executive Committee member per household will be allowed to hold office.

13.08 QUALIFICATIONS FOR PRESIDENT

The position of President may only be filled by a person who is at least 18 years of age on election day, is a resident within the Centre's boundaries and has served at least one (1) consecutive years on the Board of Directors.

13.09 QUALIFICATIONS FOR VICE PRESIDENT

The position of Vice-President may only be filled by a person who is at least 18 years of age on election day, is a resident within the Centre's boundaries has served at least one full term on the Board of Directors.

13.10 QUALIFICATIONS FOR VOTERS

A person is eligible to vote in an election if he or she is at least 18 years of age on election day and a resident of the Centre's boundaries.

13.11 DATE AND TIME FOR RECEIVING NOMINATIONS

The dates and times for receiving nominations shall be set out in the Centres Election Procedures By-Law, but shall not include less than five separate days and twenty hours of time available to receive nomination papers.

14.0 ELECTIONS - OTHER BOARD MEMBERS

14.01 ELECTION PROCEDURES

Election of Board Members shall be in accordance with this part

14.02 DATE OF ELECTIONS

The date of the election shall be on the day of the Annual General Meeting

14.03 TERMS

Board members shall hold office for a one-year term.

14.04 NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the outgoing Board of Directors and the appointed committee shall fully recognize the need for comprising a slate of nominees fully representative of the entire area served by the Centre.

14.05 NOMINATIONS

The proposed slate of offices shall be put forward by the Nominating Committee at the Annual General Meeting and Additional nominees, if any, shall be nominated from the floor.

14.06 ATTENDANCE OR AUTHORIZATION MANDATORY

Individuals running for a position on the board must either be at the Annual General Meeting or a personally signed letter must be submitted at the time of elections.

14.07 QUALIFICATIONS FOR BOARD MEMBERS

The position of Board Member may only be filled by a person who is at least 18 years of age on Election Day and is a resident within the Centre’s boundaries.

14.08 QUALIFICATIONS FOR VOTERS

A person is eligible to vote in an election if he or she is at least 18 years of age on election day and a resident of the Centre’s boundaries.

15.0 MEETINGS

15.01 NOTICE OF MEETINGS

Notice of the Date, Time and Place of holding Annual or Special Meetings shall be prominently displayed in the Centre at least fifteen (15) days prior to the date such meeting is to be held.

15.02 MINUTES

The Chairperson of any meeting shall cause minutes of the meeting to be recorded.

15.03 PUBLIC PARTICIPATION

Annual, Regular or Special meetings are open to the public.

15.04 PUBLIC MAY BE EXCLUDED

The Board or Executive may exclude the public from a Regular or Special meeting by a motion to move to an in camera meeting. Such motion shall generally identify the matter to be discussed according to one of the categories following:

a) a matter in preliminary development stages in which general public knowledge could prejudice the Corporations ability to carry out the proposed activities, program or complete negotiations successfully;

b) discussion related to legal proceedings;

c) an investigation into a matter before the corporation;

d) discussion of security of documents or premises;

e) discussion of a report from the Ombudsman, under clause 36 of The Ombudsman Act; or

f) any matter that falls under The Freedom of Information and Protection of Privacy Act.

15.05 THE ANNUAL GENERAL MEETING - TIMING

The Annual General Meeting of the Corporation shall be held within 90 days of year end, such meeting date shall be set by the board.

15.06 THE ANNUAL GENERAL MEETING - VOTING

At the Annual General meeting of the Corporation, members in good standing and eighteen years of age or older shall have the right to vote on all motions affecting the Corporation and the business of the Corporation shall be transacted by voice vote, except the election of directors, which shall be by ballot.

15.07 THE ANNUAL GENERAL MEETING – QUORUM

The quorum for the Annual General Meeting is not less than 50% voting members from the Executive Committee plus a like number of Conveners.

15.08 PROCEDURES AND ORDER OF BUSINESS AT THE ANNUAL GENERAL MEETING

Robert's Rules of Order will apply.

The normal order of business for the Annual General Meeting shall be as follows:

1) Notice of meeting.
2) Minutes of previous General Meeting and of any intervening Special Meetings.
3) Business arising out of the minutes.

4) Correspondence.
5) Report of the President.
6) Report of the Secretary/Treasurer and presentation of audited financial statement.
7) Vice Presidents Reports.
8) Notices of Motion.
9) Election of Officers.
10) Other Business.
11) Adjournment.

15.09 REGULAR MEETINGS -TIMING

Regular meetings of the Board of Director's shall be held from time to time, as deemed advisable by the Board.

15.10 REGULAR MEETINGS –VOTING

Each member of the Board shall be entitled to cast one vote on any issue that the Board is considering (subject to 10.2 a). The majority of votes cast shall decide the issue.

15.11 REGULAR MEETINGS – QUORUM

The quorum for the Board is not less than 50% voting members of the Executive Committee plus a like number of Conveners.

15.12 PROCEDURES AND ORDER OF BUSINESS AT A REGULAR MEETING

Robert's Rules of Order will apply.

The normal order of business for the Annual General Meeting shall be as follows:

Call to order
1) Correspondence
2) Approval of the Regular Meeting Minutes
3) Business arising out of the minutes
4) Approval of Financial Statements
5) New Business
6) Approval of Fundraising Activities
7) Report of Directors
8) Other Business
9) Adjournment

15.13 SPECIAL MEETINGS

Special Meetings shall be called at any time by the Board whenever they deem it advisable for any purpose and it shall be incumbent on the President to call a Special Meeting whenever requested to do so by written request, signed by not less then fifty (50) voting members of the Corporation; but such request must state clearly the nature of the business proposed to be transacted at such meeting, this meeting to be held within twenty (20) days of receiving such notice. The President may also call such meetings, of his own accord, and must do so within twenty (20) days of having exercised his Veto Power.

15.14 LIMITATION ON BUSINESS AT A SPECIAL MEETING

At such meetings, no business other than that specified in the notice calling the meeting shall be transacted.

16.0 AMENDMENTS TO THE CONSTITUTION

16.01 Proposed amendments to this Constitution must be in writing and must be presented to the Secretary/Treasurer at least thirty (30) days prior to the Annual or a Special Meeting of the Corporation.

16.02 At least 30 days prior to the Annual or Special meeting the Secretary/Treasurer shall, forthwith, have a copy printed and displayed prominently in the Centre and shall give a copy to any member on request.

16.03 Proposed amendments, duly posted, and any amendments thereto may be considered in the intended meeting. Other affected Articles of the Constitution may also be amended to comply within the same meeting. However, the President shall refuse to accept any motion for an amendment which does not specifically related to the Proposed Amendment for which notice was duly posted.

16.04 In order to be adopted, such amendments shall require at least two-thirds of the votes cast at such meetings.

17.0 PLEDGING OF CREDIT

17.01 No section or sections of this Constitution shall be deemed to empower or enable the Board or any Officer(s), member(s) of the Corporation to pledge the credit of the Corporation or to enter into any contract or agreement on behalf of the Corporation, where under the Corporation is or will become obligated for a sum over budget unless and until such commitment has been specifically authorized by meeting of the Corporation members.

18.0 SIGNING AUTHORITY

18.01 All cheques drawn upon the Corporation's bank account(s) as well as all legal papers and contracts, shall be executed on behalf of the Corporation by not less than two of the President and by the Vice-President Sports, Vice-President Administration, Secretary / Treasurer, or General Manager.

19.0 FISCAL YEAR

19.01 The Fiscal Year of the Corporation shall commence on the first day of January of each year and shall end on the last day in December on the same year.

20.0 INTERPRETATION OF CONSTITUTION AND BY-LAWS OF THE CORPORATION

20.01 In the event of any dispute as to the meaning of any resolution, this Constitution or any By-laws of the Corporation heretofore or hereafter passed, the interpretation of the Board shall be final and conclusive.

21.0 INDEMNIFICATION OF DIRECTORS AND OFFICERS

21.01 Except as otherwise provided in Section 119 of the Act, each director and executive officer of the Corporation, former director or executive officer of the Corporation or a person who

acts or acted at the Corporation's request as a director or executive officer of the Corporation, and his or her heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or executive officer of the Corporation.

22.0 CORPORATE SEAL

22.01 The Corporation shall have a seal, the impression of which is stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Corporation whenever authorized by a resolution of the Board.

WITNESS the corporate seal of the Corporation this **24** day of **MARCH** 20**26**

GATEWAY RECREATION CENTRE INC.

Per:_____(Pres.)

Per:_____(Sec/Treas.)