

**Alex Anderson Memorial Sports
Club
& Legion Hall Inc.**

~~(Victoria Beach Community Centre)~~

(Beaches Community Centre)

CONSTITUTION

Adopted as Amended May ~~2018~~ 2022

This revised Constitution replaces the version previously adopted in 2017 2018.

4.0 Finances

4.1 Fiscal Year

The Fiscal Year of the Corporation shall begin on May 1st in each year and terminate on April 30th of the subsequent year.

4.2 Banking

The banking business of the corporation including, without limitation, the borrowing of money and the giving of security therefore shall be transacted with such banks, trust companies and other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

4.3 Borrowing

The Board of Directors may, without the authorization of the members, borrow on the Corporation's behalf for the purpose of purchasing investments and paying administrative and current operating expenses. The Board of Directors is authorized to charge the assets of the corporation for the purpose of such borrowing. Borrowing is subject to those restrictions found in the by-laws or any unanimous member agreement.

4.4 General Business

Property: The Board of Directors shall be the custodian of all property of the Corporation, and the applications for the use of such property shall be directed to the Executive Officers who will receive their direction in the loaning and/or disposition of such property from the Board of Directors.

The Corporation would be obligated to use all profits or increases in the value of its property to further the activities of the Corporation and would not be allowed to distribute any of its profits, proceeds, or property, directly or indirectly, to any member, director, or officer of the Corporation. The Corporation would be allowed to distribute any of its money or property to a body authorized to carry out activities on behalf of the Corporation provided that the money or property is used for the purpose of carrying out those activities.

Execution of Instruments: Contracts, documents, or any instruments in writing requiring the signature of the Corporation may be signed by any two of the president, vice president, secretary or treasurer, or those so appointed by the board. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers, or any other persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Amendments to the Constitution: The constitution can only be amended by a clear majority vote of the members attending an Annual Meeting or a General Meeting of the members, provided that proper notice as required by item 6.4 has been provided by the Corporation. A copy of the Constitution shall be provided to each new member of the Board of Directors and a copy shall be available at the Annual Meeting.

5.6 Honorary

The Board of Directors, by resolution, may bestow honorary membership on a person or persons. Honorary membership is for life with no fees to be collected from the respective Honorary member.

5.7 Membership Levels

- Individual Membership: This level of membership is for one person 18 years or older; and will entitle the member to cast a vote at any Annual meeting or General meeting of the members. In the case of a single parent family this membership will cover the member's children up to age 18.
- Family Membership: This level of membership will only cover 2 adults 18 years or older and their children and will entitle both adults to vote at any Annual meeting or General meeting of the members. Once a child turns 18 they are no longer covered under the family membership and will be required to purchase an individual or family membership to be a member in good standing.
- Honorary Membership: Eligible for full membership benefits. See item 5.6, for process to become an Honorary Member.
- **Corporate Memberships: Corporate memberships are available. Details available in Corporate Membership By-law.**

6.0 Membership Meetings

6.1 Annual General Meeting

The annual general meeting of the corporation shall be held no later than 18 months after incorporation and no later than 15 months after the last AGM in subsequent years. The following business will be conducted at the AGM:

- reading the financial reports
- election of directors
- appointment of auditors or accountants
- changes or adjustments to the corporation by-laws
- any other business that may be properly brought before the meeting.

6.2 General Meetings

The Board of Directors may from time to time call a general members meeting. As well, the Directors must call a general meeting if at least 10 percent of the membership requests a meeting to be called. The following business will be conducted at the General Meeting

- reading the financial reports
- election of directors
- appointment of auditors or accountants
- changes or adjustments to the corporation by-laws
- any other business that may be properly brought before the meeting.

The five Directors at large will have positions (First to Fifth) determined by the number of votes received during the election of directors (most votes = First Director at Large). Directors (with the exception of the past-president position) will be elected at the AGM. Directors whose term is completed may be eligible for re-election for a maximum of three consecutive terms.

The Past President will be appointed for 2 years. After 2 years the position will be removed until the current president is not re-elected. Then the position will be active again for 2 years.

7.3 Removal

The office of Director shall be automatically vacated:

- if he/she fails to comply with any requirements imposed by the Corporations Act or the Constitution respecting the qualification of Directors;
- If he/she resigns his/her office and gives notice to the Corporation of such resignation;
- If he/she is removed from office in accordance with the Corporations Act;
- If at any meeting of the members, a majority of the members present so decide that he/she be removed from office;
- If he/she fails to attend three consecutive meetings of the Board (in the absence of the director providing a reasonable explanation for such failure to attend), after receiving proper notice thereof;
- If he/she dies; or
- If he/she ceases to be a member of the Corporation.

7.4 Vacancies

In the case of an appointed Director, if a vacancy on the Board occurs for any reason, the Board shall provide written notice to the organization that the appointed director has vacated his/her office. The organization may appoint a new director to fill the vacancy until the next annual meeting.

In the case of an elected director, if a vacancy on the Board occurs for any reason, the Board may, by appointment, fill the vacancy with any person who would qualify as a Director. The person so chosen shall hold office for the balance of the term of the vacating Director. Should there not be a majority of the board members available to approve such an appointment, the Board shall hold by-elections for the vacant positions. If within 6 months prior to an AGM the board of directors may operate with one vacant office until a by-election can be held at the AGM.

7.5 Ex-Officio

The President shall be an ex-officio member of all board committees.

The Board of Directors may appoint others to be an ex-officio member of the board.

7.6 Remuneration

The Directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such. The exception would be board

8.6 Right to Dissent

The right to dissent would allow a Director to avoid responsibility for actions or resolutions taken during a Board meeting by having his or her dissent recorded.

8.7 Minutes

Minutes of meetings of the Board and financial statements of the Corporation duly accepted by the Board of Directors shall be available to any member upon written request. Beginning in 2017, current minutes will be available on the Corporation website.

8.8 Authority of Continuing Directors to Act

The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

9.0 Executive Officer

9.1 General

The Executive Officers shall be as follows:

- President
- Vice-President
- Secretary
- Treasurer
- Past President

The Executive Officers shall act on behalf of the Board of Directors to:

- Monitor the effectiveness of the Corporation in achieving its' stated goals and objectives.
- Make recommendations to the full Board regarding the recruitment/dismissal and level of compensation for any employees.
- Make recommendations to the full Board for any changes in the personnel or administrative policies of the Corporation, where deemed necessary.
- Act as the Budget Committee in reviewing and establishing the Corporation's budget for approval by the Board of Directors annually, and on overseeing the expenditure of funds in accordance with this budget, and/or recommending changes to the Board of Directors on the annual budget.
- Act as the Grievance Committee in disputes between the Corporation and its employees or the Corporation and the community at large.
- Be responsible for the review and recommendation of the Corporation's insurance agents and professional firms.
- The Executive Officers positions shall be reviewed at the Annual Meeting.

9.2 Duties

President: The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Corporation. He/she shall have signing authority on cheques drawn

10.0 Committees

10.1 General

Committees will be formed as required at the discretion of the Board of Directors. Each Committee Chairperson shall be prepared at each Board meeting to report on the activities of their Committee. The President may sit as an ex-officio member of all committees.

10.2 Standing

Standing committees are ongoing committees established by the board of directors to provide information and feedback to the board that will assist the board in its decision-making process (i.e., finance, canteen, curling, etc.)

10.3 Ad hoc

Ad hoc committees are any committee that may be established by the board of directors for time to time for a specific purpose and usually for a specific length of time; (fundraising)

10.4 Affiliate

An affiliate committee is a partnership with an organization the board partners with to accommodate for use of Beaches Community Centre in its entirety for the sharing of volunteers and growing the Beaches Community Centre's membership.

11.0 Indemnity

11.1 Indemnity of Directors

- The Corporation shall indemnify and save harmless the Directors their heirs, executors, and administrators, and estates and effects respectively from time to time and all time from and against:
- all costs charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, or matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- all other costs, charges and expenses that he or she sustains or incurs in or about arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

11.2 Indemnity of Others

The Corporation shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, investigative (other than an action by or in right of the corporation) by reason of the fact that he or she was an employee or agent of the corporation, or is or was serving, at the request of the corporation, as Director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust, or other enterprise, against expenses, judgements, fines and any amount actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted honestly and in good faith with a view to the best interests of the corporation, and with respect to any criminal or investigative