



# THE CANADIAN SPORT CENTRE MANITOBA CONSTITUTION AND BYLAWS APPROVED JUNE 26, 2015 FINAL

## CONSTITUTION

1. The name of the Corporation is "The Canadian Sport Centre Manitoba Inc.,"
2. The Vision of the Corporation is to enable individuals to realize and achieve human potential through sport.
3. The Mission of the Corporation is to support high performance athletes and coaches in their pursuit of podium performances in national and international competitions.
4. The objects of the Corporation are:
  - a) To seek support from and work collaboratively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Corporation;
  - b) To create strategic partnerships based on mutual trust and respect for the achievement of the Corporations vision.
  - c) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objects.
  - d) To stimulate public awareness and involvement, and to encourage participation in sport as a healthful exercise for improving physical fitness;
  - e) To focus all programs and services on athletes and coaches;
  - f) To promote sharing, networking, and a team approach to service and program delivery.
  - g) To create leadership that challenges, inspires, enables and encourages athletes and coaches.
  - h) To celebrate the success of everyone associated with the Corporation.
  - i) To develop the physical, social, mental and spiritual well being of individuals in the sport community we serve.
  - j) To establish fair and ethical practices as characterized by equity, integrity and trust.
  - k) To create a free and open communication and an environment that fosters the dignity and self-esteem of all associated with the Corporation.
  - l) To integrate high performance sport into a system that includes grassroots and developmental sport.
  - m) To provide a holistic support system designed to ensure success on and off the field of play.
  - n) To provide a focal point for coordinated high performance sport programming on a specific basis at the national and international levels.
5. The head office of the Corporation will be located as stated in the Bylaws.

## BYLAWS

### Article 1: General

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of The Canadian Sport Centre Manitoba, a corporation incorporated under the Manitoba *Corporations Act*, C.C.S.M. c. C225 and referred to as the “Corporation” in these Bylaws.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the *Corporations Act*, C.C.S.M. c. C225 of Manitoba and any Act that may be substituted therefore.
  - b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation to report to the Members at the next Annual General Meeting. The Auditor will not be an Employee or a Director of the Corporation.
  - c) *Board* – the Board of Directors of the Corporation.
  - d) *Constitution* – the Constitution of the Corporation comprising a statement of the Corporation’s mission, vision and objectives.
  - e) *Corporation* – The Canadian Sport Centre Manitoba
  - f) *Days* – will mean total days, irrespective of weekends or holidays.
  - g) *Delegate*- An individual who is designated by a group member to represent that group member at any meeting of the Corporation.
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - i) *Officer* – an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
  - j) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of the Members in respect of that resolution.
  - k) *Registered Address* – the most recent address of record in the register of Members.
  - l) *Representative Groups* – includes Sport Canada, Canadian Olympic Committee, Sport Manitoba, and the Coaching Association of Canada.
  - m) *Special Resolution* – a resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of the Board or a meeting of Members for which proper notice has been given.
- 1.3 Head Office - The head office of the Corporation will be located at Room 138 Frank Kennedy Centre, University of Manitoba, Winnipeg, Manitoba R3T 2N2 and may be changed by resolution of Directors.
- 1.4 Corporate Seal - The Corporation will have a corporate seal that will be adopted and may be changed by resolution of the Directors.
- 1.5 Fiscal Year – The fiscal year of the Corporation will be the last day of March in each year.
- 1.6 No Gain for Members - The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.7 No Remuneration of Directors - The Directors will serve as such without any remuneration, and no Director will directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable

expenses incurred by him or her in the performance of his or her duties in accordance with the Corporation's policies relating to expenses.

- 1.8 Dissolution - Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property will be distributed or disposed of to charitable organizations that carry on their objectives solely in Canada as determined by the Board.
- 1.9 Interpretation - In these Bylaws, words stating the male gender will include the female gender as well as corporate bodies, and words stating the singular will include the plural and vice-versa.
- 1.10 Ruling on Bylaws - Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.11 Conduct of Meetings - Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.12 Records - The Corporation will prepare and maintain at its registered office the articles of incorporation, by-laws, minutes of meetings, resolutions of shareholders, and a register of directors available for review by Members of the Corporation.

## Article 2: Membership

- 2.1 Register - The Corporation will keep a register of its Members together with address, date admitted to membership, date of termination of membership and class of membership.
- 2.2 Terms of Membership - Any member who accepts membership in the Corporation will be deemed to have undertaken to abide by the provisions of the Bylaws, Rules and Operating Procedures of the Corporation and all decisions of the Board of Directors of the Corporation.

### Admission of Members

- 2.3 Admission - A member will be admitted upon being appointed by the Board as a Director, or Director at Large, of the Corporation.

### Membership Year

- 2.4 Year - Unless otherwise determined by the Board, the Membership year of the Corporation shall run from April 1 until March 31st.

### Termination of Membership

- 2.5 Resignation - A Member may resign from the Corporation by giving written notice to the Board of Directors.
- 2.6 Membership Not Transferable - The interest of a Member in the Corporation is not, directly or indirectly, transferable to any individual or organization.

## Article 3: Governance

### Composition of the Board of Directors

- 3.1 Directors – The Board will consist of a minimum of seven (7) and a maximum of ten (10) Directors.
- 3.2 Composition of the Board - The Board of Directors of the Corporation will consist of Directors, Directors at Large, and an ex-officio Director, as follows:
- a) Chairperson
  - b) Vice-Chairperson
  - c) Treasurer
  - d) Secretary
  - e) Past Chair or Chair-elect (one-year term)
  - f) At least three (3), but not more than five (5) Directors-at-Large
  - g) The Canadian Sport Centre Manitoba General Manager, who will be ex-officio (non-voting)

### Appointment of Directors

- 3.3 Eligibility of Directors - Any individual who is 18 years of age or older and who has the power under law to contract may be appointed as a Director. The majority of Directors will be residents of Manitoba.
- 3.4 Eligibility of Directors at Large - Directors at Large should not be affiliated with a Representative Group and must be 18 years of age or older and have the power under law to contract.
- 3.5 Appointment of Directors at Large – The Directors holding office will appoint the Directors at Large.
- 3.6 Terms - Directors will serve terms of two years and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-appointment and will be limited to three successive terms unless their final term is as the Chairperson in which case he/she may serve a 4<sup>th</sup> consecutive term and one year as Past-Chair. If a Director assumes office due to vacancy, that term may be finished and three full terms after being appointed may be served.
- 3.7 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board or Executive may appoint a qualified individual to fill the vacancy until such time as a Director is appointed in accordance with these Bylaws.

### Resignation and Removal of Directors

- 3.8 Resignation - A Director may resign from the Board at any time by presenting a notice of resignation to the Board. This resignation will become effective on the date the Board accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.9 Vacate Office - The office of any Director will be vacated automatically if the director:
- a) without reasonable excuse, fails to attend two (2) consecutive meetings of the Board;
  - b) is found by a court to be unsound mind;

- c) becomes an employee or contractor of the Corporation or an employee or contractor of a member of the Corporation; or
- d) upon the Director's death.

3.10 **Removal** – A Director may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

### **Duties and Powers of the Board**

- 3.11 **Powers of the Corporation** - Except as otherwise provided in the *Act*, the Constitution or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 3.12 **Managing the Affairs of the Corporation** - The Board will make and amend policies and procedures for managing the affairs of the Corporation in accordance with the *Act*, the Constitution and these Bylaws; will ensure members adhere to the policies and procedures, and will ensure directions from General Meetings of Members are carried out.
- 3.13 **Dispute Resolution** - The Board may make policies and procedures relating to the management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 3.14 **Employment of Individuals** - The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation. Employees will not have voting rights of the Corporation.
- 3.15 **Borrowing Powers** – The Board may borrow money upon the credit of the Corporation as it deems necessary.

### **Meetings of the Board**

- 3.16 **Call of Meeting** - The meetings of the Board will be at the call of the Chairperson or any three (3) Directors at any time and place as determined by the Board of Directors.
- 3.17 **Notice** – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least seven (7) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 3.18 **Number of Meetings** – The Board will hold at least two (2) meetings per year.
- 3.19 **Quorum** - At any meeting of the Board of Directors, quorum will consist of a majority of Directors then in office.
- 3.20 **Voting** – Unless specified otherwise, each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The Chairperson of the Corporation is not entitled to an initial vote, but will serve as the tie-breaking vote, if needed.
- 3.21 **Written Resolution** – A resolution in writing signed by all the Directors personally will be valid and effectual as if passed at a meeting of the Board duly called.

- 3.22 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 3.23 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Officers**

- 3.24 Officers - The Officers of the Corporation are the Chairperson, the Vice-Chairperson, the Secretary, Treasurer and General Manager.
- 3.25 Election – With the exception of the General Manager, the Officers of the Corporation will be elected by the Board of Directors, and may hold office for up to three successive two year terms or until that person resigns or is discharged by the Board, or upon election as Chairperson, when a fourth term is permitted. And/or for one-year when acting as Past-Chair.
- 3.26 Decision – Elections will be decided by majority vote of the Directors in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.
- 3.27 Eligibility of Chairperson – Any individual, who has served as a Director for one full term immediately prior to nomination, may be nominated for election as Chairperson.
- 3.28 Appoint Other Officers - The Board may from time to time appoint Officers other than those identified in Article 3.24 who need not be Directors or Members of the Corporation.
- 3.29 Delegation of Officers Duties – If an Officer is absent or unable to act for any reason, the Board may delegate all or any of the powers of the Officer to any other Officer or to any Director for the period of time of such absence or inability to act.
- 3.30 Duties - The duties of Officers are as follows:
- a) The Chairperson will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and General Meetings of the Corporation and at meetings of the Board and the Executive Committee and will perform such other duties as may from time to time be established by the Board;
  - b) The Vice Chairperson will support and assist the Chairperson in all duties and in the absence of the Chairperson exercise the duties of the Chairperson and will perform such other duties as may from time to time be established by the Board;
  - c) The Treasurer will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board will supervise the management and the disbursement of funds of the corporation; when required will provide the Board with an account of financial transactions and the financial position of the Corporation; cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation; and will perform such other duties as may from time to time be established by the Board;

- d) The Secretary will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Corporation's Constitution and Bylaws, will ensure that all official documents and records of the Corporation are properly kept, will be the custodian of the seal of the Corporation and will perform such other duties as may from time to time be established by the Board;
- e) The General Manger will assume primary responsibility of policies, programs and day to day activities of the Corporation, represent the Corporation as its senior officer in all negotiations on behalf of the Corporation, and will liaise with all other key groups and agencies associated with the Corporation. Additional responsibilities include primary planning, strategic advocacy, promotions, public relations, overall management of the Corporation, and the General Manager will perform such other duties as may from time to time be established by the Board.

3.31 Removal – An Officer may be removed by Special Resolution of the Board in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

#### **Executive Committee**

3.32 Executive Committee - The Executive Committee will be comprised of the Officers of the Corporation, except that the General Manger will be a non-voting member of the Executive Committee. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

#### **Committees**

3.33 Committees - The Board may appoint such additional committees not listed herein as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the *Act*, the Constitution or these Bylaws.

3.34 Terms of Reference - The Board will establish the terms of reference and operating procedures for all Committees and may delegate any of its power, duties or functions to any Committee.

3.35 Committee Chair – The Chair of each Committee will be appointed by the Board of Directors.

3.36 Quorum - A quorum for any Committee will be the majority of its voting members.

3.37 Vacancy - When a vacancy occurs on any Committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Corporation's policies and procedures.

3.38 Chairperson Ex-officio - The Chairperson will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

3.39 Orientation – The Chair of each Committee, in partnership with the General Manger will provide new Committee Members the most recent edition of the Corporation's Strategic Plan, Terms of References of the Committee, position descriptions and a summary of minutes from previous Committee meetings.

3.40 Removal - The Board may remove any member it has appointed to any Committee.

## Conflict of Interest

3.41 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate of such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## Article 4: Finance and Management

- 4.1 Auditor - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Corporation who will report to the Members at the next Annual General Meeting. The auditor will hold office until the next Annual Meeting.
- 4.2 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records of the Corporation may be inspected by any member at the annual general meeting, or at any other time upon giving reasonable notice and arranging a time satisfactory to the parties involved.
- 4.3 Signing Authority - The Board will designate individuals who will have signing authority for all financial transactions, contracts and documents conducted in the name of the Corporation. All such transactions, contracts and documents once signed will be binding upon the Corporation without any further authorization or formality.
- 4.4 Execution of Agreements - All written agreements entered into in the name of the Corporation will be signed by two Officers, one of whom will be the Chairperson. The Board of Directors may authorize other persons to sign on behalf of the Corporation.
- 4.5 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 4.6 Borrowing - The Corporation may borrow funds upon such terms and conditions as the Board may determine.
- 4.7 Financial Institutions - The banking business of the Corporation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time.

## Article 5: Meetings of Members

- 5.1 Types of Meetings - Meetings of Members will include Annual General Meetings and Special General Meetings.
- 5.2 Location and Date – The Corporation will hold meetings of Members at such time and place as determined by the Board. The Annual General Meeting will be held no later than 180 days after the fiscal year end of the Corporation.



- 5.3 **Notice** - Written notice of meetings of Members will be given to all Members at least thirty (30) days prior to the date of the meeting. A proposed agenda and reasonable information to permit Members to make informed decisions at the meeting will be distributed not less than seven (7) days prior to the meeting.
- 5.4 **Special Meeting** - A Special Meeting will be called upon the written requisition of (1/3) one-third of voting members, the Board, the Chairperson or any five Board Members. Written notice of a special meeting will be given to members at least twenty (20) days prior to the date of the meeting.
- 5.5 **Business** – The Corporation will conduct the following business at its Annual General Meeting:
- a) Present financial statements of the Corporation;
  - b) Present reports of the Officers, General Manager and of any Committee;
  - c) Appoint new Directors at Large;
  - d) Appoint an auditor for the ensuing year and fix the remuneration for the auditor; and
  - e) Conduct any other items of business, which properly come before the Meeting.
- 5.6 **New Business** - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least ten (10) days prior to the meeting date.
- 5.7 **Quorum** – A quorum will be a majority of Members.
- 5.8 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.
- 5.9 **Adjournment** - A meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as if it was a new meeting.

### **Voting at Meetings of Members**

- 5.10 **Voting Privileges** - Voting privileges at all Meetings of Members will be as follows:
- a) Members will be entitled to one (1) vote;
  - b) The Chairperson will not be entitled to vote unless there is an equality of votes and a deciding vote is required. Notwithstanding the foregoing, the Chairperson will be entitled to vote in the elections of the Directors of the Corporation.
- 5.11 **Scrutineers** - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 5.12 **Voting** - Votes will be cast by Members only and will be conducted by a show of hands unless a majority of Members approve a secret ballot.
- 5.13 **Proxies** – Proxy votes are not permitted.
- 5.14 **Resolutions** - Unless specified otherwise, questions at meetings will be decided by majority vote, where a tie vote will fail, unless the resolution is a Special Resolution. An abstention from voting will not be counted as a vote.

## Article 6: Indemnification

- 6.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, Executive Committee Member from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or Executive Committee Member.
- 6.2 Will Not Indemnify - The Corporation will not indemnify a Director, Officer, Executive Committee Member or any other individual for acts of fraud, dishonesty, or bad faith.
- 6.3 Insurance - The Corporation may purchase and maintain insurance for the benefit of its Directors, Officers and Executive Committee Members, as the Board may determine.

## Article 7: Notice

- 7.1 Written Notice - In these Bylaws, written notice will mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Corporation, Director, Executive Committee Member, or Member, as the case may be.
- 7.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 7.3 Error in Notice - The accidental omission to give notice of a meeting of the Directors, Members or Executive Committee Members, the failure of any Director, Member or Executive Committee Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.
- 7.4 Waiver of Notice – Meetings of the Corporation may be held at any time without notice if each voting Member either consents in writing to the holding of the Meeting or is present. Voting Members may also, in writing, waive notice of any meetings.

## Article 8: Amendment of Constitution and Bylaws

- 8.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws.
- 8.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (30 days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.
- 8.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.



- 8.4 Registration - The amended Bylaws will take effect after acceptance by the Registrar, or any successor or replacement agency.

## **ARTICLE 9: Adoption of these Bylaws**

- 9.1 Adoption by Board – This Constitution and Bylaws are adopted by the Board of Directors of the Corporation at a meeting of the Board duly called and held on June 22, 2015.
- 9.2 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Corporation entitled to vote at a Meeting of Members duly called and held on [date].
- 9.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Corporation repeal the prior Constitution and Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Constitution and Bylaws.
- 9.4 Enactment – This Constitution and Bylaws is hereby enacted and will come into force upon its acceptance by the Registrar.

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Name: Hub Bérubé

Title: Chairperson of the Corporation

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Name: Jeff Powell

Title: General Manager of the Corporation