

CHARLESWOOD COMMUNITY ASSOCIATION INC.

BY-LAW NO. 1

Article 1 – ORGANIZATION 1
Article 2 – PURPOSE AND OBJECTIVES 1
Article 3 – DEFINITIONS 2
Article 4 – MEMBERS OF THE CORPORATION..... 2
Article 5 – DISSOLUTION OF THE CORPORATION..... 3
Article 6 – MEETINGS OF THE MEMBERS OF THE CORPORATION..... 3
Article 7 – BOARD OF DIRECTORS..... 3
Article 8 – OFFICERS..... 5
Article 9 – DUTIES OF OFFICERS 5
Article 10 – FINANCIAL YEAR..... 6
Article 11 – AMENDMENT OF BY-LAWS 6
Article 12 – BOOKS AND RECORDS 6
Article 13 – AUDITOR..... 6
Article 14 – SIGNATURE & CERTIFICATION OF DOCUMENTS 6
Article 15 – RULES AND REGULATIONS 7
Article 16 – FINANCIAL AFFAIRS..... 7

A By-law relating generally to the transaction of the affairs of Charleswood Community Association Inc. (the “**Corporation**”).

BE IT ENACTED as a By-law No. 1 of the Corporation, as follows:

ARTICLE 1 – ORGANIZATION

1.1 The legal name of the corporation shall be Charleswood Community Association Inc.

1.2 The Head Office of the Corporation shall be located at 315 Laxdal Road, Winnipeg, Manitoba, at the place therein as the Board of Directors may from time to time decide. The Corporation may establish by resolution such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient.

ARTICLE 2 – PURPOSE AND OBJECTIVES

2.1 Charleswood Community Association Inc. was established for the purpose set forth in the Articles of the Corporation which is to provide and administer recreational facilities and programs for the benefit of all residents within the Boundaries of the Corporation (as defined herein).

The objectives of the Corporation are set out as follows:

- (a) to promote, develop and provide sports and other programs as required to meet the recreational activities, organized sports, leisure and community programming;

- (b) to raise and administer funds to support said programs;
- (c) to provide equal recreational opportunity to all members regardless of race, religion or gender, in no way being sectarian or political in its work;
- (d) to maintain facilities conducive to the programs provided; and
- (e) to guarantee that if this Corporation ceased to operate, all assets which have been acquired by the Corporation shall be transferred to any other organization qualifying under subsection (d), (f) or (g) of Section 62 of the *Income Tax Act*, or an existing community club located in the City of Winnipeg.

ARTICLE 3 – DEFINITIONS

3.1 In this By-law, the singular shall include the plural and the plural the singular, and all roles outlined shall be gender neutral.

ARTICLE 4 – MEMBERS OF THE CORPORATION

4.1 The members of the Corporation shall consist of the following:

- (a) persons whose principal residence lies within the Boundaries of the Corporation (as defined herein); or
- (b) subject to Section 4.5, persons nominated and approved by the Board at an annual general meeting which title will be awarded and revoked at the discretion of the Board

(individually, a **“Member”** and together, the **“Members”**).

4.2 The boundaries of the Corporation are as set forth in Schedule “A” hereto (the **“Boundaries”**).

4.3 Notwithstanding Section 4.1, Members must be over the age of eighteen (18) years of age (the **“Age of Majority”**).

4.4 Every Member may vote on the items listed at Section 6.4 herein or speak at the annual general meeting of the Corporation.

4.5 Non-members are eligible to service on the Board of Directors and/or its committees provided a suitable candidate who is a Member does not step forward, they have the majority support of the Board of Directors, and one of the following criteria is met:

- (a) the non-member has an economic interest existing in the Boundaries;
- (b) the non-member has made an investment that exists in the Boundaries; or
- (c) the non-member has a family member who resides in the Boundaries.

ARTICLE 5 – DISSOLUTION OF THE CORPORATION

5.1 No Member of this Corporation shall have any interest in the property and assets of the Corporation; and upon dissolution or winding up of the Corporation, any assets of the Corporation remaining after satisfaction of its debts and liabilities shall be distributed to registered charitable organizations whose objects most closely accord with those of this Corporation, or an existing community centre located in the City of Winnipeg as determined by the Members of the Corporation at dissolution.

ARTICLE 6 – MEETINGS OF THE MEMBERS OF THE CORPORATION

6.1 The annual general meeting of the Members of the Corporation shall be held at the Head Office of the Corporation or elsewhere in Manitoba, and at the time and date designated by the Board of Directors as herein provided.

6.2 Other meetings of the Members may be convened at any time and for any place by order of the chair, the vice-chair, or the Board of Directors on their own motion or on requisition of Members as provided for by *The Corporations Act* (Manitoba) (the “**Act**”).

6.3 Thirty (30) days prior written notice shall be given to each Member at any annual general meeting of Members and thirty (30) days prior written notice shall be given to each Member for the purposes of amending the Articles or general by-laws of the Corporation. Fourteen (14) Members present in person or by electronic means shall constitute a quorum at any meeting of Members of the Corporation.

6.4 Members will be required to vote on the following items:

- (a) electing Directors to the Board;
- (b) appointing of an auditor;
- (c) approval of a By-law, change to a By-law, or rejection of a By-law;
- (d) financial statements of the Corporation;
- (e) approving mergers, acquisitions, re-organizations and amalgamations;
- (f) major shifts in purpose and objectives of the Corporation; and
- (g) fundamental changes to the corporate structure of the Corporation.

6.5 Subject to the Act, questions arising at any meeting of the Members shall be decided by a majority of the votes cast by the Members present at the meeting and in the case of an equality of votes, the chair shall have a second or casting vote.

ARTICLE 7 – BOARD OF DIRECTORS

7.1 The property and business of the Corporation shall be managed by a board of no fewer than seven (7) and no more than fourteen (14) Directors of whom a majority of the Directors actually appointed from time to time shall constitute a quorum (“**Quorum of Directors**”). A Director shall be elected for a term of two (2) years.

7.2 Directors shall be elected by the Members at each annual general meeting of the Members on a show of hands, unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. Directors shall be eligible for re-election at the annual general meeting of Members. There is no limit to the number of terms a Director can serve.

7.3 If a Director needs to be replaced, the new Director shall serve out the balance of the term of the Director being replaced.

7.4 The office of Director shall be automatically vacated:

- (a) if a Director shall resign the director's office by delivering a written resignation to the secretary of the Corporation;
- (b) if at a duly constituted meeting of Members a resolution, finding a director unfit to serve, is passed by two-thirds (2/3) of the Members present at the meeting or represented by proxy that the Director be removed from office; or
- (c) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may by resolution fill the vacancy in accordance with 7.3 above.

7.5 Meetings of the Board of Directors will be held monthly, at the discretion of the Board of Directors and may be held at any time and place to be determined by the Board of Directors provided that seven (7) days notice of such meeting shall be sent in writing to each Director, or that Directors be given three (3) days notice by telephone, e-mail or other form of instant communication. No formal notice shall be necessary if all Directors are present at the meeting, and those Directors who are absent have signified their consent to the holding of the meeting in their absence and either prior or subsequently thereto signify their consent in writing, and any Resolution passed or proceeding had an action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. No error or inadvertent omission in giving notice for a meeting of the Board of Directors shall invalidate or make void any proceedings taken or had at such meeting. Directors may not hold the proxy of any other Director.

7.6 Meetings shall be held in person and attendance by telephone or other communication facilities as contemplated by Section 109(9) of the Act and must be approved by the chair prior to the meeting. No Director is to miss more than three (3) unexcused consecutive meetings.

7.7 For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or special meeting of Members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy on the Board of Directors, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that Directors Quorum is met. Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of such Directors in attendance. In the case of an equality of votes, the chair at the meeting shall have a second or casting vote.

7.8 A written Resolution may be passed in lieu of holding a physical Board of Directors meeting. Such written Resolution must be signed by all Directors entitled to receive notice of a

meeting in order for it to be valid. The Directors need not sign the same copy of the Resolution for it to be deemed effective. A written Resolution will take effect from the time it is signed by the last Director. The date of the Resolution will be the date on which the last Director signed.

Directors, as such, shall not receive any remuneration for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity or contracting with or having an interest in contracts with the Corporation and receiving compensation therefore, provided that such Director shall not participate in the discussions in, and shall not vote on, matters that relate to the Director. All such interests shall be disclosed to the Board of Directors before any decision is made by the Board.

7.9 An out-going Director shall remain in office until the dissolution or adjournment of the meeting at which the Director's successor is elected.

7.10 The Directors may exercise all such powers of the Corporation as are not by *The Corporations Act* (Manitoba) or by these by-laws required to be exercised by the Members at a general meeting.

7.11 The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation.

7.12 The Board of Directors shall take steps necessary to maintain the Corporation's ability to receive donations and benefits for the purpose of furthering the objectives of the Corporation.

ARTICLE 8 – OFFICERS

8.1 The Officers of the Corporation shall be a chair, vice-chair, secretary and treasurer and such other Officers as the Board of Directors may by resolution determine. The offices of secretary and treasurer may be held by the same person. All Officers must be Members of the Corporation and duly elected or appointed members of the Board of Directors.

8.2 All Officers of the Corporation shall be appointed at the first meeting of the Board of Directors following each annual general meeting of Members and, subject to the provisions of any legally binding employment agreement, the Board of Directors may remove at its pleasure any such Officer.

8.3 The Officers of the Corporation shall hold office for two (2) years and until their successors are elected or appointed in their stead except for the chair who shall serve an additional one (1) year following the completion of their term in an advisory capacity

ARTICLE 9 – DUTIES OF OFFICERS

9.1 The chair shall (i) preside at all meetings of the Board of Directors; (ii) preside at all meetings of the Members of the Corporation and of the Board of Directors; and (iii) shall see that all orders and resolutions of the board are carried into effect.

9.2 The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair, and shall perform such other duties as shall from time to time be imposed upon the vice-chair by the Board of Directors.

9.3 The treasurer shall be responsible for the custody of the corporate funds and securities and shall be responsible for the full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall ensure the deposition of all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. The treasurer shall be responsible for the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking the proper vouchers for such disbursements and shall render to the chair and directors at the regular meeting of the Board of Directors, or whenever they may require it, an account of all of the treasurer's transactions as treasurer and of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

9.4 The secretary shall attend all sessions of the Board of Directors and all meetings of the Corporation and act as a clerk thereof and record all decisions and minutes of all proceedings. The secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or chair.

ARTICLE 10 – FINANCIAL YEAR

10.1 The financial year of the Corporation shall end the thirty first (31st) day of March of each year, unless changed by Resolution of the Board of Directors.

ARTICLE 11 – AMENDMENT OF BY-LAWS

11.1 By-laws of the Corporation may be enacted, and repealed or amended by majority of the Directors at a meeting of the Board of Directors and ratified by an affirmative vote of at least two-thirds (2/3) of the Members present in person or by proxy at a meeting duly called for the purpose of considering the said by-law.

ARTICLE 12 – BOOKS AND RECORDS

12.1 The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE 13 – AUDITOR

13.1 The Members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation, who shall hold office until the next annual general meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE 14 – SIGNATURE & CERTIFICATION OF DOCUMENTS

14.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, except those described in Section 16.1 hereof, shall be signed by any one (1) of the chair, vice-chair, secretary, treasurer or any one of the foregoing and a Director, and 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 to appoint an Officer or Officers on behalf of the Corporation either to sign contracts, documents and

instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation, if any, when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE 15 – RULES AND REGULATIONS

15.1 The Board of Directors may prescribe such rules and regulations as they deem expedient not inconsistent with these by-laws relating to the management and operation of the Corporation, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Members of the Corporation when they shall be confirmed and in default of confirmation at such annual general meeting of Members shall at and from that time cease to have force and effect.

ARTICLE 16 – FINANCIAL AFFAIRS

16.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release of verification slips.

16.2 All purchases or equipment repairs over \$500.00 must be approved by the chair and any contracted work, equipment repair, building repair or projects equal to or greater than \$5,000.00 require presenting three (3) quotes to the Board and approved by a minimum of two (2) Officers, one being the chair, present at the meeting where the quotes are considered.

16.3 The Board of Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation, or
- (c) charge, mortgage, hypothecate or pledge all of any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

16.4 From time to time the Board of Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board of Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

PASSED AND ENACTED this _____ day of _____, 2024.

Name:
Title:

Name:
Title:

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SCHEDULE "A"
Boundaries of the CCA

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