

Wolseley Residents' Association Constitution and By-Laws

1. DEFINITIONS

- 1.1. Executive refers to the elected Executive of The Association.
- 1.2. Bylaw refers to the articles set out in this document
- 1.3. Reference to the "Act" as defined by the Corporation Act Manitoba, 1976 c40 and any statute that may be substituted therefor, as from time to time amended.

2. NAME

- 2.1. The name of the organization shall be the Wolseley Residents' Association (therein after for the purpose of this and future documents may be called the 'Association').

3. REGISTERED OFFICE

- 3.1. The registered office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board of Directors of the Corporation may decide from time to time.

4. WRA A NON-PROFIT CORPORATION

- 4.1. The Wolseley Residents Association has been incorporated as a non-profit corporation without Share Capital by Articles of Incorporation under "The Corporations Act" of the Province of Manitoba and no part of these by-laws will be deemed to be in conflict with the Act.
- 4.2. The Corporation shall carry out its operations without pecuniary gain to its members and any profits, interests, or other accretions are to be used in promoting its mission.

5. BOUNDARIES

- 5.1. The area represented by the WRA is defined as being within the area bounded by Maryland Street, Portage Avenue, St. James Street, and the Assiniboine River.

6. PURPOSE AND OBJECTIVES

- 6.1. Represent the interests of the residents of the Wolseley Area and respond to concerns raised by them, alert residents to problems, and provide information to them.
- 6.2. To promote and protect the interests of the community of Wolseley with respect to its planning and future development.
- 6.3. Advocate and lobby for issues within the policy decisions of the community and in response to resident concerns. Take appropriate action where deemed necessary by the members
- 6.4. To Develop and maintain links with other community groups that will promote and benefit the interests of the Wolseley community and are within the policy direction established by the community

- 6.5. To identify by consultation and communicate residents' concerns to the Winnipeg City Council and staff and other government and administrative organizations, and to monitor the actions of those bodies to ensure that residents' interests and concerns are addressed and acted upon.
- 6.6. To promote policies that will protect the interests of residents in matters concerning the well-being, the social, economic, and community life of the area as well as protecting the historical and environmental character of the area. Policy and issues positions may be determined by the Association and/or its membership and as such will not be part of the by-laws but may be attached as an addendum.

7. MEMBERSHIP AND VOTING PRIVILEGES

- 7.1. Membership will be open to all those who live within the Boundaries as defined in Section 5.1 of these By-laws and who support the Purpose and Objectives of the Association. Membership may herein and after be taken to mean those who are defined to hold membership in the organization by a constituted meeting of the Association.
- 7.2. Voting members must be 18 years of age or over and are entitled to one (1) vote.
- 7.3. Each Member is entitled to vote at all General Meetings and at the Annual General Meeting.

8. MEETINGS

- 8.1. Meetings of the Association will be held at least 6 (six) times a year at a time and place designated by the Executive. Notice of General Meetings will be posted throughout the community in a manner accessible to residents; public notice boards, the Association website and e-mail will be considered acceptable. Any resident or group of residents may request that a General Meeting be called to discuss and / or resolve a matter of concern.
- 8.2. Annual General Meetings will be held within 90 days of the end of the fiscal year, the time and place of the AGM will be publicized in a manner accessible to members at least 15 days prior to the date of the meeting.
- 8.3. At the AGM the Executive shall report on activities and present financial reporting for the past year for the approval of the general membership, and present a budget and plan for the coming year as information.
- 8.4. Election of the Executive may be conducted either by presentation of a slate of candidates for approval or by direct election from the floor of the AGM or a combination thereof.

9. QUORUMS

- 9.1. A quorum for General meetings will be considered as 51% of those present. To transact financial business a quorum of four (4) members must be participants in the meeting, including those who may be in attendance by electronic means.
- 9.2. A quorum for the Annual General Meeting or any special meeting called for the purpose of changing or amending these by-laws shall consist of a minimum of ten (10) members of which three (3) will be existing Executive members.
- 9.3. The Parliamentary authority for all meetings of the Association will be Robert's Rules of Order, Newly Revised.

10. EXECUTIVE

- 10.1. The Executive shall consist of the Table Officers, those being **President, Vice-President, Past-President, Secretary, Treasurer, Committee Chairs** and such other **Members at Large** as may be designated or elected from time to time. Offices may be combined (i.e. Secretary-Treasurer) to facilitate efficiency.

11. DUTIES OF THE EXECUTIVE

- 11.1. The Executive shall conduct all business of the Association between General and Annual General Meetings subject to the authority of the next general meeting.
- 11.2. The Executive may hire and release staff and establish terms of employment and remuneration for such staff.
- 11.3. The Executive may enter into contracts for the purchase of goods and services and real property. Contracts will require authorization by a resolution of the Board.
- 11.4. The Executive or a General Meeting may appoint Standing Committees for the purpose of organizing specific events, to liaison and outreach with other community organizations or serve internal needs. Such Committees should have at least 1 member of the Executive participating and provide regular reports to the Executive and General Meetings.
- 11.5. The **President** will preside over all meetings of the Association and ex officio be a member of all Committees. The President will govern the affairs of the Association, and lead the process on decision making, and follow established meeting protocol.
- 11.6. The **Vice-President** will act on behalf of the President during such times as the President is unable to fulfill his/her duties. Perform such other duties as may be requested by the Executive from time to time.
- 11.7. The **Secretary** will supervise the recording, storage and distribution of all minutes of meetings. Shall maintain all records of The Association, current and historical, and ensure that they are passed on to his or her successor.
Be responsible for all correspondence of the Association under the direction of the Executive.
- 11.8. The **Past-President** will have the responsibility to chair the Nominating and Elections Committee and to perform such other duties as the Executive may request from time to time. Should the Past President be elected to another position on the Executive, the office of Past President shall remain vacant.
- 11.9. The **Treasurer**, unless otherwise specified by the Executive by resolution, shall:
- i) Be accountable for financial matters of the Association.
 - ii) Oversee the preparation of the annual budget for the Executive approval.
 - iii) Review monthly expenditures and provide a statement to the Executive showing receipts and disbursements. Track financial items not in conformity with the Budget and bring such matters to the attention of the Executive.
 - iv) Chair Fundraise and/or Finance Committee.
 - v) Where there is an Auditor's report the Treasurer will present that report to the AGM.

11.10. **Members at Large** will have voice and vote and will perform such duties as the Executive may request from time to time.

11.11. **Committee Chairs** may sit on the Executive when and as their duties require. They may have voice but vote will be at the discretion of the Executive by resolution, except where they are members of the Executive in other capacities.

12. INDEMNITY OF OFFICERS AND EXECUTIVE MEMBERS

12.1. Every Executive member or any other person who has undertaken or is about to undertake any liability on behalf of the Association, executors, administrators shall be indemnified and saved harmless by the Association provided that the individual was acting within the scope and authority of the Association.

13. TERMS AND RESPONSIBILITIES OF OFFICE

13.1. The Executive Officers of The Association shall be elected at the Annual General Meeting and shall serve until the next Annual General Meeting.

13.2. The Executive is empowered to fill vacant positions from among the qualified Members of the Association. Otherwise, such vacancies shall be filled at the next Annual General Meeting.

13.3. These appointees are subject to the same rules and conditions as elected Officers.

13.4. Elected Members of the Executive who fail to attend three consecutive Executive meetings without giving prior notice to the President or the Secretary may be deemed to have resigned from their position and will be given notice to this effect.

13.5. Dereliction of Duty:

13.6. With the exception of the individual filling the Office of Treasurer and subject to the Act any elected Member of the Executive who is deemed to be in dereliction of duty may be asked to resign upon a two-thirds vote of the remaining Executive at a properly called General meeting.

14. FINANCIAL

14.1. Fiscal Year

Until changed by The Executive, the fiscal year of the Association shall be *December 31* of each year.

14.2. Financial Business

The Executive is authorized to select a suitable financial institution for the financial affairs of the Association should it be required.

14.3. Not For Profit

All funds shall be used to promote the mission of the Association as directed by the Purpose and Directives and in conformity with the Legislative Act.

14.4. Dissolution

Board members of the Association do not have and cannot have any personal interest in the corporation's property. If the corporation is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purpose is the most similar to those of the corporation at the time.

14.5. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

15. AMENDMENT OF BY-LAWS

15.1. These by-laws shall not be amended, repealed or rescinded except by resolution adopted at a meeting of the members of the Association with a vote of at least two-thirds of the members present at an Annual General Meeting or at a special meeting duly called for that purpose of the Association, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained and/or all the requirements of the Act have been met.

16. EFFECTIVE DATE

16.1. This by-law shall come into force when confirmed by the members in accordance with the Act.

Enacted by the Board the..... Day of.....

President.....Secretary.....