

## CONSTITUTION OF *Ste. Agathe Arena Inc.*

### ARTICLE 1 - NAME:

The organization shall be known as Ste. Agathe Arena Inc., hereinafter referred to as the "Arena".

### ARTICLE 2 - PURPOSE:

The purpose of the Arena is to provide a broad range of recreational and leisure activities for persons of all ages residing within the designated areas as defined in Article 5, through the management and operation of the facilities and grounds.

### ARTICLE 3 - OBJECTIVES:

The objectives of the Arena shall be:

- 3.1. To plan and oversee the maintenance and operation of the facilities and grounds.
- 3.2. To prepare budget, financial and activity reports for presentation to the membership at the Annual General Meeting.
- 3.3. To promote activities through which funds may be raised to support the activities of the Arena.
- 3.4. To plan for the continued operation of the Arena and its programs through the recruitment and training of volunteers.

### ARTICLE 4 - DEFINITIONS:

*Proxy* - A person appointed to vote for another who is not present.

*Quorum* - The minimum number of members that must be present for a valid meeting.

*Winding Up* - The process by which a corporation ceases to exist.

*Majority Vote* - Fifty % plus one of the eligible voters.

*Age of Majority* - A person who is 18 years of age or older.

### ARTICLE 5 - BOUNDARIES:

The Arena shall serve the residents within the Ste. Agathe Ward boundaries (Ward 3) as defined by the Municipality of Ritchot.

### ARTICLE 6 - MEMBERSHIP:

6.1. The membership of the Arena shall normally consist of those persons residing within the boundaries as specified under Article 5.

6.2. Any person may use the facilities and take part in the programs provided by the Arena, but the Arena shall be specifically concerned with meeting the needs of those residents residing within the boundaries set in Article 5.

### ARTICLE 7 - FISCAL YEAR:

The fiscal year of the Arena shall be from May 1<sup>st</sup> to April 30<sup>th</sup>.

### ARTICLE 8 - GOVERNMENT:

8.1. The business and affairs of the Arena shall be managed by a Board of Directors consisting of not less than five and not more than ten Directors which includes the Executive Committee, which have been elected at the Annual General Meeting of the Membership and members at large.

8.2. The Executive Committee shall consist of at least three board members including the President and any other board members as decided by the Board of Directors.

8.3. In the event of a vacancy on the executive, the Board may appoint a replacement to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval of the assembled Board of Directors. Should a vacancy not be filled from within the Board a special meeting of the Membership must be called to fill the vacancy(s) or the position will remain vacant until the subsequent Annual General Meeting.

8.4. All members of the age of majority may attend, vote or stand for election at the Annual General Meeting of the Arena.

8.5. The office of a Director shall be vacated upon the occurrence of any one of the following events:  
(a) vacant by death;  
(b) resignation in writing to the Board;  
(c) removal by resolution of at least two-thirds of the remaining Directors of the Arena.

8.6. Any Director may be removed from their elected or appointed position by a majority vote of the entire remaining Board of Directors upon the occurrence of any one of the following events:  
(a) failure by the Director to attend any three consecutive meetings of the Board;  
(b) failure by the Director to disclose a conflict of interest;  
(c) where the remaining Directors are of the opinion that the director has not acted in the best interest of the Arena.

8.7. (a) A motion to remove a Director must be presented at the meeting of the Board before the meeting which will consider the motion.  
(b) The meeting considering the motion to remove must have a quorum without counting the Director who is the subject of the motion whom may not vote on the motion.  
(c) The motion to remove and the reasons for the motion must be mailed/e-mailed to the Director subject to motion no later than seven (7) days prior to the meeting dealing with the dismissal.  
(d) The Director subject to motion shall be given the opportunity to present his evidence.

8.8. The Board of Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties and may be paid reasonably for any duties they perform under contract to the Arena.

8.9. On any occasion in which a Director, or a spouse or dependent of a Director, has a personal material or other substantial interest in any contract or transaction to which the Arena is a party, it is hereby deemed that this Director has a conflict of interest and shall disclose such interest at the time. The Director shall refrain from speaking to or voting on the resolution approving the transaction.

#### **ARTICLE 9 – BOARD OF DIRECTOR POWERS:**

The Board of Directors shall have the power to do all things necessary for the successful operation of the Arena, thus be empowered to:

9.1. Administer the funds of the Arena in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Arena

9.2. To commence any new form of activity or sport considered desirable by the Membership or in like manner discontinue any form of activity or sport being conducted under the auspices of the Arena.

9.3. Expel or suspend from the Arena any person guilty of misconduct or any infraction of the rules and regulations of the Arena.

9.4. To ensure that the Arena is operated on a non-political and non-sectarian basis.

9.5. Notwithstanding any other provisions of the Constitution, appoint committees, either standing or temporary, prescribe their duties, powers and duration thereof. The Executive Committee may also appoint the Committee Chairperson. All Committees shall be responsible and accountable to the Board of Directors.

#### **Article 10 - EXECUTIVE COMMITTEE POWERS:**

10.1. The Executive Committee provides leadership to the Board of Directors.

10.2. The Executive Committee is responsible for the day to day operations of the Arena and for acting on the decisions made by the Board of Directors.

10.3. The Executive Committee shall have the same responsibilities as the Board of Directors as a whole as detailed in Article 9.

10.4. Subject to ratification by the board, the Executive Committee shall make such rules and regulations regarding the use of the Arena facilities as they may deem necessary.

#### **ARTICLE 11 - ELECTIONS:**

11.1. Election of the Board of Directors shall be held at the Annual General Meeting of the Arena.

11.2. The President will appoint a Chair who will ensure that Directors will be prepared and presented at the Annual General Meeting. Nominees must express their willingness to stand either by being present at the elections or by written consent.

11.3. Additional nominations from the floor will be accepted by the Chair of the Annual General Meeting.

11.4. The elected Board of Directors shall take office upon election unless otherwise provided for by the by-laws.

#### **ARTICLE 12 - TERMS OF OFFICE:**

12.1. Each Director shall normally be elected for a 2 year term. Efforts will be made to alternate the executive terms so that there is consistency with the Directors

#### **ARTICLE 13 - MEETINGS:**

13.1. The Board of Directors including the Executive Committee will meet at least quarterly. Notice of meetings including minutes of the previous meeting and a preliminary agenda shall be provided to each Board member at least two days prior to the meeting.

13.2. The Executive Committee will meet at the call of the President. Minutes of the Executive Committee Meeting will be presented at the first Board of Directors meeting following the Executive Meeting.

13.3. Special Meetings may be convened by the President, or by a minimum of one-third of the Board of Directors. Written requests must be acted upon within thirty days of receipt of the request. Such requests shall state clearly the nature of the business proposed to be transacted. A special meeting shall consider only those matters which are identified in the notice of meeting. Notice of the meeting including the agenda shall be given to the membership at least 14 days prior to the meeting. Such notice may be given by way of advertisement in the community newspaper or a community Arena newsletter and shall be prominently displayed on the Arena's bulletin board.

13.4. An Annual General Meeting will be held during the month of October in each calendar year. The annual general meeting shall be convened for the purpose of reporting the year's activities and the election of Directors. Notice of meeting by way of posting through social media and/or community newspapers shall be given to the membership at least 30 days prior to the meeting.

13.5. Committee Meetings will be held as required and will be held at the discretion of the Committee Chair. The Chair will provide a report to the Board of Directors at the next regularly scheduled meeting.

13.6. All regular meetings of the Board shall be open to the public. Any member wishing to appear on the agenda must give notice to the President at least seven (7) days prior to the meeting. The Board of Directors will have the right to deny any such request with written notification stating the reasons for the denial.

13.7 Directors may call in to meetings if they are not able to make the meeting in person

#### **ARTICLE 14 - QUORUMS:**

14.1. The quorum for transaction of business at a regular or special meeting of the Board shall consist of not less than a majority of the Directors in office at the time.

14.2. Meetings shall be adjourned and no business conducted if there is no quorum within thirty minutes after the scheduled time of the meeting.

#### **ARTICLE 15 - VOTING PRIVILEGES:**

15.1. At regular or special meeting of the Board of Directors each Director in attendance shall have one vote.

15.2. At the Annual General Meeting or any Special Meeting of the Arena each member of the age of majority in attendance shall be entitled to a vote.

15.3. All motions with the exception of amendments to the Constitution and By-Laws shall be approved by a majority vote.

15.4. The Chair may at his/her discretion require any contentious issue to be voted on by ballot.

15.5 Voting in the case of emergencies may be done by email or phone call.

15.6 No proxy votes will be allowed.

**ARTICLE 16 - FINANCE:**

16.1. The Board shall administer all funds and securities of the Arena and present an Annual Financial Review at the Annual General Meeting.

16.2. An annual budget shall be submitted by the Treasurer to the board for approval by no later than October 31<sup>st</sup>.

16.3. The Board must approve the conditions under which all funds raised by or on behalf of, or under the auspices of the Arena must have prior approval of the Board.

16.4. All funds and securities of the Arena shall be deposited in the name of the Arena with a recognized financial institution which shall be selected by the Board.

16.5. All financial documents and contracts shall carry a minimum of two signatures as approved by resolution of the board.

16.6. No person shall incur an expense or commitment on behalf of the Arena unless authorized by the Board of Directors.

16.7. The Board of Directors are authorized to incur such expenses as necessary for the continued operation of the Arena according to the spending policy.

16.8. Expenses or commitments in excess of the authority in 15.7. shall be submitted for approval; the project must be approved in principle by a two-thirds majority of the entire Board.

16.9. The books and records of the Arena shall be open to inspection by the members at all times, upon two weeks notice to the Board.

**ARTICLE 17 - AMENDMENTS:**

17.1. Amendments to the Constitution will be made at the Annual General Meeting. All amendment suggestions from members must be made in writing to the Board no later than 28 days prior to the annual general meeting and suggested amendments will be available on the Ste. Agathe Arena website no later than 21 days prior to the meeting.

17.2. Amendments to the by-laws may be made at the Annual General Meeting or a Special Meeting of the Board of Directors. Notice of motion for amendments shall be made at any regular or special meeting of the Board and must be approved by two-thirds majority vote.

17.3. Amendments to the Constitution shall require a minimum of two-thirds majority of the members in attendance at the Annual General Meeting.

**ARTICLE 18 - INDEMNIFICATION:**

Directors are indemnified for any liability to which the person is made a party by reason of being or having been a Director on behalf of the Arena and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Arena from and against:

(a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his own willful neglect.

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect.

**ARTICLE 19 - WINDING-UP:**

Members of the Arena do not have and cannot have any personal interest in the Arena's property. If the Arena is dissolved or disbanded, any assets left after all liabilities have been satisfied must be turned over to the Municipality of Ritchot

**ARTICLE 20 - INTERPRETATION:**

In the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Board by majority vote shall be final and conclusive.

**STATEMENT OF APPROVAL:**

This Constitution approved at the AGM meeting held on OCTOBER 02,  
2019 supersedes all previous Constitutions.

  
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President  
MARC ROBERT

  
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Secretary  
DAN BARNABE