

Constitution of Recreation Newfoundland and Labrador
Revised May 12, 2018



RecreationNL

Wellness Supporters

make 'you' time

THE CONSTITUTION

OF

RECREATION NEWFOUNDLAND AND LABRADOR INC.

REGISTRATION # 8751
UNDER THE COMPANIES ACT CHAPTER 54

OF THE REVISED STATUTES OF NFLD, 1970

AS AMENDED
MAY 12, 2018

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ARTICLE #1:

Name of Association:

The name of the Association is "Recreation Newfoundland and Labrador ".

ARTICLE #2:

Objectives of Association:

The objectives for which the Association is established are:

- (A) To promote, foster and develop recreation in Newfoundland and Labrador by assisting in the provision of leadership facilities and programs.
- (B) To cooperate with or assist all levels of government so that the best interests of recreation may be served.
- (C) To aid and advise in the establishment and revision of legislation for the development of recreation.
- (D) To establish and maintain liaison and to cooperate with all members of the Association.
- (E) To create an appreciation of the values, objectives and principles of recreation amongst members of the Association.

ARTICLE #3:

Membership:

1. Membership in the corporation is voluntary, and is open to any interested person or group as follows:

(A) Sustaining Members:

- (i) **Municipal** - any recreation and/or parks commission, municipal council or community interested in furthering the objectives of the Association. The following number of representatives shall be allowed one vote each.

<u>POPULATION</u>	<u># OF VOTING REPS.</u>
1,449 and under	1 Representative
1,500 to 2,999	2 Representatives
3,000 to 4,999	3 Representatives
5,000 to 9,999	4 Representatives
10,000 to 14,999	5 Representatives
15,000 to 19,999	6 Representatives
20,000 to 24,999	7 Representatives
25,000 to 29,999	8 Representatives
30,000 or over	9 Representatives

- (ii) **Individual** - Practitioner (any person employed in the broad field of recreation) or individuals who are or have been directly involved or interested in the field of recreation.

- (iii) **Municipal Support Staff** - (any person employed as support staff of recreation in a municipality) of Advisory Boards in the field of recreation.

- (iv) **Group** - any local, regional non-profit group/agency interested in the furtherance of the objectives of the Association.

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- (B) Affiliate Members:
Any national and/or provincial non-profit group whose objectives is to assist in the development of recreation and recreation related services in Newfoundland and Labrador.
- (C) Student Members:
Any individual enrolled as a full-time student in post-secondary study in recreation or related fields.
- (D) Commercial Members:
Any business or commercial organization whose activities are related to the development and operation of recreation.
- (E) Corresponding Members:
Any community based group or individual affiliated with recreation
- (F) Honorary Members:
A distinguished person deserving of the Association honour. Honorary membership shall be when and as conferred by the Board of Directors of the Association.
- (G) Honorary President:
A person, who through years of dedicated service to the Association or valuable contributions to the field, has been found worthy of this recognition. Honorary President shall be when and as conferred by the Board of Directors of the Association.

ARTICLE #4:

Annual General Meeting/General Meetings:

1. The Annual General Meeting of the Association shall be held each year at a place and date to be determined by the Board of Directors and notice of each annual meeting shall be sent to all members thirty (30) days prior to the said Annual General Meeting.
2. The areas of business at the Annual General Meeting shall be arranged by the Board of Directors and is to be sent to all members thirty (30) days prior to said Annual Meeting.
3. A General Meeting of the Association may be held at any time and place designated by the Board of Directors and must be held within thirty (30) days of receipt of a written request for such a general meeting from any ten (10) members of the Association to the office of the Association.
4. A quorum at any General Meeting of the Association shall consist of those members in attendance.
5. Only members in good standing shall be entitled to be recognized at a meeting of the Association.

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ARTICLE #5: **Voting Procedures:**

1. (A) Only sustaining members in good standing shall be entitled to vote at a meeting of the Association.
 (B) "Good Standing" is defined as a paid up member by one (1) hour prior to any General Meeting.
2. Every sustaining member shall be entitled to one vote at a general meeting of the Association.
3. Voting shall be by a show of voting cards, unless the meeting decided upon a ballot.
4. Decisions of the general meeting of the Association shall be decided by a majority of the votes cast.

ARTICLE #6: **Board of Directors:**

1. The Board of Directors of the Association shall consist of:
 - (A) President
 - (B) Vice-President
 - (C) Treasurer
 - (D) Nine (9) Directors at Large for the following positions:
 - Five (5) Regional Directors
 - Avalon
 - Eastern
 - Central
 - Western
 - Labrador
 - One (1) Volunteer/Small Towns
 - One (1) Physical Activity
 - One (1) Inclusion
 - One (1) Recreation/Practitioners/Facilities
2. The Executive Committee shall consist of:
 - (A) President
 - (B) Vice-President
 - (C) Treasurer
3. (A) The corporation may have an Honorary President, the position which shall be filled by the Board of Directors of the Association.

 (B) (i) Any member of the Board of Directors who fails to attend two or more board meetings without just cause may be removed from the board.

 (ii) Any member of the Executive Committee who fails to attend two or more executive meetings without just or reasonable cause may be removed from the board.

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4. Should a vacancy occur in any of the Board of Directors positions for any reason, or should any of the Board of Directors positions not be filled by the Annual General Meeting of the Association, a person may be appointed by the remaining Board of Directors to fill the vacant position until the next General Meeting of the Association, at which time the vacancy shall be filled in the same manner as the election of the Board of Directors is carried out at the Annual General Meeting of the Association.
5. (A) Meetings of the Board of Directors shall be held three (3) times each year, with one of these meetings being held within a month of the Annual General Meeting at which they were elected and another held within two days of the next Annual General Meeting. The third meeting shall be as agreed upon by the Board of Directors.
- (B) Meetings of the Executive Committee shall be held five times per year, as set down by the Committee.
- (C) A meeting of the Board of Directors may be convened at the request of a majority of board members in writing to the President, two weeks in advance of the proposed meeting.

ARTICLE #7:

Board of Directors Voting Procedures and Quorum:

1. At all Board of Directors and Executive Committee meetings of the Association, a quorum shall consist of a majority of the members of the Board of Directors or Executive Committee respectively.
2. At all meetings of the Board of Directors and Executive Committee, each member of the Board of Directors and Executive Committee shall be entitled to one vote. In addition to his/her vote as a member of the Board of Directors and Executive Committee, the President shall also have a casting vote in the case of a tie. No vote by proxy shall be allowed or accepted at any Board or Director/Executive Committee meeting of the Association.
3. Decisions of the Board of Directors/Executive Committee shall be by a majority of votes cast. Voting shall be a show of hands unless the meeting decides upon a ballot.
4. The President may conduct a vote of the Board of Directors/Executive Committee on any matter by telephone with a meeting when the President deems such a telephone vote necessary due to an urgent situation.

ARTICLE #8:

Duties and Responsibilities of the Directors:

1. The President, or in the absence of the President, the Vice-President, shall preside at all meetings of the Association, and at Board of Director/Executive Committee meetings as Chairman. If there is no such chairman, or if at any meeting he/she is not present within five (5) minutes of the time fixed for holding the same, the members present shall choose someone of their number to be chairman of that meeting. In the case of an equality of votes among voting delegates, the chairman shall be entitled to a deciding vote at any general meeting of the Association.

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2. The Vice-President shall, in the absence of the President, have all powers and perform all the duties of the President.
3. The Treasurer shall take charge of all monies belonging to the Association and direct the payment of money by cheques which have been signed by the Executive Director and one of either the President or Treasurer and obtain receipts and present a yearly report at the Annual meeting of the Association, which report has previously been audited by auditors appointed by the Association.
4. Each Regional Director shall cause to be carried out in his/her region the policy of the Association and shall place emphasis on membership within his/her region and shall be responsible for liaison between the Association and allied organizations in his/her region.

ARTICLE #9:

Elections:

1. (i) The *President* shall be elected at the Annual General Meeting of the Association to hold a term of *two (2) years*.
(ii) The Vice-President shall be elected at the Annual General Meeting of the Association to hold a term of two (2) years.
(iii) The Treasurer shall be elected for a two (2) year term, from the general membership.
2. *The nine (9) Director at Large* representatives shall be elected for a two (2) year term, representing the following special interest areas, as follows:
 - Avalon
 - Eastern
 - Central
 - Western
 - Labrador
 - Volunteer/Small Towns
 - Physical Activity
 - Inclusion
 - Recreation Practitioners/Facilities
 - a) Recreation Practitioners/Facilities: The *representative* shall be elected by the recreation practitioners at a provincial meeting and this person upon recommendation to the RNL annual meeting shall be appointed to the Board of Directors for a *two (2) year* term.
 - b) Inclusion: The *representative* shall be elected for a *two (2) year* term from the general membership.
 - c) Volunteer/Small Towns: The representative shall be elected by the volunteer/small towns representatives at a provincial meeting held prior to the Annual General Meeting and this person upon recommendation to the RNL annual general meeting shall be appointed to the Board of Directors for a two (2) year term.

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- c) Physical Activity: The representative shall be elected for a two (2) year term from the general membership.
3. The President shall not serve for more than one term of office. The Vice-President and Treasurer shall not serve more than two (2) consecutive terms of office. Directors at Large shall not serve more than two (2) consecutive terms of office. The Director at Large shall be elected on a staggered basis, five (5) in odd number years and four (4) in even number years. In order to initiate this cycle three (3) Regional Representatives (Avalon, Central and Labrador) and two (2) sectorial representatives (Recreation Practitioners/Facilities and Volunteers/Small Towns) shall be elected for a two-year term of office. The remaining Regional Representatives (Eastern and Western) and Sectorial Representatives (Physical Activity and Inclusion) will be elected for a one-year term of office. All terms of office shall coincide with the 2015 Annual General Meeting. All retiring Board members shall not be eligible for re-election until two years after leaving the Board.
4. The five (5) Regional Directors shall be elected for a two (2) year term of office. Regional Directors are to be elected by their respective regional members at a regional seminar prior to the Annual General Meeting of the year in which their term is up. In the event that no regional seminar is held prior to the Annual General Meeting, then the respective regional director position will be voted on by those regional members in attendance at the regional meeting held in conjunction with the Annual General Meeting.
5. Any member of the Association seeking nomination to the elected offices of the Association, but who is unable to be present at the Annual General Meeting of the Association, may signify his/her acceptance of nomination by letter.

ARTICLE #10: **Regional Boundaries:**

Each of the *five (5) Regions* shall represent one of the following areas:

WESTERN

All communities on both sides and tip of the Northern Peninsula, north of and including St. Paul's.

All communities south of Corner Brook to Gallants, inclusive.

All communities west of Corner Brook to Lark Harbour, inclusive.

All communities north-west of Corner Brook to Cox's Cove, inclusive.

All communities north-east of Corner Brook to Howley, inclusive.

All communities north of Howley to Jackson's Arm, inclusive, including Hampden and Beaches.

All communities north-west of Deer Lake to Cow Head.

All communities on the Port au Port Peninsula.

All communities east of Port aux Basques, as far as McCullum, inclusive, and including Ramea.

CENTRAL NEWFOUNDLAND

All communities on the Baie Verte Peninsula from Burbeck's Cove to Springdale, inclusive, and including Fleur de Lyse, and La Scie.

All communities south of Springdale to Badger, inclusive.

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All communities south of, but not including Bishop's Falls, that are connected to the Bay D'Espoir Highway, as far as Harbour Breton and communities between Little Bay and Rencontre East.

All communities north of Bishop's Falls to Leading Ticks, inclusive.

All communities east of Leading Ticks to Wesleyville, inclusive, and including all communities on New World Island, Fogo Island, and Change Islands.

All communities south of Wesleyville to Gambo, inclusive.

All communities east of Bishop's Falls to Gambo, inclusive.

EASTERN

Clarenville, and all communities east as far as Southern Harbour, inclusive, including North Harbour, Garden Cove, and Swift Current.

All communities west of Clarenville as far as Gambo and Saunders Cove, and including St. Brendan's on Cottles Island.

All communities on both sides of the Bonavista Peninsula, including Bonavista on the Northern tip.

Down the east side of the Burin Peninsula from Monkstown to Point May and all communities in between.

From Fortune to English Harbour East on the Fortune Bay, west side of the Burin Peninsula and all communities in between.

AVALON PENINSULA

From Holyrood along the north side of Conception Bay to Bay de Verde and all communities in between.

From Bay de Verde south to Whitbourne and Markland and all communities in between along the south shore of Trinity Bay. From Whitbourne and Long Harbour, north-west to Chance Cove and Little Harbour East and all communities in between on the shores on Trinity and Placentia Bays.

From Ship Harbour on the eastern side of Placentia Bay, south to St. Bride's over to Point Lance. From Branch, St. Mary's Bay to St. Shott's, all communities include, Trepassey, Biscay Bay and Portugal Cove South.

St. John's and all communities south as far as, and including, Renew/Cappahayden.

All communities north of St. John's as far as and including Pouch Cove. All communities south of and including Bauline, and west and south-west of St. John's as far as, and including, the Town of Conception Bay South and Bell Island.

LABRADOR

The Town of Wabush, Churchill Falls, Happy Valley/Goose Bay and Labrador City.

All communities situated in the Labrador portion of the province.

ARTICLE #11:

Finances and Audit:

1. The annual fees payable by members of the Association shall be as the Board of Directors shall, from time to time prescribe.
2. All monies received by the Association from any source shall be used for the expenses and objects of the Association by the Board of Directors.
3. The auditor or auditors of the Association as appointed at the Annual General Meeting shall each year, before the Annual General Meeting and at any other time at the request of the Executive, audit the books, accounts, and balance sheets of the Association and shall, for this purpose, have access to all books,

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documents, securities, and receipts of the Association. For the purpose of any such audit, the Treasurer shall give the auditors any assistance they may require.

ARTICLE #12: Powers of the Board of Directors:

1. The Board of Directors of the Association shall exercise all such powers and do all such things as may be exercised or done by the Association save such as by these articles or by any statutes for the time being in force and required to be exercised or done by the Association in General Meeting.
2. The Executive Committee, as directed by the Board of Directors of the Association, shall exercise all powers and do all such things as may be exercised or done by the Association save such as by these Articles or by any statutes for the time being enforced are required to be exercised or done by the Association in general meeting.

ARTICLE #13: Executive Director:

The Association may have an Executive Director whose duty shall be to conduct the routine business of the Association. The Executive Committee shall determine the working conditions and duties of the Executive Director.

ARTICLE #14: Appointment of Committees:

The Executive shall, each year, appoint Committees as it sees fit, and give such committees duties and powers as it sees fit.

ARTICLE #15: Corporate Seal:

The Board of Directors shall forthwith secure a common seal to be made for the Association and shall provide for the safe custody thereof. The seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Board of Directors, and in the presence of: any two of the President, Vice-President, Treasurer who shall sign every instrument to which the seal of the Association is so affixed in their presence.

ARTICLE #16: General Provisions:

1. These articles shall be construed with reference to the provisions of the Companies Act, being Chapter 54 of the Revised Statutes of Nfld in 1970 and amendments thereto, and terms used in these articles shall be taken as having the same respective meanings as they have when used in the said act and amendments thereto.
2. The Association is established for the purposes expressed in the Memorandum of the Association.
3. All members of the Association agree to abide by the Memorandum of the Association and Articles of the Association and by any rules and regulations of the Association created by the members of the Association at the Annual General Meeting of the Board of Directors as herein set out.
4. The current Board of Directors of the Association shall be signatories to the Memorandum of Association and these Articles.

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ARTICLE #17: **Amendments:**

1. Amendments or alterations to these Articles of Association may only be made at a general meeting of the Association by special resolution provided that the proposed amendment(s) are circulated to the membership thirty (30) days prior to said general meeting.

2. A Special Resolution is one which required passage by at least three-quarters of the votes cast by sustaining members of the Association at said meeting.