

**CONSTITUTION  
OF THE  
OSCAR WILDE MEMORIAL SOCIETY, INC.  
(As Amended by the Annual General Meeting of December 14, 2008)**

**ARTICLE 1: ORGANIZATION**

1.01

Name

The name of the organization shall be the “Oscar Wilde Memorial Society, Inc.”, hereinafter referred to as “The OWMS”.

1.02

Head Office

The head office of The OWMS at which the current records of The OWMS will be kept will be such address in the City of Winnipeg as the Board shall deem from time to time.

1.03

Other Offices and Agencies

(a) The OWMS may establish other offices and agencies in Manitoba which the Board of Directors decides are needed. Such offices and agencies as have been established in each year must be brought for approval to the next Annual General or Special Meeting of the Members.

(b) In particular, the Directors and Members of The OWMS have established a registered charitable organization, “Gio’s Cares”, which The OWMS shall strive to support, to the best of its abilities, in the achievement of its objectives.

**ARTICLE 2: DEFINITIONS AND INTERPRETATIONS**

2.01

Definitions

In this Constitution and any other bylaws of The OWMS, the following rules apply unless the context indicates otherwise:

- (a) Singular words include the plural,
- (b) Gender specific words include the opposite gender,
- (c) References to persons includes corporate entities,
- (d) Gio’s Club and Bar is hereinafter referred to as “Gio’s”.

2.02

Headings

The headings of the sections contained in this Constitution are for convenience only and shall not be deemed to control or affect the meaning or construction of any provision of this Constitution.

2.03

### Interpretation

This Constitution shall be interpreted by the President. Any such interpretation may be over-ruled by a majority vote of all Members present and voting at any meeting of the Board of Directors or meeting of the membership.

## **ARTICLE 3: PURPOSE**

### 3.01

#### Objectives

The objectives of The OWMS shall be:

- (a) To improve the quality of life for the gay, lesbian, bisexual and transgender people and their supporters throughout Manitoba,
- (b) To encourage personal development and pride in being gay, lesbian, bisexual or transgender,
- (c) To encourage community development through gay, lesbian, bisexual and transgender cultural and sporting events,
- (d) To provide an outlet for other organizations to dispense relevant information,
- (e) To provide a common meeting place for Members and their guests,
- (f) To operate Gio's as the clubroom of The OWMS,
- (g) To provide the resources to further the objectives of The OWMS,
- (h) To support such activities as are deemed to benefit the gay, lesbian, bisexual and transgender communities.

### 3.02

#### Benefits Acquired

The OWMS shall be carried on without purpose of gain for its Members, and any profits or other accretions to The OWMS shall be used solely to promote its objectives.

### 3.03

#### Use of Income

All income from donations, grants, bequests, or activities of The OWMS shall be expended upon promotion of the objectives of The OWMS or other groups which further the objectives of The OWMS.

## **ARTICLE 4: MEMBERSHIP**

### 4.01

#### Eligibility

Membership in The OWMS shall be open to any person who:

- (a) Is in agreement with the objectives of The OWMS, and
- (b) Has attained the age of majority.

### 4.02

#### Membership Fees

Membership commences upon payment of an annual membership fee as established from time to time by the Board of Directors.

## 4.03

## Membership Term

(a) The membership period shall be one calendar year beginning on January 1st of the year and ending on December 31st of the year.

(b) A person who is a Member in one year and who renews that membership before March 31st of the following year shall be considered to have maintained his membership continuously.

## 4.04

## Suspensions and Revocations

(a) A membership may be revoked by the Board of Directors in the event that the Member, by his own declaration, declares that he is no longer in agreement with the objectives of The OWMS.

(b) A membership may be revoked by the Board of Directors if a Member's speech or deeds foments unnecessary strife, personal attacks, or gross antisocial behaviour.

(c) The suspension or revocation of a Member's privileges by the Board of Directors may be done if a Member violates the bylaws of The OWMS, or such laws as apply to The OWMS's operations.

(d) The suspension of a Member's privileges for cause, with regards to Gio's, may only be done by the general manager, acting general manager, his designate, or the chair of the disciplinary committee.

## 4.05

## Appeals of Suspensions and Revocations

Any Member has the right to appeal his suspension or revocation of membership privileges. The Member must do so in person to the Board of Directors at a regularly scheduled meeting. Should the Member not agree with the decision of the Board of Directors, he may appeal to the membership at the Annual General Meeting. To do this, the Member must notify the Secretary in writing that he wishes to present his appeal in person to the Annual General Meeting not less than ten days prior to the date of the Annual General Meeting.

## 4.06

## Special Membership

(a) There shall be a special category of membership known as Honourary Life Membership.

This membership may be awarded to people who have made a significant contribution to The OWMS or its objectives, or to the gay, lesbian, and transgender communities of Manitoba. Factors taken into account include the amount of time the individual has contributed, the length of time over which the contribution was made, and whether the individual was compensated in some way for the contribution. Honourary Life Members have all the privileges of a regular member and do not pay annual membership fees.

(b) Honourary Life Memberships may be granted only by the decision of the membership at an Annual General Meeting following a recommendation by the Board of Directors.

(c) Any Member of The OWMS may make a nomination for Honourary Life Membership.

The nominator must provide written details of the contributions made by the nominee. The written submission must be received by the Secretary not less than sixty days in advance of the Annual General Meeting. Once nominations have been received by the deadline, the Board of Directors will assess the eligibility and suitability of the nominee.

(d) A maximum of two persons may be granted Honourary Life Memberships at any Annual General Meeting.

## **ARTICLE 5: BOARD OF DIRECTORS**

### 5.01

#### Composition

The Board of Directors of The OWMS, herein referred to as the “Board”, shall consist of nine Directors, elected on a rotating system in accordance with Article 5 “Elections”.

### 5.02

#### Eligibility

Members of The OWMS may stand for election to the Board provided that they meet these basic qualifications:

- (a) They are of the age of majority,
- (b) They have been Members in good standing for six months prior to the elections,
- (c) They are able to be bonded.

### 5.03

#### Nominations

Nominations for Directors can come from the floor at an Annual General Meeting or from a nominations committee. Those Members who may be nominated but cannot be present for the election must submit in writing, to the Secretary, their intention to stand for election two weeks prior to the meeting.

### 5.04

#### Elections

The Directors shall be elected on a rotating system so that the continuation of the orderly flow of business of The OWMS can be maintained. At the Annual General Meeting in December 2006, four Directors shall be elected for terms which begin January 1, 2007. Directors whose terms are not expiring shall continue on the Board. Then, at the Annual General Meeting in 2007, five Directors shall be elected for terms which begin January 1, 2008. Thereafter the number of Directors elected at each Annual General Meeting shall alternate yearly between four and five, so as to keep the total number of Directors at nine.

### 5.05

#### Tenure

The tenure of the Directors shall be a term of two (2) years each.

### 5.06

### Vacancies

The office or Directorship of a Board Member shall be declared vacant if:

- (a) He refuses to be governed by the Policies and Procedures Guidelines,
- (b) He indicates in writing to the Secretary, or in the case of the Secretary to the President, his resignation and the date thereof,
- (c) He verbally resigns to the President or Board,
- (d) He misses three consecutive meetings of the Board, or five during his two year term without leave,
- (e) He receives a vote of censure from the Board by a 2/3 majority vote,
- (f) He is found not to have been eligible for election,
- (g) He is deceased, or
- (h) He is a paid employee of The OWMS or its subsidiaries.

### 5.07

#### Filling Vacancies

(a) Between Annual General Meetings, the Board shall fill vacant Directorships. The vacancy shall be filled by posting of notice thereof in Gio's. This notice shall include the number of positions to be filled until the next membership meeting. The notice shall be posted twenty-one days in advance of the selection. A person appointed to fill a vacancy shall complete the term of the person for whom he is a replacement. Where that term extends past the next Annual General Meeting, the appointment shall be ratified by the membership at that Annual General Meeting.

(b) When at an Annual General Meeting there are unfilled vacancies on the Board and the election of the number of Directors specified in Article 5 "Elections" will not bring the Board membership up to nine, extra Directors shall be elected at the Annual General Meeting for one year terms to fill the vacancies.

Should the number of Directors for any reason decrease to fewer than six, those remaining Directors shall call a meeting of the membership to elect new Directors.

### 5.08

#### Remuneration

The Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from his position as Director.

### 5.09

#### Meetings of the Board

- (a) There shall be a minimum of one meeting of the Board per month.
- (b) Special Meetings of the Board may be called by the President or by twenty-five percent of the Directors with notice to all Directors.
- (c) Meetings shall be open to all Members of The OWMS, and they, with the permission of the chair, may speak to the issues at hand.
- (d) Only Directors shall be permitted to vote.

### 5.10

#### Voting and Quorum

- (a) Five Directors shall constitute a quorum at any meeting of the Board.

All decisions by the Directors shall be made by simple majority. In the event of a tie, a motion shall be defeated.

(b) After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors, so as to reduce the number of Directors below the number required for a quorum, shall have no effect on the existence of a quorum and shall not affect the validity of any action taken at the meeting or any adjournment thereof.

#### 5.11

##### Policies and Procedures Guidelines

Directors of the Board shall accept, upon their election, to be governed by the Policies and Procedures Guidelines of the Board.

#### 5.12

##### Conflict of Interest

The OWMS supports the right of member Directors to be involved in community projects and activities. Notwithstanding this principle, Directors should bear in mind that they are entrusted with the confidence of the membership of The OWMS. Directors should be constantly aware of the need to avoid situations which might appear or be deemed to be conflicts of interest. Therefore, any Director of The OWMS who is an agent of any organization making a presentation or request to The OWMS will identify his association with that organization and recuse himself from voting on the presentation or request.

#### 5.13

##### Property Held by Directors

If a Directorship becomes vacant for whatever reason, any property of The OWMS in the Director's possession is to be returned to the Board. It is the Secretary's responsibility to ensure that this is carried out within a reasonable time.

### **ARTICLE 6: EXECUTIVE OFFICERS**

#### 6.01

##### Composition and Duties

The newly elected Board, at its first meeting following December 31st, shall elect from among its members four Officers. These Officers shall be known as Executive Committee. The composition and duties of the Officers shall be as follows:

(a) President – The President is the Chief Executive Officer of The OWMS and is responsible to the membership and the Board. His representative duties include:

(i)

Shall chair meetings of The OWMS and its Board,

(ii)

Shall be ex-officio member of all committees,

(iii)

Shall oversee generally the operations of The OWMS,

(iv)

Shall ensure that all directives and resolutions of the Board are carried out,

(v)

Shall, in consultation with the secretary, set the meeting agendas.

(b) Vice-President – The Vice-President is responsible to the membership, and to the Board. If the office of the President becomes vacant, the Vice-President will automatically become President for the remainder of the Executive Committee’s term of office. His representative duties include:

(i)

Shall assume the duties of the President should he not be able to perform them,

(ii)

Shall perform such other duties as may be requested by the Board.

(c) Treasurer – The Treasurer is responsible to the membership, and to the Board. His representative duties include:

(i)

Shall maintain or cause to be maintained all financial records of The OWMS,

(ii)

Shall oversee that all monies of The OWMS are dispensed properly,

(iii) Shall provide or cause to be provided an up-to-date financial status report to the Board at its regular monthly meetings,

(iv)

Shall prepare or cause to be prepared the annual financial statement for The OWMS Annual General Meeting,

(v)

Shall perform such other duties as may be requested by the President or the Board.

(d) Secretary – The Secretary is responsible to the membership, the President, and the Board. His representative duties include:

(i)

Shall keep and maintain or cause to be kept and maintained all minutes of The OWMS,

(ii)

Shall keep and maintain or cause to be kept and maintained all documents, correspondence, and other records of The OWMS, for transfer to its archival collection,

(iii) Shall prepare or cause to be prepared such correspondence as may be required by the President or the Board,

(iv)

Shall notify the Board of upcoming meetings, distribute the agenda, and distribute the meeting minutes, and shall notify the membership of all Annual General Meetings.

## 6.02

### Elections and Appointments

(a) At the first meeting of the Directors following December 31st, the Directors shall elect the Officers of The OWMS as defined in Article 6 “Composition and Duties”. Election of Officers shall be by secret ballot. Two Members not standing for election shall serve as impartial electoral officers to collect and count the ballots.

(b) At the first meeting of the Directors following December 31st, the Directors shall elect from among themselves, Directors to chair the needed committees of The OWMS and make appointments to the committees.

#### 6.03

##### Tenure

The tenure of the Officers and Committee Chairs shall be a term of one year.

#### 6.04

##### Resignations

An Officer or Committee Chair may resign by giving written notice to the Secretary or, in the case of the Secretary, to the President.

#### 6.05

##### Filling Vacancies

If a vacancy occurs in any office, the Board will fill it from among the remaining Directors, subject to Article 6 "Composition and Duties".

#### 6.06

##### Signing Cheques

The signing of cheques shall be by any two of the following:

- (a) The President,
- (b) The Vice-President,
- (c) The Treasurer,
- (d) The General Manager of Gio's,
- (e) The Acting General Manager of Gio's,
- (f) Such other Director as is designated by the Board.

#### 6.07

##### Signing Documents

Any documents, other than cheques, requiring the signature of The OWMS are to be signed by any two Officers. Any properly signed document is binding upon The OWMS without further authorization or formality. The Board may appoint any Officer to sign any specific document for The OWMS.

### **ARTICLE 7: DUTIES, RESPONSIBILITIES, AND POWERS**

#### 7.01

##### Duties

It is the duty of every Officer and Director to carry out the directions given to him by a membership meeting and to carry out such directives as the Board may give him from time to time to the best of his abilities. It is further the duty of the Officers and Directors to see that The OWMS operates to the best of its ability to provide for the needs of the membership of The OWMS.

## 7.02

## Responsibilities

The Officers and Directors are responsible for:

- (a) Coordinating the work of The OWMS,
- (b) Carrying out the policies and directives of The OWMS as made at its Annual General Meeting,
- (c) Ensuring that funds of The OWMS are accounted for, and
- (d) Ensuring that minutes of meetings are properly maintained and kept.

## 7.03

## Powers

The Officers and Directors may exercise all the powers of The OWMS except those which are required to be exercised by the Members. Specifically, the Officers and Directors may do any of the following:

- (a) Authorize expenditures, including payment for expenses incurred prior to this Constitution being enacted,
- (b) Delegate to an Officer the power to employ staff and pay salaries,
- (c) Make appropriate rules for the operation of The OWMS,
- (d) Establish other bylaws of The OWMS, which must be ratified by the membership at the next Annual General Meeting.

**ARTICLE 8: MEMBERSHIP MEETINGS**

## 8.01

## Annual Meeting

- (a) The Board shall call or cause to be called an Annual General Meeting of The OWMS.
- (b) The Annual General Meeting shall be held in any case within 60 days after the end of the fiscal year of The OWMS.
- (c) The notice of the Annual General Meeting shall be in accordance with Article 8 "Notice of Meetings".
- (d) The Annual General Meeting shall always:
  - (i) Receive the minutes from the previous meeting,
  - (ii) Receive reports from all committees,
  - (iii) Receive the financial report on the status of The OWMS,
  - (iv) Address business arising from the reports,
  - (v) Consider any old business,
  - (vi) Consider any new business,
  - (vii) Appoint two electoral officers to collect and count the ballots from the elections of the Directors,
  - (viii) Hold the elections of the Directors,
  - (ix) Appoint an accountant for the upcoming fiscal year,
  - (x) Renew the liquor licence for Gio's,
  - (xi) Grant any Honourary Life Memberships to any Board-approved nominees,

## 8.02

### Special Meetings

Upon receipt of a written request of twenty-five percent of the membership of The OWMS to the Secretary, the Board shall convene a Special Meeting. The notice of a Special Meeting shall be in accordance with Article 8 “Notice of Meetings”. The Special Meeting may only consider those matters referred to in the notice of the meeting. All voting requirements shall be met as specified in Article 8 “Voting and Quorum”. The Board is empowered to call a Special Meeting if the majority of the Directors feel that it is necessary to do so in accordance with the Constitution.

#### 8.03

##### Notice of Meetings

- (a) Every Member is to be given at least twenty-one days but not more than fifty days notice of an Annual General Meeting or a Special Meeting.
- (b) The notice is to state the time and place of the meeting, the business of the meeting, any proposed Honourary Life Memberships, and any proposed Constitutional amendments.
- (c) The notice shall be sent by regular mail to those Members who permit The OWMS to send them mail, or by electronic mail to those who prefer that option.
- (d) The notice shall be publicly posted in Gio’s on the same day as the mailing, and shall stay on public view until the day of the meeting.

#### 8.04

##### Voting and Quorum

- (a) Fifteen Members in good standing shall constitute a quorum at any Annual General Meeting or Special Meeting.
- (b) After a quorum has been established at an Annual General Meeting or Special Meeting of the membership, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall have no effect on the existence of a quorum and shall not affect the validity of any action taken at the meeting or any adjournment thereof.
- (c) Only Members in good standing at the time that the meeting notice is sent shall be permitted to vote at membership meetings.
- (d) Each voting Member present at an Annual General Meeting or Special Meeting will have one vote.
- (e) Voting by proxy will not be permitted.
- (f) Every question at any meeting will be decided by a majority of votes, unless otherwise required. If the vote is tied, a second vote will be called. If the vote remains tied, the question will be defeated.

#### 8.05

##### Rules of Procedure

Bourinot’s Rules of Order shall prevail at all meetings of The OWMS.

## **ARTICLE 9: AMENDMENTS**

#### 9.01

### Meetings

This Constitution can only be amended by a vote of the membership at either:

- (a) An Annual General Meeting of the membership, or
- (b) A Special Meeting of the membership for the purpose of amending the Constitution.

### 9.02

#### Resolutions

Any Member may propose amendments to the Constitution at a meeting of the membership provided that the Member:

- (a) Notifies the Secretary in writing sixty days in advance of the meeting of the intent to do so,
- (b) Provides the content of the proposed amendment, and
- (c) In the case of a Special Meeting the meeting is convened in accordance with Article 8 "Special Meetings".

### 9.03

#### Threshold

A resolution to amend the Constitution at any meeting of the membership must receive a 2/3 majority vote of the eligible voting Members in attendance to become part of this Constitution.

### 9.04

#### Amendments to the Policy and Procedures Guidelines

The Policies and Procedures Guidelines of the Board may only be changed using the same method for amending the Constitution as set out in this Article.

## **ARTICLE 10: CLUBROOM**

### 10.01

#### Name

The clubroom of The OWMS shall be known as Gio's Club and Bar.

### 10.02

#### Age of Majority

No person under the age of majority shall be permitted membership in The OWMS or be admitted to Gio's when alcohol is being served.

## **ARTICLE 11: FISCAL YEAR AND ACCOUNTANT**

### 11.01

#### Fiscal Year

The OWMS's financial year shall be from November 1st to October 31st of the following year.

### 11.02

#### Accountant

At each Annual General Meeting the Members must appoint an accountant to review the accounts. The accountant will hold office until the following Annual General Meeting. If a vacancy occurs between Annual General Meetings, the Board will appoint a replacement. The accountant is to be paid an amount decided by the Board.

11.03

Records

The Directors are responsible for keeping all records which the Constitution or any law requires. Records of The OWMS may be reviewed at the Head Office by any Member who gives reasonable notice.

## **ARTICLE 12: DISSOLUTION**

12.01

Disposition of Net Assets

Members of The OWMS do not have and cannot have any personal interest in the property of The OWMS. In the event that it becomes necessary to dissolve The OWMS, all assets remaining after the payment of liabilities shall be distributed to one or more recognized gay, lesbian, bisexual, or transgender charities in Manitoba. The substance of this rule may not be changed by any later amendment nor may this rule be repealed.

## **ARTICLE 13: MISCELLANEOUS**

13.01

Invalidity of Any Provision of This Constitution

The invalidity or unenforceability of any provision of this Constitution shall not affect the validity or enforceability of the remaining provisions of this Constitution.

## **ARTICLE 14: ENACTMENT**

14.01

Effective Date

This Constitution has been adopted and enacted on the 14th day of December 2008, and is effective as at that date.

Three directors must sign on behalf of The Oscar Wilde Memorial Society, Inc.

APPROVED BY: \_\_\_\_\_ Position: President  
Robert R.

APPROVED BY: \_\_\_\_\_ Position: Vice-President  
John (Jay) R.

APPROVED BY: \_\_\_\_\_ Position: Treasurer  
Ray M.