



By-Laws Made Easy!

**A friendly guide for those that volunteer and
work in the nonprofit sector**

Resource Package

training@volunteermanitoba.ca

204-477-5180

Acknowledgement: These resources were developed for Volunteer Manitoba with the help of Wendy Bulloch, Building Up and Kevin Freedman, The Governance Guru.

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DISCLAIMER: The by-law samples included in this package represent general samples of by-laws and are not a comprehensive package of all recommended by-laws. These samples are examples of good practices and should be reviewed and edited accordingly to reflect your organization’s values, vision, mission.

BY-LAWS

By-laws are the backbone of every non-profit organization—they define how decisions are made, who is responsible for what, and how the organization operates. But let's be honest—by-laws can sometimes feel overwhelming and full of legal jargon.

That's where By-Laws Made Easy comes in! This resource is designed to help you understand, draft, and refine your non-profit's by-laws with confidence. Whether you're starting a new organization or reviewing existing governance structures, we've got you covered with clear explanations, practical examples, and key considerations to keep your non-profit running smoothly.

WHAT ARE BY-LAWS

By-laws are a set of rules and regulations established by an organization or governing body to regulate its operations and ensure proper governance. They define the structure, roles, and procedures within an organization.

By-laws provide clarity and consistency, ensuring that all partners understand their responsibilities and that the organization operates in a fair and legal manner. An incorporated non-profit must have a set of by-laws under the law.

WHY ARE BY-LAWS IMPORTANT?

By-laws are important because they provide structure and ensure fair and consistent operations of an organization.

They can also prevent legal disputes as well as mitigating other disputes. The joke is the police won't show up at your house if you aren't following your by-laws but if anything were to happen at your organization and the board wasn't following the by-laws there can be legal ramifications.

When joining a board, by-laws should be presented during orientation for you to review as well as explanations of what they mean.

WHAT WOULD BE CONSIDERED GOOD BY-LAWS

Every organization's by-laws will look different. In general, here are some tips on what makes good by-laws.

- a. Clear and Concise – Easy to understand and implement.
- b. Comprehensive – Cover all necessary areas (see below on the different components)
- c. Flexible – Adaptable to changes.
- d. Legally Compliant – Align with the Manitoba's Corporations Act or Canada Not-for-profit Corporations Act.
- e. Uses plain language whenever possible.

Did you know? Ninety (90%) percent of an organization's governance comes from the Bylaws.



Best Practices

- By-laws should be reviewed by the board for any modifications at least every five years.
- By-laws are passed by the membership in accordance with the by-laws.
- By-laws should be reviewed as part of organizing the annual meeting of members, when recruiting new board members, and as part of any board member orientation.

THE ESSENTIAL COMPONENTS OF STRONG BY-LAWS

Organizations may have different details in their by-laws. Since by-laws define the organization and how it is run, the content is as unique as the organization.

1. Preamble – may describe organization,
2. The legal name of the organization,
3. Definitions and interpretations
4. Head or registered office

5. Seal (no longer necessary)
6. The objectives, mandate or purpose of the organization,
7. Membership:
 - Eligibility of Membership,
 - Categories of Membership
 - Admission as a Member
 - Resignation of Membership Suspension or Termination of Membership
 - Membership Fees or Dues
 - Rights and obligations of Members

NOTE: Poorly or loosely defined membership can lead to challenges as meetings of members.

8. Meetings of Members:
 - Annual General Meeting.
 - Special meetings,
 - Notice requirements,
 - Quorum, and
 - Voting procedures.
9. Board of Directors:
 - Powers of the Board,
 - Composition of the Board (i.e. number minimum and max)
 - Eligibility of Directors
 - Selection of Directors
 - Terms of Office
 - Vacancy on the Board
 - Removal of a Board Member
 - Board Meetings
 - Quorum
 - Voting
 - Remuneration
 - Conflict of Interest

- Duties of Directors
- Limitations on Powers of Individual Directors

10. Executive Officers/Committees

- Selection
- Term of Office
- **Duties of each i.e. role descriptions are now recommended to put in board policy manual.**

11. Standing Committees:

- Executive
- Human Resources
- Finance
- Governance Committee

NOTE: Generally standing committees can be listed in your by-laws. Description of each committee and Terms of Reference for each committee should be developed and these are part of the Board Policy manual.

12. Special Committees/Ad Hoc or Task Force Committee:

NOTE: a Term of Reference is developed for Special committees or Ad Hoc or Task Force Committees and again become part of the Board Policy Manual.

13. Appointment of Executive Director/CEO/Manager

14. Indemnification

15. Financial and Administration

- Fiscal Year
- Execution of Documents
- Signing Authority
- Borrowing Powers
- Investment Authority
- Records and Books
- Audit of Accounts

16. Parliamentary Authority or Rules of Order

(Robert's Rules or Bourinot's Rules or general meeting rules decided upon)

17. Amendment of By-laws

18. Winding up or Dissolution

(Adapted from *"Creating a Non-profit Organization – Volunteer Manitoba and Canada Manitoba Business Service Centre"* and Praxis Conflict Consulting – Priti Shah)

RESOURCES WITH LINKS

- **Webinar on By-Laws:** <https://youtu.be/HzKdgcDd9Y>
- **By-Law Builder:** <https://ised-isde.canada.ca/site/corporations-canada/en/not-profit-corporations/law-builder-not-profit-corporations>
- **Manitoba Corporations Act:**
https://companiesoffice.gov.mb.ca/non_profit_organizations.html
- **Community Legal Education Association:**
<https://www.communitylegal.mb.ca/faqs/business-non-profits/>

REAL BY-LAW EXAMPLES

Below are real examples of by-laws from our non-profit sector in Manitoba. If you have further questions about by-laws you can contact us at training@volunteermanitoba.ca.

Example 1

BY-LAW NO. 1

A by-law relating generally to the regulation of the business and affairs of [Organization Name]

BE IT AND IT IS HEREBY ENACTED as a by-law of [Organization Name] (hereinafter referred to as the "Corporation") as follows:

INTERPRETATION

1. In this by-law and all other by-laws of the Corporation unless the context otherwise specifies or requires:

- (a) "Act" means The Corporations Act, C.C.S.M., c.C225, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (d) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (e) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine, the feminine shall include the masculine, and both shall include and encompass all genders; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

DIRECTORS

2. **Number**: Subject to the articles of the Corporation, and until changed by special resolution, the management of the business and affairs of the Corporation shall be directed by a board of directors consisting of a minimum of seven (7) and a maximum of fifteen (15) directors whom shall be residents of Canada. A minimum of five (5) directors who are ordinarily resident in Manitoba shall be part of the board of directors, and at all times, a majority of the board of directors should be ordinarily resident in Manitoba.

3. **Qualification**: A director shall be a member of good standing of the Corporation.

4. **Term of Office**: Subject to the articles of the Corporation and to the Act, a director's term of office shall be from the date on which he\she is elected or appointed until the annual

meeting next following the third anniversary of the date that he\she is elected or appointed, or until his\her successor is elected or appointed.

5. Filling Vacancy: Subject to the Act, a quorum of directors may fill a vacancy in the board of directors and any director appointed to fill a vacancy shall hold office for the unexpired term of his\her predecessor.

6. Vacation of Office: The office of a director shall be vacated: (a) if he\she becomes bankrupt or suspends payment of his\her debts generally or compounds with his\her creditors or makes an authorized assignment or is declared insolvent; (b) if he\she is found to be a person of unsound mind; or (c) if he\she dies or resigns and any resignation of a director shall be effective at the time same is sent in writing to the Corporation or at the time specified in the resignation, whichever is later.

7. Election and Removal: Directors shall be elected by the members at meetings of members on a show of hands unless a ballot is demanded, in which case such election shall be by ballot. It is not necessary that all directors elected at a meeting of members hold office for the same term. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following his\her election. If qualified, any retiring director shall be eligible for re-election; provided always that the members of the Corporation may, by ordinary resolution passed at a special meeting of members, remove any director or directors from office and a vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed. A director elected to fill a vacancy shall hold office for the unexpired term of his\her predecessor.

8. Committee of Directors: The directors may appoint from among their number a committee of directors and, subject to section 110 of the Act, may delegate to such committee any of the powers of the directors. Notwithstanding the foregoing, there shall be no less than one committee of directors, namely the Executive and Finance, with such powers and constitution as determined by resolution of the directors of the Corporation, from time to time.

MEETINGS OF DIRECTORS

9. Place of Meeting: Meetings of the board of directors and of any committee of directors (if any) may be held by directors within or outside Manitoba. These meetings may be conducted virtually through the use of videoconferencing software. If a director's circumstances require, teleconferencing may also be used.

10. Notice: A meeting of directors may be convened by the President, a Vice-President or any two directors at any time and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Subject to subsection (5) of section 109 of the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 43 of this by-law not less than 5 days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided that a director may in any manner waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a

waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. Notice of First Meeting: For the first meeting of the board of directors to be held immediately following the election of directors by the members or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

12. Quorum: A minimum of fifty (50) percent and one (1) of all current directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. No business shall be transacted at a meeting of directors unless a quorum of the board is present and a majority of directors present are residents of Canada. A quorum can be formed through the attendance of a director's proxy.

13. Proxy: A director may attend and vote by assigning their vote to another director through the use of an official Proxy form. A director may only attend a meeting and vote through proxy for a maximum of two (2) times within a calendar year.

14. Telephone Participation: A director may, if all the directors of the Corporation consent, participate in a meeting of directors or of the committee of directors (if any) by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

15. Voting: Questions arising at any meeting of the board of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to his\her original vote shall not have a second or casting vote.

16. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors or the committee of directors (if any) is as valid as if it had been passed at a meeting of the directors of the committee of directors (if any) and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

17. Regular Attendance: A director who is absent for three (3) consecutive regularly scheduled meetings, or four (4) meetings out of (5), without prior approval of the President, shall be removed at the next meeting of the board of directors upon resolution receiving a majority of votes. For clarity, the Board's regularly scheduled meetings are those scheduled annually shortly following the Annual General Meeting and in a consistently scheduled monthly basis and do not include additional meetings that may be called from time to time.

REMUNERATION OF DIRECTORS

18. The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full time or part time) may be paid remuneration with respect to services performed by him/her as an employee.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

19. The board of directors in its discretion may submit any contract, act or transmission for approval or ratification at any annual meeting of the members or at any special meeting of the members or at any special meeting of the members called for the purpose of considering the same and, subject to the provisions of section 115 of the Act, any such contract, act or transmission that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or by any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

20. Conflict of Interest: Without limiting any rights conferred upon directors by section 115 of the Act, no director shall be disqualified by his\her office from, or vacate his\her office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a member or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he\she is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to section 115 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. All directors and officers of the Corporation shall be obliged to make such declarations of interest in respect of a contract or proposed contract with the Corporation in which such director or officer is in any way directly or indirectly interested, in accordance with Section 115 of the Act, provided that no director or officer shall be obliged to refrain from voting in respect of any such contract.

21. Limit of Liability: Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any

other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising to the Corporation from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his\her respective office or trust or in relation thereto unless the same shall happen by or through his\her failure to exercise the powers and to discharge the duties of his\her office honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his\her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OFFICERS

22. Subject to section 119 of the Act, every director and officer of the Corporation and his\her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:

- (a) all costs, charges and expenses reasonably incurred by him/her in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his\her office; and
- (b) all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the Corporation.

OFFICERS

23. **Appointment:** The board of directors shall annually or more often as may be required appoint a President, Vice-President, Secretary, Treasurer, and Executive Director as officers of the Corporation. A director may be appointed to any office of the Corporation but none of the officers except the President, Vice-President, Secretary, and Treasurer need be a member of the board of directors. No individual may hold more than one of the aforesaid offices at any point in time. The board may from time to time appoint such other officers and agents as it

shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

24. Removal: All officers shall be subject to removal by resolution of the board of directors at any time, with or without cause.

25. Remuneration The remuneration (if any) of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him/her from receiving such remuneration as may be determined.

26. Powers and Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board.

27. Duties may be delegated: In case of the absence or inability to act of any officer of the Corporation except the Executive Director or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

28. Executive Director: The Executive Director shall be a resident of Canada and shall exercise such powers and have such authority as may be delegated to him/her by the board of directors in accordance with section 110 of the Act.

29. President: The President shall be the chief executive officer of the Corporation. He\she shall be vested with and may exercise all the powers and shall perform all the duties of the Chairperson of the Board, when present at all meetings of the directors or the members of the Corporation.

30. Vice-President: The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or unwillingness to act of the President. The Vice-President shall stand for nomination as President of the Corporation immediately following the expiry of the term of the then current President of the Corporation, subject to the review and recommendation of any committee of directors charged with the responsibility of determining the suitability of candidates to be nominated as officers or directors of the Corporation, and confirmation by the directors of the Corporation.

31. Secretary: The Secretary shall be vested with all powers and shall perform all duties as may be designated by the President from time to time.

32. Treasurer: The Treasurer shall be vested with all powers and shall perform all duties as may be designated by the President from time to time.

33. Vacancies: If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution shall, in the case of the President or the Treasurer, and may, in the case of any other office, appoint a person to fill such vacancy.

MEMBERSHIP

34. **Eligibility:** The directors of the Corporation shall be deemed to be the members of the Corporation, during their term of office.
35. **Termination:** Membership in the Corporation may be terminated voluntarily by a member giving written notice of termination to the directors. Membership in the Corporation may also be terminated by a majority vote of the members of the Corporation at any meeting of members.
36. **Annual Meeting:** Subject to sections 126 and 127 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Manitoba, or if all the members entitled to vote at such meeting so agree, outside Manitoba.
37. **Special Meetings:** Special meetings of the members may be convened by order of the President, a Vice-President, or by the board of directors at any date and time and at any place within Manitoba, or if all the members entitled to vote at such meeting so agree, outside Manitoba.
38. **Notice:** A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to vote at such meeting and on each director in the manner specified in paragraph 43 of this by-law, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting. Such notice shall also be given in like manner to the auditor of the Corporation at his\her business address unless the members of the Corporation have not appointed an auditor in accordance with a resolution to that effect pursuant to section 157 of the Act.
39. **Waiver of Notice:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
40. **Omission of Notice:** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members, director or directors or the auditor or accountant of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
41. **Votes:** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the Chairperson of the meeting shall not, both on a show of hands and on a ballot, have a second or casting vote in addition to the vote or votes to which he\she may be otherwise entitled. At any meeting unless a ballot is demanded, a

declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

42. Secret Ballot: A ballot may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting.

43. Adjournment: The Chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

44. Quorum: A quorum at any meeting of members (unless a greater number of persons are required to be present by the Act or by the articles or any other by-law) shall be persons present not being less than 7 in number. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the opening of a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

45. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 136 of the Act, as valid as if it had been passed at a meeting of the members.

NOTICES

46. Service: Any notice or other document required by the Act, the Regulations, the articles or the by-laws to be sent to any member or director or to the auditor or accountant of the Corporation shall be delivered personally or sent by prepaid mail or by telegram or cable or telex to any such person at his\her latest address as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he\she informs the Corporation in writing of his\her new address.

47. Signature on notices: The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

CHEQUES, DRAFTS AND NOTES

48. All cheques, drafts or order for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or

not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

EXECUTION OF INSTRUMENTS

49. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by two of the following:

(a) Executive Director, President, Vice-President, Secretary or the Treasurer

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

(b) The board of directors has the power to appoint someone to sign specific documents without reference to 46(a).

50. Corporate Seal: The corporate seal (if any) of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors, but any such contract, document or instrument is not invalid merely because the corporate seal (if any) of the Corporation is not affixed thereto.

FINANCIAL YEAR

51. The financial year of the Corporation shall terminate on such date in each year as the directors may from time to time by resolution determine shall be March 31 of each calendar year.

ENACTED this ____ day of __, 2024

President_____

Secretary_____

Example 2

BY-LAW NO.1

Ratified and Enacted on March 21, 2024

Pursuant to the authority of Section 98 of the Act, **BE IT ENACTED AS** By-Law No. 1 of the [Organization Name] (hereinafter "the Council") in substitution for all prior enactments under the name and style of By-Law No. 1 as follows:

SECTION 1- INTERPRETATION

1. In this and all other by-laws of the Council,
 - a. "Act" shall mean the Corporations Act, R.S.M. 1987, c. C225, as amended from time to time, or any act that may hereafter be substituted therefore.
 - b. "Board" shall mean the Board of Directors of the Council.
 - c. "Director" shall mean an individual who is duly qualified to be a director in accordance with Section 5 and is duly elected pursuant to Section 6 hereof.
 - d. Any other word or term contained in this and in any other by- law of the Council which is defined in the Act shall have the meaning given thereto in the Act.
 - e. Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include firms, corporations, and individuals.
 - f. "Appoint" includes "elect."
 - g. "Writing" shall include all forms of electronic communication that can be reduced to a written form

SECTION 2 - STATEMENT OF PURPOSE

2.01 Mission Statement of the Council – [Organization's Mission Statement]

2.02 Purpose of the Council - To implement the mission of the organization.

2.03 Statement and Purpose of this By-law - A general by-law relating to the regulation of the business and affairs of the Council.

SECTION 3 - BUSINESS OF THE COUNCIL

3.01 Corporate Seal - The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Council.

3.02 Head Office - The head office of the Council shall be located at the City of Winnipeg, in the Province of Manitoba, and at such location therein as the Board may from time to time determine.

SECTION 4 - MEMBERSHIP

4.01 Eligibility for Membership

- a. Members of the Council may be individuals, associations, organizations, corporations, partnerships, trusts or other persons that accept and support the purposes and objectives of the Council.
- b. Membership shall be either regular members or associate members. A member may request to be either a regular member or an associate member.

4.02 Application - Application for membership must be made in writing and be accompanied by payment of the prescribed membership fee.

4.03 Admission - At all times the Board in its unfettered discretion shall have the authority to determine the admission of members.

4.04 Membership Rights and Obligations

a. All regular Members:

- i. Shall have the right to vote at the Annual General Meeting or any other meeting of the Members;
- ii. Subject to Sections 5 and 6 may be elected as a Director; and
- iii. Shall pay the membership fee as prescribed by the Board from time to time

b. All Associate Members:

- i. Shall not have the right to vote at the Annual General Meeting or any other meeting of the Members and other than notices of the Annual General Meeting shall not receive notices of any meetings of the Members;
- ii. May not be eligible to stand for or be elected as a Director; and
- iii. Shall pay the membership fee as prescribed by the Board from time to time

4.05 Membership Fee - There shall be an annual membership fee in such amount as may be determined from time to time by the Board of Directors.

4.06 Resignation of Membership - A member may resign from membership in writing delivered to the head office of the Council attention the President. Such written resignation shall be effective from and after the date of receipt of same.

4.07 Termination of Membership (automatic) - A membership shall be terminated by a vote of sixty-six and two thirds (66 2/3%) percent of the members present at a special/general meeting of the members called for the purpose of removing that member.

4.08 Termination of Membership (discretionary) - A membership may be terminated by the Board:

- a. For failure to pay dues as prescribed or upon withdrawal of membership.
- b. For failure to duly complete and return renewal of membership form after written request for same
- c. For failure to adhere to the published or amended from time to time policies; or code of conduct of the Council; or for activities that objectively show failure to support the purposes and objectives of the Council.

SECTION 5 - DIRECTORS AND THE BOARD OF DIRECTORS

5.01 Business and Affairs of the Council - The property and business of the Council shall be managed by a Board of twelve (12) Directors, of whom a majority shall constitute a quorum. In addition to the said twelve (12) Directors, the immediate Past President of the Council shall be an ex-officio member of the Board but shall not be entitled to vote at meetings of the Board and shall not be counted as part of the requisite quorum.

5.02 Term of Office - The term of office of a Director shall commence from the date of the Annual General Meeting electing such Director and end at the adjournment of the second Annual General Meeting next following. A Director shall be eligible for re-election at any Annual General Meeting of members. Save and except for a Director completing the term of office for a

Director whose office has been vacated pursuant to Section 5.03 hereof, a Director may not serve for a period exceeding seventy-two (72) consecutive months from date of first election.

5.03 Vacancy - The office of a Director shall be vacated if:

- a. A Director dies, resigns, becomes bankrupt, is judicially determined to be mentally incapacitated, or when such Director is removed by a vote of at least sixty-six and two thirds (66 2/3%) percent of the members present, excluding that Director, at a special general meeting called for the purpose of removing that Director.
- b. At a special meeting of the Board called for that purpose, a resolution is passed by seventy-five (75%) percent of the Board, excluding that Director, to remove the Director. The vote cast at such special meeting shall be by secret ballot.

5.04 Remuneration - Subject to section 8.02 hereof, Directors shall receive no payment for their services. A Director may be reimbursed for reasonable expenses incurred by that Director in the performance of that Director's duties.

5.05 Meetings of the Board - Meetings of the Board may be held at any time and place determined by the Board, provided that five (5) days notice of such meeting shall be sent in writing to each Director. No such notice is necessary if the Director is present at the meeting or has waived notice. For the first meeting of the Board to be held immediately following the election of Directors by the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, 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 a quorum of Directors be present.

5.06 Board Duties - The Board may exercise all the powers of the Council, except those which by its by-laws or by law can only be exercised by members of the Council. The Board shall have the responsibility to do or delegate all matters pertaining to the operation of the Council.

5.07 Standard of Care - Every Director and Officer, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Council and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

5.08 Qualification - A Director shall be an individual over the age of eighteen (18) years of age and who is either:

- a. An individual member of the Council, or
- b. An individual member in good standing of a member of the Council.

5.09 Voting - Decisions of the Board shall be by simple majority. In case of an equality of votes, the chair of the meeting shall have a casting vote.

SECTION 6 - ELECTION OF BOARD OF DIRECTORS

6.01 Election - Election of the Board shall be at the Annual General Meeting of the members of the Council or at such other meetings of the members as may be specifically called for the purpose of electing Directors.

6.02 Process - At least twenty-one (21) days prior to an Annual General Meeting, the Nominating Committee (as more particularly defined in Section 10 hereof) shall circulate its report to members.

6.03 Challenge of Slate - An individual member of the Council or any member in good standing of a member not recommended by the Nominating Committee may be nominated by three (3) members of the Council in good standing through their delegate or alternate where applicable, provided notice of nomination is delivered to the chair of the Nominating Committee or the President not fewer than ten (10) business days prior to the meeting at which elections are scheduled to take place and provided that the nominee has consented in writing to having the nominee's name stand as a candidate. The nomination shall have attached to it a biography of the nominee of approximately 200 words including information sufficient for the purpose of the Nominating Committee's determination.

6.04 Voting

a. Nominees receiving the greatest number votes at the Annual General Meeting shall be elected Directors. The nominee receiving the most votes shall be deemed first elected. The nominee receiving the next highest number of votes shall be deemed second elected and so on until all the vacancies on the Board are filled.

b. In the event that two (2) or more candidates have received an equal number of votes, and each candidate would otherwise be entitled to claim the last place, or the last places, on the Board, another vote shall be held at the said Annual General Meeting between those candidates to determine who will fill the last place(s) on the Board.

If not enough candidates receive votes to fill the available positions on the Board, another vote will be held to choose the Board members not yet elected from among remaining candidates. This process shall be repeated until all vacancies on the Board have been filled.

c. In the event the election of a nominee would result in the breach of the provisions of paragraph 5.08, then that nominee shall be deemed to have forthwith resigned and the nominee with the next highest number of votes whose election will not result in the breach of the provisions of paragraph 5.08 shall be elected Director in the stead of the nominee deemed to have resigned.

6.05 Voting Ballots - Each member present at the meeting may cast on the first ballot a maximum number of votes equal to the number of vacancies on the Board limited to one (1) vote cast for a single nominee.

6.06 Vacancies - Vacancies occurring after the Annual General Meeting may be filled by the Board or by election at the next Annual General Meeting, for the remaining term of the Director whose position has been vacated.

SECTION 7 - OFFICERS

7.01 Appointment/Composition - At the first meeting of the Board immediately following the Annual General Meeting, the Directors shall determine the date and place of the next meeting for the purpose of appointing Officers from among their members including a President and a number of Chairs at the discretion of the Board.

7.02 Term - Officers shall hold office for one (1) year or until their successors are appointed by the Board. Without the unanimous consent of the Board, an Officer may not be appointed to hold the same or essentially the same portfolio of responsibilities (the "Portfolio") for more than two (2) consecutive years. Notwithstanding the unanimous consent of the Board, an Officer may not hold the same Portfolio for more than four (4) consecutive years. For the purpose of calculating the tenure of an Officer in holding a Portfolio, any time served filling the unexpired term of office of a former Officer with that Portfolio shall not be counted as part of that Officer's tenure.

SECTION 8 - PROTECTION OF DIRECTORS. OFFICERS AND OTHERS

8.01 Limitation of Liability - Subject to the provisions of the *Act*, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity; or for any loss, damage, or expense happening to the Council through the insufficiency or deficiency of title to any property acquired for or on behalf of the Council; or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Council shall be invested; or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Council shall be deposited; or for any loss occasioned by an error of judgment or oversight on that Director's part; or from any other loss, damage, or

misfortune whatever which shall happen in the execution of the duties of that Director's office or in relations thereto, unless the same are occasioned by that Director's own willful neglect or default, provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the *Act* and the regulations there under or from liability for any breach thereof.

8.02 Indemnity - Subject to the limitations contained in the *Act*, the Council shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Council, and that Director's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that Director in respect of any civil, criminal, or administrative action or proceedings to which they are made a party by reason of being or having been a Director or Officer of the Council or such body corporate, if:

- a. That Director acted honestly and in good faith with a view to the best interest of the Council; and
- b. In the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, that Director had reasonable grounds for believing that his conduct at the material time was lawful.

SECTION 9 - DUTIES OF OFFICERS

9.01 President - The President shall preside at all meetings of the members of the Council and the meetings of the Board. The President shall be the Chief Executive Officer and shall see that all directives and resolutions of the Board are carried into effect.

9.02 Chair, Finance - The Chair, Finance shall ensure that the Council's assets and financial and reporting information systems are subject to effective internal controls.

9.03 Chair(s) - Each additional Chair shall have such titles and designations and perform such duties as determined by the Board from time to time.

9.04 Absence or Disability of the President - In the event of extended absence or disability of the President, as determined in the unfettered discretion of the Board, a Chair may be appointed by resolution of the Board to perform the duties and exercise the power of the President at the pleasure of the Board with the title of "Acting President" or such other title as may be prescribed by the Board.

9.05 Executive Director - The Board may establish from time to time a position of senior manager of the operations of the Council. The said position shall be a salaried position and shall carry the title of Executive Director of the Council. The Executive Director shall be responsible for the management of the operations of the Council and shall have such duties from time to time as may be incorporated into the Executive Director's contract of employment.

SECTION 10 - NOMINATING COMMITTEE

10.01 Appointment/Composition - The Nominating Committee shall comprise a minimum of five

(5) and a maximum of seven (7) persons who shall be: i) The immediate Past President, or in the Past President's absence, a Past President designated by the Board in lieu; ii) A maximum of two (2) past presidents of [Organization Name] (not counting the Chair of the Nominating Committee); iii) A maximum of two (2) then currently serving Board members either not standing for re-election to the Board upon the expiry of their current term of office, or if their current term of office continues following the Annual General Meeting then not seeking appointment as an Officer; and iv) A maximum of four (4) persons from the membership of the Council not standing for election to the Board of Directors appointed by the chair of the Nominating Committee. The number of past presidents referred to in sub-clause (ii) together with the number of Board members referenced in sub-clause (iii) hereof in the aggregate shall not exceed the number of members referenced in sub-clause (iv) hereof.

The Nominating Committee once duly constituted shall have the power and mandate, notwithstanding any resignations or absences by its members, to continue to perform and shall perform its duties (as set out below) until the election of Directors at the Annual General Meeting or a meeting held for the purpose of electing Directors.

Thereafter, the Nominating Committee shall be deemed to have completed its task for the present fiscal year. The Nominating Committee shall be chaired by the immediate Past President or in the Past President's absence, the Past President designated by the Board.

10.02 Duties - The Nominating Committee shall recommend a slate of names for election to the Board at the Annual General Meeting of the members. The Nominating Committee shall not be obliged to give reasons for its recommendations and shall not be required to explain or justify the inclusion or exclusion of any one or more persons from its recommended slate.

10.03 In the exercise of its duties the Nominating Committee shall:

- a. Receive and consider potential candidates proposed by any member of the Council;

- b. Make such inquiries as in its discretion it deems necessary to ascertain the names and qualifications of any persons eligible of election to the Board;

SECTION 11 - MEETINGS AND FISCAL YEAR

11.01 Fiscal Year - The fiscal year of the Council shall end on December 31.

11.02 Annual General Meeting - The Annual General Meeting of the members of the Council (the "Annual General Meeting") shall be held within four (4) months after the fiscal year end at the head office of the Council or elsewhere in the Province of Manitoba as the Board may designate. At the Annual General Meeting, the members shall, among other matters considered, receive reports from the Board and its Officers, elect Directors, and appoint an auditor.

11.03 Special General Meeting - A special general meeting may be called at any time on resolution by the Board, or on written request delivered to the head office addressed to the

11.04 Notice - At least twenty-one (21) days prior written notice of any Annual General Meeting or special membership meeting, stating the business to be considered, shall be sent to each member. However, the requisite notice may be waived or suspended in extraordinary circumstances by resolution by the Board.

11.05 Quorum - A quorum for any meeting of members shall consist of those members present at the duly called meeting. Except as otherwise provided herein, the decision of a simple majority of the members present in person shall constitute the decision of the members upon any resolution.

11.06 Voting

- a. Each member at all meetings of members of the Council shall be entitled to one (1) vote.
- b. No member shall be entitled to vote by proxy. Every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Council or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every individual or non-incorporated member shall have one (1) vote. Incorporated

members (Sponsoring Organizations) shall have five (5) votes. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Council shall be admissible in evidence and shall be prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chair shall direct. The result of such poll shall be deemed to be the decision of the Council upon the matter in question. In the case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to cast the deciding vote.

11.07 Robert's Rules of Order - Except as otherwise provided herein, all meetings of members and the Board shall be conducted in accordance with Roberts Rules of Order.

SECTION 12 - AUDITORS

12.01 Appointment - The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Council to hold office until the next Annual General Meeting provided that the Board may fill any vacancy in the office of auditor.

12.02 Remuneration - The remuneration of the auditor shall be fixed by the Board.

SECTION 13 - SIGNING AUTHORITY

13.01 The following shall be the bank signing authority for the Council:

- a. The President together with any one of the Chairs; or
- b. Any other person designated by resolution of the Board of Directors from time to time plus the President or Chairs.

13.02 In other than banking matters the following shall have signing authority for the Council:

- c. The President together with any one of the Chairs; or
- d. Such other person or persons as may be designated by and subject to such terms and conditions as set out in a resolution of the Board of Directors from time to time. Such persons shall have the title of "Authorized Signatory."

13.03 Any person with signing authority executing a document on behalf of the Council may apply the Council's seal to the document.

SECTION 14 - RULES AND REGULATIONS

14.01 Rules and Regulations - The Board may enact any rules and regulations affecting the operation of the Council as long as they are not inconsistent with the by-laws and law. Such rules and regulations shall have force and effect only until the next Annual General Meeting of the members when they must be ratified by simple majority; otherwise such rules and regulations shall cease to have effect from and after the date of such Annual General Meeting.

SECTION 15 - EFFECTIVE DATE

15.01 Coming into Force - This by-law shall come into force upon, and only upon, being ratified by the members entitled to vote thereon in accordance with the *Act*.

15.02 Repeal - By-law No. 1 of the Council shall be repealed as of the effective date of this by law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions with continuing effect of the Board, members, or committees passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed. The repeal of the aforesaid by-laws hereby shall not revive any by law not in force at the time at which the repeal of such by-law takes effect.

RATIFIED AND ENACTED this 21st day of March, 2024.

WITNESS the corporate seal of the Council

Example 3

BYLAWS **[Organization Name]**

ARTICLE 1 GENERAL

1.1 Purpose

These By-laws relate to the general conduct of the affairs of [Organization Name], a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the “Association” in these By-laws.

1.2 The objectives and purposes of the Association are:

[Add Organization’s Objectives]

1.3 Head Office

The Head Office and domicile of the Association shall be in the City of Winnipeg, in the Province of Manitoba. The Board may establish such other offices as the affairs of the Association may require.

1.4 Corporate Seal

The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 Definitions

- a) Association – refers to [Organization Name]
- b) Board – the Board of Directors of the Association.
- c) Member – all categories of membership pursuant to these By-laws as defined in Article 2.4.
- d) Director(s) – an individual elected or appointed to serve as a Director on the Board pursuant to these By-laws
- e) Officer – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.

- f) Corporations Act – the Corporations Act of the Province of Manitoba from time in force and all amendments to it. The definitions in the Corporations Act on the date of these By-laws become effective apply to these By-laws. Referred to as the “Act”.
- g) Interpretation – words stating the singular shall include the plural and vice versa, and words stating the male gender shall include the female gender as well as corporate bodies.
- h) Ruling on By-laws – except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws, which is contradictory, ambiguous or unclear.
- i) Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of the Members for which prior notice has been given.
- j) Special Resolution – a resolution passed by no less than two thirds (2/3) of the votes cast at a meeting of the Board or Members for which proper notice has been given.

1.6 No gain for members

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

1.7 Conduct of Meetings

Unless otherwise specified in the Act or these By-laws, meetings of the Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE 2 MEMBERSHIP CLASSIFICATION & VOTING PRIVILEGES

2.1 Requirements and Eligibility

Any person or group interested in furthering the objects of the Association, having met the requirements and definitions for membership, may become a member of the Association.

2.2 Admission of Members

No person, organization or group shall be admitted as a Member unless the applicant:

- a. Has made written application to the Board in the form prescribed by the Board;
- b. Has met the definitions of membership herein;
- c. Has paid membership fees as determined by the Board;
- d. Is a member in good standing at the time of application; and

- e. If the applicant was at any time previously a member, the applicant was a member in good standing at the time of ceasing to be a member.

2.3 Conditions of Membership

Memberships shall be annual and valid for one year from the month it is purchased. A membership fees schedule for all membership categories shall be established annually by the Board and be available at the Annual Meeting for member information.

2.4 Membership to the Association shall be designated as follows:

- a. **Individual:** Any individual who supports the purpose and objectives of the Association and has agreed to abide by the Association's by-laws, policies, rules and regulations and is registered with the Association.
- b. **New Professional/Student:** Any individual who is registered or who has graduated in the last two years from secondary or post-secondary study who supports the purpose and objectives of the Association and has agreed to abide by the Association's by-laws, policies, rules and regulations and is registered with the Association.
- c. **Local Government:** Any incorporated city, towns, village, rural municipalities or unincorporated First Nations communities who supports the purpose and objectives of the Association and has agreed to abide by the Association's by-laws, policies, and regulations and is registered with the Association.
- d. **Corporate:** Any for profit business or corporation that supports the purpose and objectives of the Association and has agreed to abide by the Association's by-laws, policies, and regulations and is registered with the Association.
- e. **Not-For-Profit:** Any not-for-profit organization that supports the purpose and objectives of the Association has agreed to abide by the Association's by-laws, policies, and regulations and is registered with the Association
- f. **Educational:** Any post-secondary organization that supports the purpose and objectives of the Association has agreed to abide by the Association's by-laws, policies, and regulations and is registered with the Association.
- g. **Honorary Life:** shall be open to persons who have rendered valuable service to the Association.

2.5 Withdrawal

Withdrawal from membership may be voluntary with written notice to the Association office with no reimbursement of fees or may be involuntary for non-payment of fees as outlined in the Association policies.

2.6 Expulsion

A Member may be suspended or expelled from the Association if in the opinion of the Board, a member has acted in a way that is prejudicial to the reputation or objects of the Association. Expulsion from membership shall occur upon a Special Resolution of the Board at a Board meeting.

2.7 Member in Good Standing

- a) A member of the Association shall be in good standing provided that the Member:
- b) Has no outstanding fees or debts to the Association.
- c) Has not ceased to be a Member.
- d) Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed upon them.
- e) Has complied with the By-laws, policies, procedures and regulations of the Association; and,
- f) Has fulfilled all terms and conditions of any disciplinary action.

Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Member has met the definition of good standing set out above.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Composition of the Board

The business of the Association shall be managed by a Board consisting of no less than five (5) and no more than nine (9) directors. The composition of the Board shall include one (1) Director who fulfill the following quota:

- a. At least one (1) Director who is part of [add specific criteria to the field].

3.2 Nominations for the Board

- a. Any members of the Association who is eighteen (18) years of age or older and who have the power under the law to contract, is not in the status of bankruptcy, is able to

carry through the responsibilities of a Director. All Directors must be members of the Association.

- b. Call for nominations will be distributed to the membership a minimum of six weeks prior to the annual meeting.
- c. Nominations will be accepted from any voting Member in good standing.
- d. Nominations must be received not later than seven (7) calendar days before the annual meeting.
- e. Nominations from the floor at the annual meeting will only be accepted if there are not sufficient nominations to fill vacancies.

3.3 Election Process

- a. Valid nominations will be circulated to voting Members at the Annual Meeting prior to the elections.
- b. Elections will be by secret ballot.
- c. Voters will be asked to vote for candidates up to the number of vacancies being filled in the election.

At the Annual Meeting, the Directors of the Association will be elected and will take office immediately and will hold their position until their successors have been elected or appointed.

Order of Election:

- a. When only one nominee exists to fulfill a minimum requirement under Article 3.1 that nominee will be declared elected.
- b. When there is more than one nominee for a position to fulfill a minimum requirement under Article 3.1, a separate election will be held among the nominees for that spot(s).
- c. When all minimum requirements under Article 3.1 are met, all remaining nominees will be included in a general election and the person(s) receiving the majority of votes will be declared elected.
- d. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by Ordinary Resolution.

3.4 Terms of Office

- a. Terms of office for elected Directors shall be two-year terms, renewable twice with a maximum elected tenure of six consecutive years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.
- b. Once a Director has completed the six consecutive years, whether elected or appointed, they must wait two years from the completion of their term before they may run again.
- c. A paid contract employee of the organization who leaves the organization for whatever reason must wait two years before running for election.
- a. Employees of the Association may not be elected as Directors.
- b. Directors may not become employed by the Association in any capacity without first resigning from the Board.

3.5 Officers

The "Officers" of the Association shall consist of a President and a Vice President.

3.6 Election of Officers

- a. At the first meeting of the Board of Directors after the Annual Meeting, the Board will elect a President and Vice President from their number and they will take office immediately will hold until their successors have been elected or appointed.
- b. Order of Elections. For the elected positions on the Board, the order of elections shall be: the President, and then the Vice-President.
- c. Officers serve a one-year term.

Election Procedure. To be elected to a position of Officer, a Director requires a majority of the votes cast. If necessary, a series of ballots shall be cast with the candidate having the lowest number of votes being eliminated in each round. The Executive Director or their delegate shall conduct the election.

Re-election as President. The President may be re-elected to a maximum of three consecutive years subject to intervening election(s). Following a break of at least one year following three consecutive years as President, a member may again run for President. No such restriction shall apply to the other Officer positions.

3.7 Powers of the Board

- a. Powers of the Association - Except as otherwise provided in the Act, or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- b. Managing the Affairs of the Association - The Board may make policies, procedures, and regulations for managing the affairs of the Association in accordance with the Act, and these By-laws. The Board shall supervise and exercise guidance over the operation of all standing committees.
- c. Employment of Individuals - The Board may employ such individuals, as it deems necessary to carry out the work of the Association.
- d. Borrowing Powers – The Board may borrow money upon the credit of the Association, as it deems necessary.

3.8 Committees

- a. The Board of Directors may, from time to time, appoint such Committees, as it deems appropriate and necessary for the promotion of the objectives of the Association. Such Committees shall consist of members of the Board of Directors and/or such Members of the Association and/or other persons, as the Board may deem suitable and necessary.
- b. The Board of Directors may afford to any Committee such rights, powers and responsibilities, as it deems appropriate.
- c. A quorum of any committee will be the majority of its voting members.
- d. Where a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- e. The Board, by two thirds (2/3) vote, may remove any member of any Committee.
- f. The President will be an ex-officio and non-voting member of all Committees.

3.9 Vacancies

A Director automatically vacates their position if:

- a. They resign by delivering a written resignation to the Board or to the Board through the President or Executive Director.
- b. They die.
- c. They are removed from office as per Article 3.11.
- d. They miss more than three (3) meetings of the Board within a twelve-month period with no reasonable excuse, determined at the discretion of the Board.

3.10 Replacement Director

The Board may appoint any individual to fill a vacancy on the Board. A replacement Director shall assume the unexpired portion of the term of office of the Director who has caused the vacancy. Where a Director vacates office or is removed from office, the individual who completes the term shall not be deemed to have completed a full term.

3.11 Removal of a Director

- a. The Board of Directors may, by Special Resolution at a duly called meeting at which notice specifying the intent to pass such a resolution has been given, remove any Director before the expiration of their term of office, provided the Director has been given the opportunity to be present and to be heard at such meeting.
- b. The voting Members of the Association may, by Special Resolution by those delegates entitled to participate in the election of the Board at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director of the Board from office before the expiration of their term of office.

3.12 Delegation of Duties

In the absence or inability to act of the President or any officer of the Association, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

3.13 Remuneration of Directors

No Director shall be entitled to remuneration for acting as a Director; however Directors may be reimbursed for reasonable expenses which they incur in carrying out their duties.

3.14 Protection of Directors

3.14.1 No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of the Association or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any security acquired by order of the Board of Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or association with whom or with which any monies, securities or effects of the Association may be lodged or deposited, or for any loss, damage or misfortune whatever which may

happen in execution of the duties of their office in relation thereto unless the same are occasioned by or through their own dishonesty or willful neglect.

3.14.2 Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association, or their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association if:

- a. They acted honestly and in good faith with a view to the best interests of the Association; and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

3.14.3 The Association may, with approval of a court indemnify a person referred to in Article 3.14.2, in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which they are made a party by reason of being or having been a Director or Officer of the Association, against all costs, charges and expenses reasonably incurred by them in connection with the action if they fulfill the conditions set out in clauses (a) and (b) of Article 3.14.2.

3.14.4 Notwithstanding anything in Article 3.14, a person referred to in Article 3.14.2 is entitled to indemnity from the Association in respect of all costs, charges and expenses reasonably incurred by them in connection with the defense of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association if the person seeking indemnity:

- a. Was substantially successful on the merits in his defense of the action or proceeding; and
- b. Fulfills the conditions set out in clauses (a) and (b) of Article 3.14.2

3.14.5 The Association shall procure such liability insurance as is necessary to carry out the required provisions stipulated within Article 3.14.

ARTICLE 4 FINANCES

4.1 Fiscal Year

The financial operating year shall be determined by the Board of Directors.

4.2 Auditor

The books and records of the Association shall be audited annually, and a report shall be presented to the Members at the Annual Meeting. The Auditors shall be appointed at the Annual Meeting.

4.3 Books and Records

The Board shall ensure that all books and records of the Association that are required to be kept by the Corporations Act, these By-laws or any other statute or law are regularly and properly kept.

4.4 Execution of Instruments and Documents

Contracts, documents and or instruments in writing requiring the signature of the Association shall be signed by the Executive Director together with one of:

- a. The President
- b. The Vice President
- c. Or any other Director (designated by the Board).

All contracts, documents and or instruments in writing requiring the signature of the Association shall be subject to the approval of the Board of Directors.

4.5 Conflict of Interest

A Director, Staff or Committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 5 MEETINGS

5.1 Annual Meetings

- a. The Association will hold meetings of the Members on a day, time and at a place, determined by the Board. There will be no more than fifteen months separating annual general meetings.
- b. Written notice of annual meetings shall be given to the membership at least 21 days prior to the meeting.
- c. Quorum shall be any number of members present at the meeting and entitled to vote.
- d. Any member who wishes to have new business places on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon sole discretion of the President or designate.
- e. Meetings of the Members will be closed to the public except by invitation of the Board.

5.2 Special Meetings

A Special Meeting of the Association may be called at any time by the Board of Directors or by a written request made to the Executive Director, which is signed by an officer, of at least 25 voting members. Written notice of such meeting shall be given to all Directors and Members at least twenty-one (21) days prior to the date of the meeting. Quorum shall be any number of members present at the meeting and entitled to vote.

5.3 Board of Directors Meetings

- a. The Board of Directors will meet a minimum of six (6) times per year at the call of the President.
- b. Quorum shall be a minimum of 50% plus 1 of the Board of Directors filled positions. Notice of the Board Meeting will be sent out to all Directors at least four (4) days prior to the date of the meeting.
- c. Validity of Act of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.
- d. In the absence of both the President & Vice President at a duly called meeting, those present shall elect a pro tem Chairperson who shall exercise and discharge the President's powers and duties for that meeting.
- e. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.4 Notice

- a. Notice - In these By-laws, notice will mean notice which is hand-delivered, emailed, faxed, clearly posted on the main page of the Association's website or provided by mail or courier to the address of record of the Director or Member, as the case may be.
- b. Days - In these By-laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.
- c. Error in Notice-The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the meeting.
- d. A Special Resolution at any Annual Meeting or Special Meeting is required to waive any notice period. If notice is waived, the issue requires a Special Resolution to be accepted or adopted.

5.5 Voting

5.5.1 Annual General Meeting

At all Annual General Meetings and Special General Meetings of the Members. Members in good standing, shall have the following voting rights:

- a. Individual Members have one vote each.
- b. New Professionals/Students Members do not vote.
- c. Local Governments do not vote.
- d. Corporate Members do not vote.
- e. Not-for-Profit Members do not vote.
- f. Educational Members do not vote.
- g. Honorary Life Members do not vote.

5.5.2 Board of Directors Meetings

At all meetings of the Board of Directors, all Directors shall have one vote each.

5.5.3 Process of Voting

At all meetings, questions shall be decided by a show of hands in the case of an in-person meeting, electronically in the case of e-mail voting or orally in the case of a teleconference meeting, unless a ballot vote is requested by a Director or a delegate of a Voting Member, such request to be determined by a show of hands. A declaration by the President that a resolution

has been carried or not carried, and an entry to that effect in the minutes of the meeting, is sufficient evidence of the fact without proof of the number of votes or proportion of the vote recorded in favour or against the resolution.

ARTICLE 6 AMENDMENTS OF THESE BYLAWS

These By-laws may be amended or revised by a Special Resolution of the Members present at the Annual Meeting or at a Special Meeting called for that purpose, provided that the amendment or revision has been outlined in writing to the Board and membership no less than 24 hours prior to the meeting being called.

Proposed amendments shall be made by Notice of Motion, which must be submitted in writing to the Executive Director at least sixty (60) days preceding an Annual Meeting or Special Meeting.

ARTICLE 7 DISTRIBUTION OF ASSETS ON DISSOLUTION OF ASSOCIATION

Members of the Association do not have and cannot have any personal interest in the Association's property. If the Association is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered organizations whose purposes are most similar to those of the Association at that time, as determined by the Board of Directors. The substance of this rule may not be changed by any later amendments, nor may this rule be repealed.

ARTICLE 8 ADOPTION OF THESE BYLAWS

8.1 Ratification by Members

These By-laws are ratified by a Special Resolution of the Members on June 17, 2021.

8.2 Repeal of Pryor By-laws

In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed By-laws.

8.3 Enactment of By-laws

These By-laws are hereby enacted and shall come into force when confirmed by the Members in accordance with the Corporations Act.

Example 4

AMENDED GENERAL BY-LAW NO.1

[Corporation Name]

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Corporation Name (hereinafter referred to as the "Corporation").

SECTION 1: Interpretation

1.01 Definitions

In this by-law, unless the context otherwise requires:

"**Act**" means The Corporations Act (Manitoba) and any Act that may be substituted thereof, as from time to time amended;

"**Annual Meeting**" means the annual meeting of the Members;

"**Articles**" means the Letters Patent of the Corporation dated December 18, 1968, as from time to time further amended, supplemented or restated and as the term articles is more particularly defined in the Act;

"**Board**" means the board of directors of the Corporation;

"**By-Laws**" means this by-law of the Corporation from time to time in force and effect; "**Life Member**" shall have the meaning ascribed to such term in Section 4.02; "**Member**" means a person who is elected to membership by the Directors;

"**Indemnity**" means to secure, compensate or reimburse for incurred hurt, loss or damage;

"**Manager**" shall have the meaning ascribed to such term in Section 3.03;

"**Person**" means an individual, partnership, corporation, executor, administrator and legal representative and the masculine shall include the feminine;

"**Recorded Address**" means, in the case of a Member, the Member's address as recorded in the register of Members and, in the case of a Director, officer, auditor or member of a committee of the Board, such person's address as recorded in the records of the Corporation;

"**Regular Member**" shall have the meaning ascribed to such term in section 4.02;

"Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed pursuant thereto;

Words and expressions defined in the Act have the same meanings when used herein;

1.02 Interpretation

In all by-laws of the Corporation, where the consent requires or permits, the singular shall include the plural and the plural the singular.

SECTION 2: Objectives

2.01 Objectives

The Corporation's work shall be carried out without gain to its Members. Any profits shall be used to promote its objectives which are:

- a. [Insert Organization's Mission]

SECTION 3: Business of the Corporation

3.01 Execution of Instruments

Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by any two (2) Directors or officers of the Corporation, and all contracts, documents or other instruments in writing so executed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments generally or specific contracts, documents or other instruments in writing. The term "contracts, documents or other instruments in writing" as used in this by-law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including specifically but without limitation, transfers and assignment of shares, warrants, bonds, debentures or other securities and all paper writings.

3.02 Banking

The Directors may designate that the business of the Corporation be transacted with particular chartered banks, trust companies, credit unions, or other bodies corporate and set conditions including delegation of powers.

3.03 Executive Director

The Executive Director shall be a resident of Canada and shall exercise such powers and have such authority as may be delegated to his/her/them by the board of directors in accordance with section 110 of the Act.

SECTION 4: Members

4.01 Qualifications

Members join the Corporation on the basis of their interest in and support for the Objectives of the Corporation and shall be admitted as members by resolution of the Directors.

4.02 Classes of Members

There shall be two membership classes. The first class of Members shall be "**Life Members**", being those individuals who are designated by the Board as Life Members at the date on which these By-Laws are enacted. The second class of Members shall be "**Regular Members**", being all Members of the Corporation other than the "**Life Members**".

4.03 Term

Each Member shall be a member of the Corporation until terminated in accordance with section 4.05 of these by-laws.

4.04 Members' Rights

Each Member shall have the following rights:

- a. to inspect the books and records after giving reasonable notice and arranging a time that is satisfactory to the Directors and persons having custody of the same;
- b. to elect Directors at the annual meeting of Members;
- c. to approve by-laws or revisions of by-laws;
- d. to propose a matter to be raised at a members' meeting;
- e. to dissent if the Corporation resolves to effect certain matters detailed in Section 184(1) of the Act;
- f. to vote on special resolutions which effect certain fundamental changes within the Corporation detailed in Section 167 of the Act; and
- g. any other rights as listed in the Act.

4.05 Termination of Membership

- a. A Regular Member shall cease to be a Member of the Corporation:
 - i. upon death;
 - ii. upon receipt of a signed resignation in writing by the Member; or

- iii. if the majority of Members at a special meeting vote to remove the Member provided the Member has an opportunity to be heard at a meeting;
- b. A Life Member shall cease to be a Member of the Corporation:
 - i. upon death; or
 - ii. upon receipt of a signed resignation in writing by the Member.

SECTION 5: Membership Meetings

5.01 Annual Meeting

The Board shall determine the date and place within Manitoba of the annual meeting of Members, which must be no more than fifteen (15) months after the previous annual meeting. At the meeting, a report of the Board, financial statements of the Corporation, and the report of the auditor shall be presented. Directors shall be elected and auditors appointing for the ensuing year.

5.02 Special Meetings

Subject to the provisions of the Act, the Chair, a motion by the Directors or a requisition by the Members may convene a special meeting at any time and place.

5.03 Members' Register

A register of Members shall be maintained at the head office, which register shall identify each Member as a Regular Member or a Life Member.

5.04 Notice of Meetings

Written notice of the time and place of each Members' meeting shall be given between twenty-one (21) and fifty (50) days before the date of the meeting. Each Director, auditor and each Member entitled to vote must be notified. Notice of a special meeting shall state the general purpose of business to be transacted.

5.05 Meetings without Notice

If a waiver of notice is obtained in accordance with Section 130 of the Act, a meeting of Members may be held without notice.

5.06 Quorum

A majority of the Members shall be a quorum. Should a quorum not be present, the Members present may not conduct business and shall adjourn the meeting to a fixed date, time and place giving notice as provided in Section 11.01. The Members present at the new date, time and place fixed by the Chair shall constitute a quorum.

5.07 Chair

The Members present shall, by resolution passed at the beginning of the meeting, choose a Member present to be the chair of the meeting.

5.08 Votes to Govern

At all meetings of Members, every question shall be decided by a show of hands, unless a ballot is requested. In the case of equality of votes, the motion shall be considered defeated.

5.09 Right to Vote

A Member shall be entitled to vote if entered in the membership register as a Member.

5.10 Adjournment

With the consent of the meeting, the Chair may adjourn the meeting. If it is adjourned for less than thirty (30) days, no notice need be given to the Members. If more than thirty (30) days, notice of the new date and time for the adjourned meeting shall be given in the same manner as for the original meeting.

5.11 One Member Meeting

If the Corporation has only one Member or only one Member with the right to vote, the Member present in person constitutes a meeting.

5.12 Meetings by Other Means

If all Members and Directors consent either prior to or at a meeting, a member or a director may participate in a meeting by telephone or electronic means provided that all participants can communicate adequately with each other. A Director participating in such a meeting is deemed to be present at the meeting.

5.13 Members' Resolution in writing

A resolution in writing signed by all Members entitled to vote is as valid as if passed at a meeting of the Members. All such resolutions shall be attached to the minutes.

SECTION 6: Board of Directors

6.01 Qualification

Each Director shall:

- (a) be interested in and motivated to support the Objectives of the Corporation;
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt;
- (d) be a Member of the Corporation; and
- (e) not hold a paid position with the Corporation and not enter into a contract for services with the Corporation except in special cases as per 7.12.

6.02 Number of Directors

The Board shall be no fewer than three (3) and no more than twelve (12) directors. The exact number of directors to form the Board (the "**Designated Number**") shall be determined by the directors of the Corporation entitled to vote a regular Directors' meeting.

6.03 Term

Directors shall generally be elected for a term of one (1) year, or for such other period as the Members may decide in order to maintain continuity. If an election of directors is not held, the incumbent directors shall continue in office until their successors are elected.

6.04 Powers

Unless the Act or by-laws of the Corporation require powers to be exercised by the Members, the Board may exercise all powers of the Corporation.

6.05 Election of Directors

The election of directors shall take place at each annual meeting of Members.

6.06 Vacancies

A quorum of the Board may appoint a Member to fill a vacancy in the Board until the next annual general meeting.

6.07 Termination of Directors

A Director shall cease to be a director of the Corporation:

- (a) upon death;
- (b) by delivering a written resignation to the Secretary of the Corporation;
- (c) if a resolution is passed at a special meeting of Members that he or she be removed from office;
- (d) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (e) if the Director is found to be mentally incompetent or of unsound mind; or
- (f) is no longer a Member of the Corporation.

SECTION 7: Board of Directors Meetings

7.01 Meetings

The Chair or any two (2) officers or Directors of the Corporation may call a meeting at any place in Manitoba. The Directors may appoint a particular day or days for regular meetings at a place and hour to be named. If all Directors consent prior to or at the meeting, a Director may participate in a meeting by telephone or electronic means provided that all participants can communicate adequately with each other.

7.02 Notice of Meeting

Directors shall receive five (5) days' notice of a meeting in writing or by telephone or electronic means. No formal notice shall be necessary if all Directors are present at the meeting or waive notice in writing. If the Directors appoint a particular day or days for regular meetings, a copy of the resolution fixing the time and place of such meetings shall be sent to each Director after it is passed, but no other notice will be required for a regular meeting.

7.03 Quorum

A majority of Members of the Board shall be a quorum.

7.04 Chair

The Chair, if previously appointed and present or, in his/her/their absence, the Vice Chair, shall chair meetings of the Board. If neither is present, the Directors shall choose one of their member to act as meeting chair.

7.05 Votes to Govern

Each Director present, including the chair, shall have one (1) vote. Questions arising at any meeting shall be decided by a majority of votes of the Directors present. In the case of an equality of votes, the motion shall be considered defeated.

7.06 Confidential Information

Confidential Information shall not be divulged or released by any Director or officers of the Corporation, without the prior approval or direction of the Board.

7.07 Conflict of Interest

No Director, officer or Member of the Corporation shall vote on any matter in which that person has a financial or other beneficial interest.

A Director or officers of the Corporation shall not, as applicable:

- (a) place himself/herself/themselves in a position where he or she is under obligation to another person who might benefit from special consideration or favour, or who might seek preferential treatment by the Corporation;
- (b) accord, in the performance of his or her official duties, preferential treatment to relatives or friends;
- (c) participate in a Board decision that could result in direct or indirect benefit from the Corporation;
- (d) benefit from the use of information acquired during the course of his or her official duties, which is not generally available to the public;
- (e) use Corporation property of any kind for activities not associated with the discharge of official duties; or

(f) demand, accept or offer or agreed to accept from a person who has dealings with the Corporation, a commission, reward, advantage or benefit of any kind, either direct or indirectly.

7.09 Meeting by Other Means

If all Directors consent prior to or at the meeting, a Director may participate in a meeting by telephone or electronic means provided that all participants can communicate adequately with each other. A Director participating in such a meeting is deemed to be present at the meeting.

7.10 Resolution in Lieu of Meeting

If all the Directors entitled to vote at a Directors' meeting sign a written resolution, it is as valid as if passed at a meeting and effective from the date it specifies, provided that date is not before the first director signed. All such resolutions must be place in the minutes.

7.11 Reimbursement of Expenses

Directors may be reimbursed for travel and other expenses reasonably incurred to attend directors' meetings or meetings of committees. Nothing herein precludes any Director from serving the Corporation in any other capacity and receiving remuneration as determined by the Directors.

7.12 Remuneration

The Directors may, by resolution passed by two-thirds (2/3) of those voting at the meeting, award special remuneration to any Director who undertakes a contract for special services for the Corporation other than the routine work ordinarily required of a director.

7.13 Saving Provision

All acts at any Directors' meeting or by any person acting as a Director shall be valid, even if it is later discovered that there was an error in appointing a Director who attended or acted or that the Director was not qualified.

SECTION 8: Officers

8.01 Election or Appointment

Each year, after the annual meeting of the Corporation's Members, the Directors shall elect a Chair, Vice Chair, Secretary and Treasurer. They may also appoint other officers and agents with authority and duties as the Directors may determine. All officers must be Directors. Two (2) or more offices may be held by the same Director.

8.02 Term

Each officer elected or appointed shall hold office for one year or until a successor is elected or appointed.

8.03 Chair

The Chair shall be the chief executive officer of the Corporation. He or she shall ensure all orders and resolutions of the Directors are carried out. With the Vice Chair, Secretary or other officer appointed by the Directors for the purpose, the Chair shall sign all by laws. The Chair shall be one (1) of the signing officers.

8.04 Vice Chair

The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the chair. The Vice Chair shall be one (1) of the signing officers.

8.05 Secretary

The Secretary shall attend all meetings of the Directors or Members and shall record or cause to be kept minutes of all proceedings. The Secretary shall give, or cause to be given, when instructed, all notices required to be given to Members, Directors, officers, auditors and members of committees of Directors. The Secretary shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when someone else has been appointed for the purpose. The Secretary shall be one (1) of the signing officers.

8.06 Treasurer

The Treasurer shall provide an account of the financial position of the Corporation to the Chair and Directors at regular Directors' meetings or as required. The Treasurer shall be one (1) of the signing officers.

8.07 Variation of Duties

The Directors may vary, add to or limit the powers and duties of any officer.

8.08 Delegation of Duties

If an officer is absent or unable to act, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of that officer's powers to any other officer or Director for the period of time that the officer is absent or unable to act.

8.09 Agents and Attorneys

The Directors may appoint agents or attorneys for the Corporation with such powers of management or otherwise, including the power to sub-delegate.

8.10 Termination of Officers

The Board may remove at its pleasure any officer of the Corporation without prejudice to the officer's rights under any employment contract.

SECTION 9: Protection of Directors, Officers and Others

9.01 Indemnification of Directors and Officers

The Corporation shall obtain insurance for the Directors and at all times indemnify a Director or officer of the Corporation, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his and her heirs and legal representatives to the extent permitted by the Act.

9.02 Indemnity of Others

The corporation shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an employee or agent of the Corporation, against expenses (including legal fees), judgments, fines and any amount actually and reasonable incurred by him/her/them in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Corporation.

9.03 Successful Defense

To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in paragraph 9.02 hereof, he or she shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him/her/them in connection herewith.

9.04 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and or administrators of such a person.

9.05 No Liability of Directors or Officers for Certain Acts, etc.

To the extent permitted by law, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

SECTION 10: Committees

10.01 Constitution of Committees

The Board may constitute such committees as deemed necessary to assist the Directors in carrying on the affairs of the Corporation.

10.02 Membership of Committees

The Directors may annually or more often appoint persons to be Members of such committees and may designate one of them to act as chair. The chair of the Corporation shall be ex officio member of each committee.

10.03 Meetings

Unless otherwise determined by the Directors, committees may meet, adjourn and regulate their meetings as they see fit. A quorum shall be a majority of Members. Questions shall be decided by a majority of votes. In the case of equality of votes, the motion shall be considered defeated.

SECTION 11: Notices

11.01 Confirming Receipt of a Notice

All written notices, including any communication or document, to Members, Directors, auditor or committee members shall be considered to have been properly given when delivered personally to the person's recorded address, or, if mailed, two days after mailing. Electronically transmitted notices shall be deemed given when transmitted.

11.02 Omissions and Errors in Delivery

Any action taken at a meeting shall be still valid, despite accidental omission of notice or non-receipt by any person, or an error in the notice which does not affect its substance.

11.03 Waiver of Notice

Any Member, Director, officer, auditor or committee member may waive required notice either before or after the meeting.

11.04 Undelivered Notices

If any notice given to a Member under subsection 11.01 is returned three consecutive times because the Member cannot be found, the Corporation shall not be required to give any further notices until the Member informs the Corporation in writing of the new address.

SECTION 12: Miscellaneous

12.01 Invalidity of Any Provision of This By-law

If any provision of this by-law is invalid or unenforceable, the remaining provisions shall still be valid and enforceable.

12.02 Amending the By-law

A resolution by 2/3 of the Members present at a meeting of the Corporation's Members may amend or revise this by-law provided that notice of the proposed amendment or revision has been given in the notice of meeting.

12.03 Corporation Regulations

The Board may prescribe rules for management and operation of the Corporation, providing they are consistent with these by-laws. They shall have force and effect only until confirmed at the next annual meeting of the Members, and, if not confirmed, shall cease to apply.

12.04 Parliamentary Authority

Unless inconsistent with this by-law and any special rules of order adopted by the Corporation, the rules contained in the current edition of *Robert's Rules of Order (Newly Revised)* shall apply.

12.05 Fiscal Year

The fiscal year of the Corporation shall be as determined by the Board.

12.06 Dissolution

If the Corporation should at any time be wound up or dissolved, the assets thereof remaining after payment of all debts and liabilities shall be paid or transferred to registered charities (as defined in the *Income Tax Act* (Canada)) selected by the Board.

12.08 Repeal

The prior General By-Law of the Corporation dated December 20, 1968 is repealed. MADE by the Board of Directors this 25th day of April, 2025.

CONFIRMED BY THE MEMBERS in accordance with the Act this 25th day of April, 2025.

Chair Signature

Secretary Signature