

**AMENDED AND RESTATED**  
**BY-LAW NUMBER 1**

A by-law related generally to the conduct of the activities and affairs of

**NORTHERN ASSOCIATION OF COMMUNITY COUNCILS INC.**

incorporated and continuing under *The Corporations Act* (Manitoba)

Business Number 21622633MC0001 | Registry Number 294063

(the "**Corporation**")

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**AMENDED AND RESTATED**

**BY-LAW NUMBER 1**

being the General By-law of

**NORTHERN ASSOCIATION OF COMMUNITY COUNCILS INC**

(hereinafter referred to as the "Corporation")

A corporation without share capital subject to *The Corporations Act* (Manitoba)

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**IT IS HEREBY ENACTED as By-Law No. 1 of the Corporation as follows:**

**1. DEFINITIONS AND INTERPRETATION**

**(a) Definitions**

In this By-law and all other by-laws of the Association, unless the context otherwise specifies or requires:

- (i) **"Act"** means *The Corporations Act*, C.C.S.M. c. C225, including any regulations made pursuant to the Act, or any statute or regulations that may be substituted for such legislation, as amended from time to time;
- (ii) **"Annual Meeting"** means an Annual Meeting of Members of the Association called in accordance with Article 5 of this By-law;
- (iii) **"Association"** means the Northern Association of Community Councils Inc. which may also be referred to as NACC;
- (iv) **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
- (v) **"Board"** means the Board of Directors of the Association;
- (vi) **"By-law"** means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (vii) **"director"** means a member of the Board;
- (viii) **"force majeure"** means any event that is caused, directly or indirectly, by fire, flood, earthquake, elements of nature or acts of God, riots, civil disorders, acts of terrorism, rebellions or revolutions, quarantines, embargoes and other government action, or any other cause beyond the reasonable control of the Association or its members, including lack of or poor quality or unreliability telecommunications and/or internet services or of other communications providers; and, for certainty, includes COVID-19 or pandemics and/or any official public health risks that may impose sudden and complex challenges stemming from health and safety obligations, or government direction, the consequences which could include preventing attendance, or require cancellation or postponement of any in-person event or meeting, or any other meeting, by other means; and, when and if such an event or interruption occurs, or is foreseeable or reasonably likely to occur, or requires commitment to a sense of urgency and collaboration to find mutually agreeable and reasonable alternatives, such shall take precedent over the need for any meeting, for any purpose, and such complications, challenges, changes, or cancellations in circumstances where persons may have no

control shall prevail over any other obligation;

- (ix) **"including" and "includes"** mean including and includes without limiting the generality of the foregoing;
- (x) **"meeting of members"** includes an annual meeting of members or a special meeting of members;
- (xi) **"Member"** or **"Members"** (whether capitalized or not unless the context requires otherwise) has the meaning described in Article 4 of this By-law;
- (xii) **"NACC"** means the Northern Association of Community Councils Inc.;
- (xiii) **"Northern Affairs Act"** means *The Northern Affairs Act* C.C.S.M c. N100, including any regulations made pursuant to *The Northern Affairs Act*, or any statute or regulations that may be substituted for such legislation, as amended from time to time;
- (xiv) **"ordinary resolution"** means a resolution passed by a majority of not less than 51% of the votes cast on that resolution;
- (xv) **"Special meeting of members"** includes a special meeting of delegates entitled to vote at a meeting of members;
- (xvi) **"special resolution"** means a resolution passed by a majority of not less than two thirds (2/3) of votes cast on resolution;
- (xvii) **"quorum"** is the minimum number that must be present before a meeting can start.

(b) **Interpretation**

**(i) Headings**

The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account concerning the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

**(ii) Numbers, Gender**

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.

**(iii) Terms defined in the Act**

Other than as specified above in this Article 1, words, terms and expressions defined in the Act have the same meanings as ascribed to them when used in this By-law.

**(iv) Electronic Communications**

Except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include email address. It is the intent of the Association to use electronic communication whenever possible.

**(v) Quorum**

- (1) For an Annual Meeting or other special meeting of member communities (paras 5(c) and (d)); or, a Regional Assembly meeting (para 4(f)(ii)); or, an Executive Committee Meeting, or a Board Meeting, or a meeting of a Committee of the Board (paras 7 and 9); quorum shall not be less than fifty-one percent (51%):
  - (a) of the voting delegates of member communities in the case of an AGM or for an special meeting of n=member communities;
  - (b) of the voting delegates of a particular Region, in the case of a Regional Assembly;
  - (c) of the directors that are members of the Board (para 7), or the Executive Committee (para 9(c)(vi)); or, or a Committee of the Board, as the case may be, respectively.

A quorum for a Regional Executive Meeting (para 4(f)(iv)) shall not be less than two (2) elected regional executive members of the region.
- (2) If a quorum is present at the opening of a meeting, the meeting may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum for certain meetings, individuals may be present in person, or, by telephonic and/or other electronic means.

**(vi) Participation in Meetings by Electronic Means**

- (1) If a Regional Assembly, or a Regional Executive, or the Board, or the Executive Committee, or another committee of the Board, that chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.
- (2) Notwithstanding any other provision of this By-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

**(vii) Force Majeure**

In the event of any 'force majeure' event which prevents an in-person meeting of members, or a meeting by other means, any election or meeting of members for any other purpose affected will be postponed until an election or such other meeting can occur.

## **2. AFFAIRS OF THE ASSOCIATION**

### **(a) Legal Name**

The name of the organization shall be "Northern Association of Community Councils Inc." and may be referred to as the "NACC".

### **(b) Head Office**

The registered office of the Association is to be situated in the City of Winnipeg or such other place in the Province of Manitoba as shall be decided from time to time by the Board in accordance with the Act.

### **(c) Corporate Seal**

The Association may, but need not, have a corporate seal in a form approved by the Board. If a corporate seal is approved by the Board it shall be kept at the registered office of the Association and only used as authorized by the secretary-treasurer of the Association.

### **(d) Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its authorized directors, provided always that such directors have been authorized to do so by the Board. In addition, the Board may from time to time direct the manner in which and person(s) by a particular document or type of document shall be executed. Any signing officer(s) may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof. For certainty, directors may create, collect, receive, store, transfer, distribute, publish or otherwise deal with information or documents by electronic means, thereby reflecting existing rights under *The Electronic Commerce and Information Act*, C.C.S.M. c. E55, as amended from time to time.

### **(e) Fiscal Year**

The fiscal year of the Association shall commence April 1 to March 31 each year.

### **(f) Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of Association and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

### **(g) Borrowing Powers**

The Board may by resolution without authorization of the members:

- (i) borrow money on the credit of the Association in an amount not exceeding more than twenty-five percent (25%) of the annual budget of the Association;
- (ii) issue, reissue, sell, or grant security in debt obligations of the Association;
- (iii) give the guarantee on behalf; and
- (iv) mortgage, grant security, or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt or obligation of the Association.

(h) **Handled Funds**

In cases where funds are being handled in the name of the Association the Association shall ensure that adequate records are kept and that an annual audit is performed and reported to the members and the Minister.

(i) **Annual Financial Statements**

The Association may, instead of sending copies of the annual financial statements and other documents, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Association and any member may, on request, obtain the annual financial statements and other documents at the registered office or by prepaid mail or email or other reliable electronic means including making the annual financial statements and other documents available on the website of the Association.

**3. PURPOSE**

The Association has been organized as a non-share corporation under the Act to operate on a non-profit basis for the objects more fully set forth in its Articles of Incorporation.

**4. MEMBERSHIP**

(a) **Membership Conditions**

There shall only be one class of members in the Association, namely, Regular Members. The Board may, by resolution, approve the admission of members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply.

(b) **Regular Members**

The following entities are eligible to become a Member of the Association:

(i) **Local Committees, and Community Councils**

Any community and settlements in the Area of Jurisdiction that qualifies under Part III of the *Northern Affairs Act* entitled "Local Committees and Community Councils";

(ii) **Incorporated Communities**

Any community within the Area of Jurisdiction that qualifies as an incorporated community pursuant to *The Northern Affairs Act* having duly established as an incorporated community.

(c) **Membership Fees**

The Board may establish, and revise as appropriate, from time to time, membership fees. Members shall be notified in writing of the membership dues at any time.

(d) **Privileges of Membership**

Provided membership fees are paid annually to the Association in a lump sum grant by the department of Northern Affairs, a Member community shall be entitled to the following privileges:

- (i) priority with respect to service provided by the Association;

- (ii) subject to item (iii) below:
- (1) right to send two (2) voting delegates to any annual or special meeting of the Association. Such voting delegates shall be appointed by resolution by the Member community and may be reimbursed by the Association for meals, hotel and transportation as determined by the Association's financial policy. For clarity, only the two voting delegates may be reimbursed, but all elected council members of a community are welcome to attend the annual meeting of the Association; however as noted in item (2) below only the two voting delegates have voting rights;
  - (2) only two (2) voting delegates may be appointed to represent a Member community at an annual or special meeting of the Association and each delegate shall receive one (1) vote;
- (iii) for purposes of item (ii) above, a settlement contact community may only send (1) voting delegate;
- (iv) only elected officials of a community, a council, an incorporated community, or an appointed settlement contact person, shall have the right to:
- (1) be a voting delegate;
  - (2) be elected to hold an elected office in the Association.

**(e) Regions**

Members in the Association are organized by the following three (3) named regions, which are intended to align with the geographic encompassing areas and regions used for administration of *The Northern Affairs Act*, and include the following communities

Western Region	Eastern Region	Northern Region
<ul style="list-style-type: none"> <li>• Baden</li> <li>• Barrows</li> <li>• Camperville</li> <li>• Crane River</li> <li>• Duck Bay</li> <li>• Mallard</li> <li>• Powell</li> <li>• Waterhen</li> <li>• Meadow Portage</li> <li>• Red Deer Lake</li> <li>• Salt Point</li> <li>• Spence Lake</li> <li>• Rock Ridge</li> </ul>	<ul style="list-style-type: none"> <li>• Aghaming</li> <li>• Dauphin River</li> <li>• Berens River</li> <li>• Dallas/Red Rose</li> <li>• Fisher Bay</li> <li>• Harwill</li> <li>• Homebrook</li> <li>• Island Lake</li> <li>• Little Grand Rapids</li> <li>• Loon Straits</li> <li>• Manigotagan</li> <li>• Matheson Island</li> <li>• Pine Dock</li> <li>• Princess Harbour</li> <li>• Red Sucker Lake</li> <li>• Seymourville</li> </ul>	<ul style="list-style-type: none"> <li>• Brochet</li> <li>• Cormorant</li> <li>• Cross Lake</li> <li>• Dawson Bay</li> <li>• Easterville</li> <li>• God's Lake Narrows</li> <li>• Herb Lake Landing</li> <li>• Ilford</li> <li>• Moose Lake</li> <li>• Nelson House</li> <li>• Norway House</li> <li>• Pelican Rapids</li> <li>• Pikwitonei</li> <li>• Sherridon</li> <li>• Thicket Portage</li> <li>• Wabowden</li> </ul>

**(f) Regional Assemblies**

**(i) Formation**

Members of the Association are also members of their respective Region and such Members shall form a Regional Assembly.

**(ii) Assembly Meetings**

Each Regional Assembly shall hold a meeting during the Annual Meeting of the Association at which voting delegates representing the Members of each respective



Regional Assembly shall elect a Regional Executive for their respective Region Assembly in accordance with this subsection (f).

Thereafter, each Regional Assembly may meet as often as it requires to conduct its business.

Meetings of a Regional Assembly or a Regional Executive may be held at any place within the Region as the Regional Executive may determine. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility, where each participant can communicate with each other participant simultaneously, if such facilities are made available by the Association.

**(iii) Responsibilities**

Each Regional Assembly in consultation with the Association Executive Committee shall be responsible for planning, organizing, developing and carrying out activities within their respective region.

**(iv) Recorded Minutes**

Recorded minutes shall be kept of all meetings and accurate financial records shall be kept of all monies received and disbursed and such minutes and records shall be open to all members of a Regional Assembly.

**(v) Regional Executive**

**(1) Election and Term**

Each Region shall elect from amongst their delegates a Regional Executive annually at the Annual Meeting of the Association; and, each Regional Executive shall consist of a Chair, Vice-Chair and, Director-at-Large. The terms of each Regional Executive position shall be for alternating three-year terms.

**(2) Meetings**

Each Regional Executive shall meet as often as it requires to conduct its business.

**(3) Duties, Qualifications and Vacancies of Regional Executive**

The duties, qualifications, including vacancies on any Regional Executive shall be the same as applicable to directors of the Association, but specific to a respective Region.

**(vi) Ministerial Attendance**

The Minister and Deputy Minister responsible for *The Northern Affairs Act*, or authorized delegate, shall be entitled to attend any and all meetings of a Regional Assembly but are not entitled to vote on any matter.

## **5. MEETING OF MEMBERS**

**(a) Notice**

Notice of the time and place of a meeting of members shall be given to:

- (i) each delegate of a member entitled to vote at the meeting;

- (ii) to each director; and
- (iii) to the public accountant of the Association.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting.

A Notice may be provided by any of the following means:

- (a) by mail, courier or personal delivery; or
- (b) by telephonic, electronic or other communication facility;

to the authorized delegates of each member entitled to vote at the meeting, not less than twenty-one (21) days before the meeting.

A special resolution of the members is required to make any amendment to this section of the by-law to change the manner of giving notice to members entitled to vote at a meeting of members.

**(b) Proxy**

There shall be no proxy voting.

**(c) Annual Meetings**

At every annual meeting of members, in addition to any other business that may be transacted:

- (i) the report of the Board, if any, the annual financial statements, and the report of the auditor, if any, shall be presented to the members;
- (ii) if any audit is required, the members shall appoint a public accountant to audit the accounts of the Association for report to the members at the next annual meeting of members; and
- (iii) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).

Any other matter of business shall constitute special business and a special meeting will need to be held.

**(d) Special Meetings**

The president or either vice-president shall call a special meeting of members on written requisition of not less than twenty-five percent (25%) of the Regular Members. In addition, a special meeting of members may be called by way of a resolution passed by the Board.

**(e) Other Provisions**

The Board, the president or either vice-president shall have the power to call, at any time, an annual or general meeting of members. The members may consider and transact any business either special or general at any meeting of members.

**(f) Place of Meetings**

Subject to compliance with the Act, meetings of members may be held at any place within

Manitoba determined by the Board. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility, where each participant can communicate with each other participant simultaneously. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other if such facilities are made available by the Association.

**(g) Resolutions**

Resolutions from a Community Council, or settlement contact persons, seeking assistance from the Association can be submitted to the Association year-round. Resolutions for an Annual Meeting must be received no later than fifteen (15) days prior to a Meeting date, to be data entered and sorted for the consideration of the members at a Meeting.

Resolutions submitted from the floor at a Meeting will be discussed only if they have been deemed urgent and current by a majority vote at the Meeting. No resolution shall be received, discussed, or voted upon at a Meeting unless it has been duly passed by a Community Council, Regional Meeting, or at a meeting of the Board of Directors.

**(h) Waiving Notice**

Reflecting the rights set out in Section 130 of the Act, attendance at a meeting of members is a waiver of notice of the meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**Persons Entitled To Be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Voting delegates shall be established the first day of the meeting.

**(i) Chair of Meeting**

The president or, in the president's absence, the vice-presidents shall be the chairperson of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**(k) Voting**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote other than with respect to the election of officers or the president. In the case of the latter, a nominee should not be the chair for the portion of the meeting dealing with elections.

**(i) Show of Hands**

Except where a ballot is demanded, or required as in the case of an election, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the motion.

**(ii) Ballots**

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any voting delegate may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the members on the question shall be determined by the result of such ballot.

**(l) Adjournment**

The president may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**(n) Proviso**

A meeting of delegates shall be deemed for all purposes to be and have all the powers of a meeting of the members for purposes of the Act.

## **6. BOARD OF DIRECTORS**

**(a) Duties of Directors**

A Board of Directors shall be responsible for the governance of the Association and manage, or supervise the management of, the activities and affairs of the Association between meetings of members.

**(b) Number of Directors**

The Board shall consist of ten (10) members as determined in accordance with this By-law with those members being the Executive Officers of each Region (limited to the Chair, Vice Chair and a Director-at-Large from each Region) and a separately elected President that shall be elected in accordance with this By-law.

The Executive Director will be an ex officio non-voting member of the Board.

**(c) Qualifications**

The following persons are disqualified from being a director of the Association:

- (i) anyone who is less than 18 years of age;
- (ii) anyone who has been declared incapable by a court in Canada or in another country;
- (iii) anyone who is not an individual;
- (iv) a person who has the status of bankrupt;
- (v) anyone who no longer resides in a member community;
- (vi) anyone who is ineligible to be insured under the Association's policies of insurance unless such person has and provides proof and maintains their own equivalent policies of insurance; and
- (vii) anyone who is not an elected official, or an appointed contact person of a settlement community. Should an individual cease to be an elected official, or an appointed

contact person of a settlement community, during their term in office, their office will be deemed to be vacated and an election held in accordance with Subsection 9(c)(ii) of these By-laws.

(d) **Election and Term**

- (i) The directors shall be elected by the members at an annual meeting of members and at each succeeding annual meeting at which an election of directors is required and shall generally hold office for three (3) years expiring not later than the close of the third annual meeting of members following the election. If directors are not elected at an annual meeting of members at which such election is required, the directors then in office shall continue in office until their successors are elected. Notwithstanding anything else contained elsewhere in these By-laws, directors whose terms of office are expiring will be eligible for re-election for a further term or terms if they are otherwise qualified (in other words not disqualified pursuant to Subsection 6(c) above). There shall be no term limits imposed on directors; however, effort shall be made that the terms of directors be also staggered.
- (ii) A Chair, Vice-Chair or Director-at-Large (previously called Secretary-Treasurer) of a Region intending to run for President is required to resign from their Chair/Vice-Chair/Director-at-Large position fourteen (14) days prior to the nomination day of President. This is to allow nominations and elections for the vacant Chair or Vice-Chair or Director-at-Large position recognizing that Regional elections occur prior to the election of President.

(e) **Consent**

A director who is elected or appointed must consent to hold office as a director:

- (i) if present at the meeting at which the election or appointment takes place, by not refusing to hold office;
- (ii) if not present at the meeting at which the election or appointment takes place, by either:
  - (1) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
  - (2) by acting as a director after such person's election or appointment.

(f) **Vacancies on the Board**

(i) **The office of director shall automatically be vacated:**

- (1) if the director has resigned from office by delivering a written resignation to the president or either vice-president of the Association; or
- (2) if the director is absent from four (4) consecutive board meetings without being excused by board resolution; or
- (3) if the director is found by a court to be of unsound mind; or
- (4) if a director is no longer a resident of a member community; or
- (5) if a director ceases to be eligible to be insured under the Association's policies of insurance or fails to maintain and provide proof of their own equivalent policies of insurance; or
- (6) if, at a meeting of the Board, a resolution is passed that the director be removed from office before the expiration of the director's term pursuant to item (ii) below; or
- (7) on the death of such director; or

- (8) if the Corporation is dissolved.

**(ii) Termination of a Director**

- (1) The Board may suspend, expel or terminate any director of the Board of the Corporation, by resolution passed, by at least two-thirds (2/3) of the directors present at a meeting for any one or more of the following reasons:
  - (a) such director has violated any provisions of the Act, Articles, By-laws, or written policies of the Corporation;
  - (b) such director carried out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
  - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation (for example, including but not limited to serious breach of any code of conduct, a conflict of interest, harassment, threats of violence, incivility, moral failing, breach of law, or act of disrepute).
- (2) In the event that the Board determines that a director should be suspended, expelled or terminated, the President, or such other officer as may be designated by the Board from time to time, shall provide ten (10) days' notice of suspension, expulsion or termination to the individual and shall provide reasons for the proposed suspension or expulsion.
- (3) The individual may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such ten (10) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the individual if that individual is suspended or expelled as a director in the Corporation.
- (4) If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the individual concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding, without any further right of appeal.

**(iii) Filling a Vacancy**

If any vacancy shall occur for any reason, the Board, by majority vote (if a quorum remains in office), may fill the vacancy for the remainder of the term by a qualified individual. The director filling the vacancy shall serve as director until:

- (1) the next annual meeting of members; or
- (2) if applicable, prior to the next annual meeting of members, the Board, by majority vote (if a quorum remains in office), votes to vacate the director.

**(g) Delegation Powers**

Subject to the Act, the articles, any by-law, the Board may from time to time delegate to a director, a committee of directors, or an officer or such other person or persons so designated by the board all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

**(h) Standard of Care**

Every director and officer, in exercising their powers and discharging their duties to the Association, shall:

- (i) act honestly and in good faith with a view to the best interest of the Association; and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(i) **Remuneration**

The Board may create policies to authorize remuneration of directors and reimbursement of reasonable expenses incurred in the performance of their duties.

## **7. MEETINGS OF DIRECTORS**

(a) **Frequency of Board Meetings**

The Board shall meet at least bi-annually the first meeting to be held on the day after the Annual Meeting of the Association at which the Board is elected.

(b) **Place of Meetings**

Meetings of the Board may be held at any time or place in Manitoba as the Board may determine in their discretion as they see fit either in-person or through telephonic or electronic or other communications facility, where each participant can communicate with each other participant simultaneously. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other if such facilities are made available by the Association.

(c) **Calling of Meetings**

Meetings of the Board may be called by the president or vice-president or any two (2) directors at any time.

(d) **Notice of Meetings**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 14 of this By-law to every director of the Association not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless this By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in the Act that requires the purpose of the meeting be specified in a notice of meeting.

(e) **Waiving Notice**

A person entitled to notice of a meeting of directors may in any manner and at any time waive notice of a meeting of directors, and attendance of any such person at a meeting of directors is 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.

**(f) Chair of the Meeting**

The president or, in the president's absence, vice-president of the Executive Committee of the Association shall be the chairperson of any meeting of directors. If none of these officers are present, the directors who are present and entitled to vote at the meeting shall choose one of their directors from amongst themselves to chair the meeting.

**(g) Votes to Govern and Casting Vote**

At any meeting of the board every question shall, unless otherwise provided by the articles or by-laws or policies, or by the Act, be determined by a majority of the votes cast on the question.

**(h) Adjournment**

The president may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the directors provided the adjourned meeting takes place within fourteen (14) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**(i) Resolutions in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors.

A copy of every resolution in writing referred to above shall be kept with the minutes of meetings of the directors or committee of directors.

## **8. POLICIES**

The Board may, from time to time, develop and adopt policies setting out how the Corporation is to be run that are not addressed in these By-laws, as long as the policies are not inconsistent with the Act or these By-laws.

## **9. COMMITTEES**

**(a) Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the paragraph immediately below, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

No director and no committee of directors has authority to:

- (i) submit to the members any question or matter requiring the approval of members;
- (ii) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (iii) issue debt obligations except as authorized by the directors;
- (iv) approve any financial statements referred to in the Act;
- (v) adopt, amend or repeal a by-law; or



- (vi) establish contributions to be made, or dues to be paid, by members.

**(b) Mandate**

The mandate of any committee shall be as follows:

- (i) the functions, duties, responsibilities and composition of the Board committees shall be provided either in the Board committee policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such committee is established;
- (ii) the mandate for all committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis;
- (iii) the Board may appoint persons who are not members to a committee of the Board;
- (iv) with the Board's consent, a committee may delegate a portion of its responsibilities to a subcommittee;
- (v) the president, vice-president, or committee chair shall identify the appropriate staff resources that are required to support the respective committees;
- (vi) the Board may by resolution dissolve any standing or special committee at any time.

**(c) Executive Committee & Officers**

The composition and term of the Executive Committee and Officers as well as the meetings and the responsibilities of the Executive Committee shall be as follows:

**(i) Composition of Executive Committee**

The Executive Committee shall consist of the following Officers:

- President;
- Three (3) Regional Chairpersons (one of which shall also act as Vice-President)

The Executive Director will be an ex officio non-voting member of the Executive Committee.

The following diagram illustrates the relationship between the Executive Committee and Board. Members of the Executive Committee (in the diagram are capitalized, in bold, underlined, highlighted in yellow) consist of the President and Chairs of each Region.

The President is elected at the Annual General Assembly. A Vice-President and any other Officers shall be elected by the Board from amongst the Regional Chairpersons as set out in item (ii) below.





**(ii) Election | Appointment**

**(1) President**

- (a) The President shall be elected by the voting delegates at an annual meeting from amongst elected officials of the member communities.
- (b) Nominations for President shall take place on the first day of an annual meeting.
- (c) The election for the President shall take place on the last day of the annual meeting by secret ballots should there be more than a single nominee.
- (d) Each nominee shall have a choice as to whether or not to speak with a maximum time limit of five (5) minutes.

For certainty, and further to Subsection 4(d)(iv) and Subsection 6(c)(vii), only an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community is eligible to be President of the Association. Should a person cease to be an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community, the position of President is deemed immediately vacated and may be filled by the Board and the Association in accordance with Subsection 9(c)(viii) (except such person need not be from the same region as the previous President).

**(2) Other Officer Positions**

The Vice-President, and any other officers shall be elected and appointed by the Board from amongst the Regional Chair at the first meeting of the Board following an Annual Meeting. Two or more offices may be held by the same person. If a vote is necessary same process as for election of President will be followed by the Board.

**(3) Eligibility**

For certainty, and further to Subsection 4(d)(iv) and Subsection 6(c)(vii), only an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community, is eligible to be a director or hold office as the President, Vice-President, or any other elected officer position of the Association, or hold an elected position on a Regional Executive.

**(4) Transition Provision**

Subject to Subsection 9(c)(ii)(1) above concerning the President, should any other person cease to be an elected official of a community, a council, or incorporated community, or an appointed contact person of a settlement community, unless the person resigns, they may continue in their position until the next Annual Meeting at which meeting there will be an election process for their position, and upon completion of the election process that person will be deemed to have vacated the position at that Annual Meeting. If a person resigns during their Term, their position may be filled by the Board in accordance with Subsection 9(c)(vii).

**(iii) Term**

Subject to the above subsections, generally, Officers will hold office for a three (3) year term or until their successors are appointed. Notwithstanding anything else contained elsewhere in these By-laws, Officers may be re-elected to same office for an additional term. Any member of the Executive Committee shall be subject to removal pursuant to Subsection 6(f)(ii).

**(iv) Responsibilities of the Executive Committee**

The Executive Committee shall administer the business and financial affairs of the Association between Board meetings, and, subject to the Act, shall have the authority of Board to act on matters consistent with established board policy, including the following:

- (1) the entering into of employment contracts, the purchase of goods and services, the non-budgeted expenditure of less than five-thousand dollars (\$5,000.00);
- (2) the preparation of the annual budget;
- (3) the management of the Association's assets, legal and legislative matters, as well as recommending the Association's administrative structure, and all other duties as may be assigned from time to time by the Board, or arrange for such to be performed by responsible staff
- (4) causing to be kept full books and financial records belonging to the Association, and deposit of all monies, securities and other valuable effects in the name and to the credit of the Association, in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (5) cause to be entered in the Association's minute book, minutes of all proceedings at such meetings;
- (6) ensuring there is a custodian of all books, papers, records, documents and other instruments belonging to the Association;
- (7) disbursing, or delegating to an officer or agent the authority to disburse, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and ensure proper accounting of all the transactions and a statement of the financial position of the Association; and
- (8) performing such other duties as may be directed by the Board.

The Executive Committee shall report its actions to the Board at the earliest opportunity. When there is demonstrable urgency and the Executive Committee decides that action must be taken which is not consistent with Board policy, an emergency Board meeting will be convened, which may be attended either in person or through electronic means, where each participant can communicate with each other participants simultaneously.

**(v) Duties of the Executive Officers**

The duties of the executive officers of the Association shall be as follows:

- (a) **President** - The president shall carry out the activities and affairs of the Association generally under the supervision of the Board, and shall attend all meetings thereof. In addition, the president shall:
  - (1) oversee the activities and affairs of the Association in accordance with its objectives;
  - (2) oversee the daily operations of the Association including: financial management, activity and service delivery, official statements, communications with external parties and advocacy on behalf of the Association;
  - (3) give or cause to be given notice of all meetings of members, and committees of the Association;
  - (4) have the duties, responsibilities and authority as delegated or

determined by the Board; and

(5) report to the Board between meetings.

(b) **Vice-President** - The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as from time to time may be conferred upon the vice-president by the Board and accepted by the vice-president.

(c) **Other Officers**

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer of the Association.

**(vi) Meetings of Executive Committee**

The Executive Committee shall meet quarterly or in their discretion as they see fit at any time or place in Manitoba, either in-person or through telephonic or electronic means or through other communications facilities, where each participant can communicate with each other participant simultaneously. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other if such facilities are made available by the Association.

**(viii) Vacancies in Office**

The Board may remove, any officer of the Association at any time. Unless so removed, an officer shall hold office until the earlier of:

- (1) the officer's successor being elected or appointed; or
- (2) the officer's resignation; or
- (3) the officer ceases to be a director pursuant to Subsection 6(f); or
- (4) the officer ceases to be eligible pursuant to Subsection 9(c)(ii)(3).

Subject to Subsection 9(c)(ii)(2) in the case of the President, should any other officer become or be unwilling or unable to act in their office, or if the office of an officer of the Association shall be or becomes vacant, the Board may, by resolution, appoint a person from the region where such officer resided and the appointed person to fill such vacancy shall finish the term of office of the person they have replaced till the next Annual Meeting of Members. For certainty, it shall be considered that an officer is incapacitated when such officer moves their place of residence out of the region they represent.

## **10. OFFICIAL STATEMENTS AND NEGOTIATIONS**

The Board shall have the sole authority to make official statements through its President or enter into negotiations on behalf of the Association.

## **11. CONFLICT OF INTEREST**

(a) A "**conflict of interest**" is any situation in which a Board member or employee has an employment, business or personal interest which results or appears to result in:

- (i) an improper material interest or an advantage by virtue of the person's position;
- (ii) an interference with the objective exercise of the person's duties.

A “**material interest**” includes any matter or situation where a Board member or employee has a direct or indirect financial or other interest beyond the interest of an ordinary citizen.

- (b) **The following guidelines are to be followed in any situation where there may be an actual or perceived conflict of interest:**
- (i) Board members and employees shall not engage directly or indirectly in any personal business transaction or private arrangement for personal profit, which accrues from or is based upon their official position or authority or upon confidential or non-public information that they gain by reason of such position or authority.
  - (ii) Board members and employees shall not divulge confidential or restricted information to any unauthorized person or release such information in advance of authorization for its release.
  - (iii) Board members and employees shall not act in any official matter where there is a personal interest that is incompatible with an unbiased exercise of official judgement.
  - (iv) Board members and employees shall not place themselves in a position where they are under obligation to any persons who might benefit from special considerations or favours on their part.
  - (v) Board members and employees are responsible for disclosure of any situation or matter where they have an actual or perceived conflict of interest or the potential for a conflict of interest and shall disclose in writing to the Board or request to have entered in the minutes of meetings of the Board, the nature and extent of their interest.
  - (vi) Where a conflict of interest has been found to exist, the board member or employee, if necessary, will be required to take steps to remove themselves from the conflict of interest. As well, where a perceived or potential conflict situation may exist, the board member or employee will be provided with advice on what steps need to be taken to remove the perception of or other potential for a conflict of interest.
  - (vii) No board member or employee shall be present during any discussions of the Board or vote on any matter where it has been decided that a material interest exists. The minutes of the Board meeting shall in each case record the Board member's or employee's disclosure of interest and the fact they took no part in the discussion or decision.

## **12. EXECUTIVE DIRECTOR**

- (a) The Board may, from time to time, employ an Executive Director, who acts as the chief operating officer of the Association and is responsible to the Board, and between Board Meetings to the President or a committee of the Board or another officer designated by the President in consultation with the Board.
- (b) The Board prescribes the duties and responsibilities of, and exercises all decisions concerning the hire, compensation, objectives, performance evaluation, management, including but not limited to, terms of employment, dismissal and other matters, of the Executive Director;
- (c) Notwithstanding the generality of the foregoing, the Executive Director:
  - (i) shall be a non-voting member of all committees and act as a non-voting officer of the Association;

- (ii) administers the general affairs, organization and management of the Association in accordance with the By-Laws, regulations and policies established by the Board;
- (iii) advises and assists the Board, officers and committees in the discharge of their responsibilities;
- (iv) plans meetings and responsible for ensuring preparation of minutes of meetings for the Board and officers;
- (v) exercises authority over and is responsible for the Association's office and staff, including but not limited to the adoption of administrative personnel guidelines consistent with regulations and policies of the Board; as well as prescribes the duties and responsibilities of staff, revises salaries, evaluates each staff member, hires and dismisses staff; ensures development of staff and maintenance of their morale; and keeps an office manual up to date;
- (vi) maintains proper books of account, records and files, attends to all correspondence and sends out all notices required, or as directed by the Board;
- (vii) carries out duties delegated by the Board or officers, including but not limited to: preparing budgets; administering contracts; coordinating strategic planning processes; ensuring all programs and policies approved by the Board are implemented;
- (viii) maintains effective communication and a good working relationship with the member communities, all stakeholders and entities, including maintaining liaison on behalf of the Association with other associations and organizations with complementary interests;
- (ix) attends and participates in any meetings of the Association;
- (x) performs such other duties as may be assigned by the Board.

### **13. PROTECTION OF DIRECTORS AND OFFICERS**

#### **(a) Indemnification**

The Association shall indemnify a Director or Officer, a former director or officer, or an individual who acts or acted at the Association's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity, if such individual:

- (i) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done;
- (ii) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
- (iii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Association shall also indemnify such individuals in such other circumstances as the Board permits or requires to the maximum extent permitted by law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

#### **(b) Advance of Defence Costs**

The Association shall advance money to a Director, Officer or other individual for the costs,

charges and expenses of a proceeding referred to in Subsection 12(a). The individual shall repay the monies if he or she does not fulfil the conditions of Subsection 12(c).

**(c) Limitation - Impermissible Indemnification**

The Association may not indemnify an individual under Subsection 12(a) unless the individual:

- (i) acted honestly and in good faith with a view to the best interests of Association or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Association's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

**(d) Limitation of Liability**

- (i) Every Director and Officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (ii) Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or 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 shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act or from liability for any breach thereof.

**(e) Insurance**

The Association may, as permitted under the law, purchase and maintain insurance for the benefit of any person referred to in Subsection 12 (a) against any liability incurred by the individual:

- (i) In the individual's capacity as a director or an officer of the Association; or
- (ii) In the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

**14. NOTICES**

**(a) Method of Giving Notice**

Any notice (which term includes any communication or document), other than the notice of the meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws for otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:



- (i) if delivered personally to the person to whom it is given or if delivered to such person's address as shown in the records of the Association or in the case of a Notice to a director to the latest address as shown in the last notice that was sent by the Association;
- (ii) if mailed to such a person at such person's recorded address by prepaid ordinary or air mail;
- (iii) if sent to such persons by telephonic, electronic, or other communication facilities at such persons recorded address for that purpose; or
- (iv) if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be determined to have been given when deposited at a post office or public letterbox; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative or dispatch. The Secretary-Treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, typewritten, or printed or partially written, stamped, typewritten, or printed.

**(b) Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of the committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which of the notice pertained or otherwise founded on such notice.

## **15. DISPUTE RESOLUTION**

**(a) Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

**(b) Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (i) the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in

question to mediate a resolution between the parties;

- (ii) the number of mediators may be reduced from 3 to 1 or 2 upon agreement of the parties;
- (iii) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrators in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law, and

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator(s).

## **16. BY-LAW AMENDMENTS**

### **(a) By-laws and Amendments**

The By-laws and any part thereof may be amended from time to time by resolution with an affirmative vote by at least two-thirds (2/3<sup>rd</sup>) majority of those present at any regular or special meeting of the Board; provided written notice of any proposed by-law changes has been sent to all Directors at least fifteen (15) days prior to such meeting.

### **(b) Ratification by Members**

Action taken by the Board to repeal or amend the By-laws shall take effect immediately, but such action shall be submitted to the Members to adopt, confirm, ratify and approve such action, or decline to do so, at the next meeting of Members. If the Members decline to ratify action previously taken by the Board to repeal or amend the By-Laws, such action by the Board shall be void and of no effect.

### **(c) Invalidity of any Provisions of this By-law**

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

## **17. AMENDMENT OR REPEAL**

Upon this By-law coming into force, the previous amendments made on August 25, 2022, and August 20, 2024 continue unaffected except as amended or repealed by this amendment. However, such amendment or repeal shall not affect the previous operation of such instrument or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such instrument prior to such repeal. All officers and persons acting under such amended or repealed provisions shall continue to act as if appointed under the provisions of this By-law and all resolutions of the members or board with continuing effect passed under such amended or repealed provisions shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-law.

## **18. DISSOLUTION**

In the event of dissolution or winding up of the Association, all its remaining assets after payment of liabilities shall be distributed to one or more organizations in Manitoba that are recognized qualified donees within the meaning of the *Income Tax Act*.

## **19. EFFECTIVE DATE**

Subject to matters requiring a resolution of voting members, this By-law shall be effective when passed by the voting members of the Association.

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**APPROVED BY RESOLUTION OF THE BOARD IN ACCORDANCE WITH SECTION 16(A):**        JUNE 2025

**RATIFIED BY BY RESOLUTION OF THE MEMBERS IN ACCORDANCE WITH SECTION 16(B):**        AUGUST 2025

Certified by:

\_\_\_\_\_  
President