

MANITOBA CARDIAC INSTITUTE (REH-FIT) INC.

BY-LAW NO.1/2018

A by-law relating generally to the transaction of business and affairs of

MANITOBA CARDIAC INSTITUTE (REH-FIT) INC.

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BE IT ENACTED as a by-law of the Corporation as follows:

Section One

INTERPRETATION

1.01 **Definitions.** In the by-law of the Corporation, unless the context otherwise requires:

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

"appoint" includes "elect" and vice versa;

"articles" means the articles of the Corporation as from time to time amended or restated;

"Board" means the Board of Directors of the Corporation;

"by-law" means this by-law and all other by-law of the Corporation from time to time in force and effect;

"Corporation" means the corporation incorporated under the Act and named MANITOBA CARDIAC INSTITUTE (REH-FIT) INC.;

"meeting of Members" includes an annual meeting of Members and a special meeting of Members;

"recorded address" means in the case of a Member that Member's address as recorded in the Members register; and in the case of a Director, Officer, auditor or member of a committee of the Board, that individual's latest address as recorded in the records of the Corporation;

"Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.05 or by a resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Section Two

BUSINESS OF THE CORPORATION

2.01 **Undertaking of the Corporation.** The Corporation shall restrict its undertaking as set out in its articles. All profits or other accretions to the Corporation shall be used in furthering its undertaking. The Board may take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering its undertaking.

2.02 **Registered Office.** Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba and at such location therein as the Board may from time to time determine.

2.03 **Corporate Seal.** Until changed by the Board the corporate seal of the Corporation shall be in the form impressed in the margin hereof.

2.04 **Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of March in each year.

2.05 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chair and the Vice-Chair together, or either of them with the Secretary or the Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any Signing Officer may affix the corporate seal to any instrument requiring the same.

2.06 **Financial Arrangements.** The financial business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.07 **Voting Rights in Other Bodies Corporate.** The Signing Officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favor of such person or persons as may be determined by the Officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

Section Three

BORROWING, SECURITIES, AND INVESTMENTS

3.01 **Borrowing Power.** Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- (c) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 **Delegation.** The Board may from time to time delegate to such one or more of the Directors and Officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by section 3.01 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

3.03 **Investments.** Monies in the possession of the Corporation not immediately needed for disbursement or advancement shall be invested in accordance with investment policies established by the Finance Committee and approved by the Board.

3.04 **Safe Keeping of Securities.** All securities owned by, or belonging to, the Corporation, shall be lodged (in the name of the Corporation) with a Chartered Bank or a Trust Company, or in safety deposit box or, if so authorized by resolution of the Board, with such other depositories, or in such other manner as may be determined from time to time by the Board.

Section Four

DIRECTORS

4.01 **Number of Directors and Quorum.** Until changed in accordance with the Act, the Board shall consist of between nine (9) and thirteen (13) Directors, one (1) appointed in accordance with section 4.03(b) and the remainder elected in accordance with section 4.03(a). The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of Directors constituting the Board from time to time or such greater number of Directors as the Board may from time to time determine.

4.02 **Qualification.** No person shall be qualified for election as a Director if such person: is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; has the status of a bankrupt; is an employee of the Corporation; is a person whose election to the Board would or may, in the discretion of the Board and/or the Governance and Nominating Committee, result in an actual or perceived conflict of interest with the Corporation and/or the duties of the Board; or has contracted, directly or indirectly, to provide services to the Corporation. A Director elected in accordance with section 4.03(a) must be a member of the Corporation. A majority of the Directors shall be residents of Canada. Retiring Directors, if otherwise qualified, shall be eligible for reelection or reappointment; provided, however, that no Director who has been a Director for nine (9) consecutive years shall be eligible for reelection or reappointment (provided further, however, that such term limitation shall not apply to an individual if he or she is the Past Chair of the Corporation).

4.03(a) **Nomination, Election, and Term.** At each Annual Meeting of Members, Directors shall be elected to replace those whose term of office has expired and the Director so elected shall hold office for a term of up to three (3) years. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

Nominations for the office of Director may be made in writing by any Member by submitting such nomination to the Board prior to March 1 of the year in which the election is to be held. The Governance and Nominating Committee shall review such nominations and may solicit further nominations on its own accord. A slate of nominees shall be presented by the Governance and Nominating Committee to the Board for the approval of the Board at its meeting in April of the year in which the election is to be held, or, if the Board does not meet in April of that year, at the meeting of the Board in May of that year. The Governance and Nominating Committee shall provide a report to the Members of the approved slate of nominees prior to the Annual General Meeting.

The election of Directors shall be decided in the first instance by a show of hands. Each Member personally in attendance shall be entitled to vote for a number of the nominees equal to the number of Directors to be elected at that meeting. A scrutineer who is not a nominee for Director shall be appointed by the Chair or by the meeting for the purpose of ascertaining and declaring the results of election for the office of Director. In the case of a tie between or among the last candidates to be declared elected, their names shall be submitted to a second vote to be taken in the manner prescribed by the Chair.

4.03(b) **Appointment.** One (1) Director may be appointed as follows:

- (i) The Board of Directors of St. Boniface General Hospital shall be entitled to appoint, from time to time, one individual to be a Director of the Corporation.

4.04 **Removal of Directors.** Subject to the provisions of the Act, the Members may by ordinary resolution passed at a special meeting of Members called for the purpose of considering same, remove any Director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the Directors.

4.05 **Vacation of Office.** A Director ceases to hold office when such person: dies; is removed from office by the Members; is absent from any meetings of the Board in any twelve (12) month period, unless such absence is excused by resolution of the Board; ceases to be qualified for election as a Director; or tenders a written resignation to the Corporation, and a resigning Director may specify the time at which such resignation is effective.

4.06 **Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy in the Board including any vacancies created by the enactment of this by-law. In the absence of a quorum of the Board, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such a meeting or if there are no such Directors then in office, any Member may call the meeting. A Director elected to fill a vacancy shall serve until the next Annual General Meeting.

4.07 **Conflict of Interest.** The Corporation shall not enter into a material contract or arrangement with a Director or Officer or any firm or partnership associated with a Director or Officer (or the spouse or a dependent child of such Director or Officer), except as provided for and in compliance with the Act.

4.08 **Code of Conduct.** Each Director and each Officer shall be governed by a code of conduct approved by the Board.

4.09 **Remuneration for Services.** The Directors shall not be paid remuneration for their services.

Section Five

MEETINGS OF THE BOARD

5.01 **Action by the Board.** The Board shall manage the business and affairs of the Corporation. Subject to sections 5.02 and 5.03, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

5.02 **Canadian Majority.** The Board shall not transact business at a meeting unless a majority of the Directors present are residents of Canada, except where

- (a) a Director who is a resident of Canada and who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
- (b) a majority of Directors who are residents of Canada would have been present had that Director been present at the meeting.

5.03 **Meetings by Telephone.** If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board 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 the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

5.04 **Place of Meetings.** Meetings of the Board may be held at any place in Manitoba.

5.05 **Calling of Meetings.** Meetings of the Board shall be held from time to time and at such place as the Board, the Chair or any four (4) Directors may determine.

5.06 **Notice of Meeting.** Notice of the time and place of each meeting of the Board shall be given in the manner provided in section 11.01 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of auditor;
- (c) issue securities;

- (d) approve any annual financial statements; or
- (e) adopt, amend or repeal by-law.

A Director may in any manner waive notice of or otherwise consent to a meeting of the Board.

5.07 **First Meeting of New Board.** Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following an annual meeting of Members.

5.08 **Adjourned Meeting.** Notice of an adjourned meeting of the Board to be held within 48 hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.09 **Regular Meetings.** The Board shall meet a minimum of five times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.10 **Chair.** The chair of any meeting of the Board shall be the Chair, or in the Chair's absence the Vice-Chair. If no such Officer is present, the Directors present shall choose one of their number to be chair.

5.11 **Votes to Govern.** At all meetings of the Board every question shall be decided by a majority of the votes cast by Directors on the question. In case of an equality of votes the Chair of the meetings shall be entitled to cast the deciding vote, otherwise the Chair of the meeting does not vote.

5.12 **Report.** The Board shall submit or cause to be submitted to the annual meeting of Members of the Corporation and to any other general meeting of Members, a report as to the affairs of the Corporation. In addition, it shall be the responsibility of the Board to keep the Members informed as to the affairs of the Corporation and to encourage interest, discussion and support on the part of the Members throughout the year.

5.13 **Decisions between Meetings.** Any action required or permitted by the Board may be undertaken without a meeting, providing that a resolution in writing has been signed by all the Directors entitled to vote on that resolution in writing at a meeting of Directors. The resolution shall be 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.

Section Six

EXECUTIVE AND COMMITTEES

6.01 **Executive Committee.** The Board shall appoint an Executive Committee from time to time. The Executive Committee shall include the Chair, Vice-Chair, Past Chair, Secretary, and Treasurer of the Corporation. The members of the Executive Committee must be able to meet as required at the call of the Chair. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any restrictions which the Board may from time to time make) all of the powers of the Board in the management and direction of the day to day operation of the Corporation (save and except only such acts as must by the Act or the articles be performed by the Board itself) in such manner as the Executive Committee may deem best in the interest of the Corporation in all cases in which specific direction shall not have been given by the Board. All actions of the Executive Committee shall be reported to the Board at the meeting next succeeding such actions and shall be subject to revision or alteration by the Board; provided that no acts or rights of the parties shall be affected or invalidated by any such revision or alteration.

6.02 **Committees of Directors.** The Board shall appoint the following standing committees: Finance Committee, Audit Committee, and Governance and Nominating Committee. The Board shall at least annually appoint not less than three (3) Members of the Corporation, one (1) of whom must be a Director, to be members of each of the aforesaid committees and the Board shall designate one (1) of the members of each committee as chair thereof. The Board Chair and the Chief Executive Officer (or designate) shall be *ex officio* non-voting members of each of such committees but shall not be included in the numbers referred to in this subparagraph.

6.02.1 **Finance Committee** The Finance Committee shall from time to time review the overall financial position of the Corporation and make reports and recommendations to the Board concerning the finances of the Corporation, including the annual budget process, policies with respect to the management of the Corporation's capital funds and the long-term financial plans of the Corporation.

6.02.2 **Audit Committee** The Audit Committee shall from time to time review the presentation of the financial position and results of operations of the Corporation in accordance with Canadian Accounting Standards for Not-for-Profit Organizations, and ensure that appropriate systems and controls are maintained for the proper recording of transactions and the protection of assets. No individual who is a member of the Finance Committee may be appointed to the Audit Committee.

6.02.3 **Governance and Nominating Committee** shall from time to time review the by-law of the Corporation and shall make recommendations with respect to any proposed changes to such by-law. The Governance and Nominating Committee shall also from time to time review the overall performance of the Board and shall report its findings and comments following such review to the Board.

The Governance and Nominating Committee shall solicit from Members potential nominees to the Board and recommend to the Board for its approval at its meeting in April of each year, or if such a meeting does not occur, at its meeting in May of each year, those individuals whom it considers best fill the needs of the Board for election as Directors. The Governance and Nominating Committee shall present to the annual general meeting of Members those nominees approved in accordance with any procedure established by the Board. The Governance and Nominating Committee shall also identify to the Board those individuals whom it considers suitable candidates for election or appointment as Officers of the Board or as Chairs or members of committees of the Board, and shall recommend individuals to fill any vacancy which may arise on the Board, in any office, or on any committee. The Governance and Nominating Committee shall also review attendance reports of Directors at each committee meeting and report to the Chair any attendance issues that may arise.

6.03 **Advisory Committees.** The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

6.04 **Transaction of Business.** Subject to the provisions of section 5.03, the powers of the Executive Committee or any other committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Manitoba.

6.05 **Procedure.** Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure.

Section Seven

OFFICERS

7.01 **Appointment.** The Board may from time to time elect from among their numbers a Chair, a Vice-Chair, a Secretary, and a Treasurer from among those Directors elected in accordance with section 4.03(a); provided, however, that the person elected Chair of the Board shall occupy the corporate office of President and the person elected Vice-Chair of the Board shall occupy the corporate office of Vice-President. The Past Chair shall also be an Officer. The Board may also from time to time appoint from among their number such other Officers as the Board may determine. One person may hold more than one office. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such Officers such powers as it may deem appropriate.

7.02 **Chair.** The Chair shall preside at all meetings of the Members of the Corporation and shall preside also at meetings of Directors and any of the Executive Committee. The Chair shall be an *ex officio* non-voting member of all committees appointed by the Board. The Chair shall perform such other duties as are incidental to the corporate office of President of the Corporation or as may be required from time to time by the Board.

7.03 **Vice-Chair.** The Vice-Chair shall in the absence of the Chair, or in the Chair's inability from any cause to act, discharge the duties of the Chair. Should the office of the Chair become vacant, the Vice-Chair shall act until such time as the Directors may appoint a successor. The Vice-Chair shall carry out such duties as the Board may assign to such individual.

7.04 **Past Chair.** The Past Chair shall perform such duties as the Chair or the Board of Directors may from time to time request.

7.05 **Secretary.** The Secretary shall attend and be the secretary of all meetings of the Board and of the Members of the Corporation, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the Secretary shall conduct or cause to be conducted the correspondence of the Corporation; the Secretary shall give or cause to be given, as and when instructed, all notices to Members of the Corporation, Directors, Officers, and auditors; the Secretary shall be the 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 instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose; and the Secretary shall have such other powers and duties as the Board may specify.

7.06 **Treasurer.** The Treasurer shall be the Chair of the Finance Committee, and shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall keep

or cause to be kept a proper set of books showing accurately the financial position of the Corporation and shall render to the Board whenever requested by them an account of all of the Treasurer's transactions as Treasurer and of the financial position of the Corporation, the Treasurer shall have prepared for submission to the annual meeting of Members of the Corporation a set of audited financial statements of the financial position of the Corporation, and when requested to do so, prepare or have prepared interim financial statements for submission to any semiannual meeting or any other general or special meeting of Members of the Corporation; and the treasurer shall have such other powers and duties as the Board may specify.

7.07 **Powers and Duties of Other Officers.** The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.08 **Variation of Powers and Duties.** The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

7.09 **Term of Office.** The Board, in its discretion, may remove any Officer of the Corporation. Otherwise each Officer appointed by the Board shall hold office until that Officer's successor is appointed.

7.10 **Agents and Attorneys.** The Board shall have the power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub delegate) as may be thought fit.

7.11 **Fidelity Bonds.** The Board may require such Officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

Section Eight

PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.01 **Limitation of Liability.** Every Director and Officer of the Corporation in exercising such person's powers and discharging that person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired 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 the Corporation 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 Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on that Director's or Officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the Director's or Officer's office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

8.02 **Indemnity.** Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, 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 that person'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 person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if

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

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

8.03 **Insurance.** The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 8.02 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by the Act.

Section Nine

MEMBERSHIPS

9.01 **Admission of Members.** Membership in the Corporation shall be open to all individuals who have paid membership fees as established by the Board and whose membership has not expired or been terminated, cancelled or suspended. Individuals who have been designated by the Board as life members shall also be Members of the Corporation.

9.02 **Termination of Membership.** A Member's Membership in the Corporation is not transferable and lapses and ceases to exist:

- with respect to those individuals who have paid membership fees, upon expiry of the term for which such individual paid membership fees;
- upon resignation of the Member delivered in writing to the registered office of the Corporation or to a Director of the Corporation;
 - upon the death of the Member; or
 - otherwise in accordance with these by-law.

9.03 **Other Cancellation or Suspension of Membership.** The Board may cancel or suspend the membership of a Member by resolution for cause, or in circumstances where, in the opinion of the Directors, the Member is in breach of any rules established by the Board pertaining to the use or operation of the facilities operated by the Corporation, or where the Directors otherwise are of the opinion that such cancellation or suspension is in the best interests of the Corporation. Such Member shall receive at least seven (7) days notice of the meeting of the Board at which such resolution is to be considered, together with a statement of the grounds upon which the membership of the Member is proposed to be terminated, and such Member shall be entitled to appear, either personally or by or with an agent or counsel, to make submissions at the meeting.

Section Ten

MEETINGS OF MEMBERS

10.01 **Annual Meetings.** The annual meeting of Members of the Corporation shall be held at such time in each year and, subject to section 10.03, at such place as the Board or the Chair may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

10.02 **Special Meetings.** The Board or the Chair shall have the power to call a special meeting of Members at any time.

10.03 **Place of Meetings.** Meetings of Members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the Board shall so determine, at some other place in Manitoba.

10.04 **Notice of Meetings.** Notice of the time and place of each meeting of Members shall be given in the manner provided in section 11.01 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each Director, to the auditor and to each Member. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members.

10.05 **List of Members Entitled to Vote.** For every meeting of Members, the Secretary shall prepare a list of Members entitled to vote at such meeting, arranged in alphabetical order. The Members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given. In the event a person listed on such list ceases to be a Member of the Corporation prior to such meeting, the Secretary shall remove such person's name from such list. The list shall be available for examination by any Member during usual business hours at the registered office of the Corporation or at the place where the meeting is held.

10.06 **Chair, Secretary, and Scrutineers.** The chair of any meeting of Members shall be the Chair or, in his or her absence, the Vice-Chair. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the meeting.

10.07 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the articles or by-law to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting.

10.08 **Quorum.** A quorum for the transaction of business at any meeting of Members shall be twenty-five individuals present in person, each being a Member entitled to vote thereat. If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

10.09 **Right to Vote.** At any meeting of Members every person personally present who is named in the list referred to in section 10.05 shall be entitled to one vote.

10.10 **Votes to Govern.** At any meeting of Members every question shall, unless otherwise required by the articles or by-law, be determined by the majority of the votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the motion shall be lost.

10.11 **Show of Hands.** Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting, shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

10.12 **Ballots.** On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present and entitled to vote shall have one vote upon the question, and the result of the ballot so taken shall be the decision of the Members upon the said question.

10.13 **Adjournment.** If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting provided that the Secretary shall place a notice stating the day, hour and place of the adjourned meeting on prominent display within the registered office of the Corporation until the conclusion of such adjourned meeting.

10.14 **Rules of Order.** In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order shall be followed except where inconsistent with these by-law.

Section Eleven

NOTICES

11.01 **Method of Giving Notices.** A notice of the time and place of a meeting of Members may be given a minimum of twenty-one (21) days and no more than fifty (50) days prior to such meeting by: posting such notice prominently within the registered office of the Corporation stating the day, hour and place of such Member's meeting and the general nature of the business to be transacted; publication of such information in the Corporation's Newsletter; or by sending such information by mail, fax or email to individual members. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-law or otherwise to a Member of the Corporation, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given if: delivered personally to the person to whom it is to be given; delivered to that person's recorded address; or if sent to that person at his or her recorded address by prepaid ordinary mail, air mail, fax or email. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid. A notice mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when properly transmitted. The Secretary change or cause to be changed the recorded address of any Member, Director, Officer, auditor, or member of a committee of the Board in accordance with any information believed by that person to be reliable.

11.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.03 **Undelivered Notices.** If any notice given to a Member pursuant to section 11.01 is returned on three consecutive occasions because that Member cannot be found, the Corporation shall not be required to give any further notices to that Member until that Member informs the Corporation in writing of that Members new address.

11.04 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, auditor, or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.05 **Waiver of Notice.** Any Member, Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the Act, the regulations thereunder, the articles, the by-law or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board which may be given in any manner.

Section Twelve

DISSOLUTION

12.01 **Dissolution.** Upon the dissolution or winding up of the Corporation, all remaining property, after payment of all debts and liabilities of the Corporation, shall be distributed as provided in its articles.

Section Thirteen

EFFECTIVE DATE, AMENDMENT, AND REPEAL

13.01 **Effective Date.** This by-law shall come into force when confirmed by a resolution of Members at a General Meeting of Members.

13.02 **Amendment, Repeal and Replacement.** This by-law may be amended, repealed and replaced by a by-law passed by the Board, but such by-law should not be effective until it is confirmed by at least 2/3 of the votes cast at a general meeting of Members called for that purpose.

13.03 **Repeal of Previous By-law.** All previous by-law of the Corporation are repealed as of the coming into force of this by-law provided that 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 such by-law prior to its repeal. All Officers and persons acting under the provisions of the by-law, and all resolutions of the Members or Board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with the by-law and until amended or repealed.

PASSED by the Board this 2nd day of April 2018.

Chair

Secretary

CONFIRMED by at least 2/3 of the votes cast at a general meeting of Members called in accordance with the Act this 18th day of June, 2018.