

Submitted: Thursday, August 4, 2022

For Immediate Release

2022 Annual General Meeting

Attention:

Steinbach Arts Council Members
Steinbach Arts Council Board of Directors
Members of the Steinbach Arts Council Community
Arts Organizations
Artist, Crafters and Musicians
User Groups of Steinbach Cultural Arts Centre
Business Owners
City of Steinbach and RM of Hanover Council

The Steinbach Arts Council Board of directors would like to remind our members and stakeholders of our upcoming Annual General Meeting, on Thursday, August 25, 2022, from 6:00 – 7:30pm, with formal AGM scheduled from 6:30 – 6:45. The meeting will be held in the SCU Studio, Steinbach Cultural Arts Centre located at 304 Second St.

The evening will include a free hot dog bbq, provided in part by Sobeys, Door Prize, and free activities for kids!

Public is invited to attend. All SAC members receive one vote.

Agenda:

1. Welcome and Chairperson's Report
2. Executive Director's Report
3. Notices of Motion
 - i. Motion to rescind existing bylaws
 - ii. Motion to adopt new bylaws
4. Finance report
5. Elections
6. Closing remarks

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Contact:

David Klassen, Executive Director
Email: DKlassen@steinbacharts.ca

Phone: 204-346-1077



FORM 4

Certificate of Incorporation

Under The Corporations Act of Manitoba

I hereby certify that

THE STEINBACH ARTS COUNCIL INCORPORATED

was this day incorporated and registered under The Corporations Act of Manitoba and that the Articles of Incorporation of the said corporation are attached hereto.

April 16, 1980
(Date of Incorporation)

M. Hafiz Khan
Deputy (Director, Corporations Branch)

File Number

51431

Certificate Number 9910

FORM 2

8. The names and residence address of the Incorporators are:

Full Names, including All Given Names	Residence Address, Given Street and Number or R. R. Number and Municipality or Post Office
Dennis Giesbrecht	Box 849 Steinbach
Judy Schellenberg	Box 1420 Steinbach
Sola Wong	Box 849 Steinbach
Kerna Gladys Barkman	Box 2108 Steinbach

9. The corporation has no authorized share capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.

10. Each first director named herein becomes a member of the corporation upon incorporation.

11. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain is:

Box 849 Steinbach, Manitoba

12. To the best of our knowledge and belief, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to deceive.

Signatures of Incorporators









Note: If any First Director named in paragraph 5 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached.

Affidavit of Verification of Incorporator

PROVINCE OF MANITOBA

IN THE MATTER OF
THE CORPORATIONS ACT AND THE
ARTICLES OF INCORPORATION OF

The Steinbach Arts Council Incorporated
(Name of Corporation)

I, Noreen Gladys Sarikman of Steinbach
(Full Name of Deponent) (Name of Municipality)

in the Province of Manitoba, make oath and say that:

1. I am an incorporator named in the attached articles of incorporation and have personal knowledge of the matters herein deposed to.
2. The statements contained in the accompanying articles are true.
3. Each of the incorporators who is a natural person signing the accompanying articles of incorporation in duplicate and each of the first directors named therein is of eighteen or more years of age.
4. The signatures of the incorporators affixed to the articles are their true signatures.

SWORN before me at the Town of

Steinbach

in the Province of Manitoba,

this 5th day of April 1980.


(A Commissioner for Oaths, etc.)

Q. County Court Judge in Manitoba.


(Signature of Deponent)

STEINBACH ARTS COUNCIL INC.

CONSTITUTION AND BY-LAWS

The Steinbach Arts Council Inc. is an organization incorporated in July 1979, as a community body representing the performing and visual arts in Steinbach and surrounding area.

MISSION

The mission of the Steinbach Arts Council is to foster the development of art and cultural activities in our community.

Steinbach Arts Council Inc. provides, on a non-profit basis, educational programs for the general public in the visual, literary, heritage and performing arts.

ARTICLE 1. NAME

Steinbach Arts Council Inc., hereinafter referred to as the Council.

ARTICLE 2. PURPOSES

The specific objectives of the council shall be to:

- a) encourage, assist and support the development of community arts and arts organizations;
- b) provide resources and professional development opportunities to community arts organizations and local artists;
- c) assist community arts organizations in the clarification of their objectives and purposes; offer assistance to achieve these objectives;
- d) act as a liaison among community arts organizations;
- e) assist in the exchange and communication of concepts and ideas among community arts organizations and artists;
- f) support and represent community arts organizations as a collective in presentations to municipal, provincial and federal governments;
- g) support and promote community arts organizations and artists through liaison with government departments and agencies;
- h) maintain liaison with related charitable agencies, municipal and provincial organizations and corporate agencies;
- i) coordinate conferences, workshops, and seminars that offer a forum for the presentation and exchange of ideas related to the community;

- j) To communicate with related charitable arts agencies, municipal and provincial organizations regarding funding;
- k) To communicate with other arts councils through organizations at the provincial and national level.

ARTICLE 3. MEMBERSHIP

There are several categories of membership as follows:

- a) Individual
- b) Family
- c) Affiliate
- d) Associate
- e) Corporate

A Steinbach Arts Council membership is required for every program. Resident/non-resident rates apply. All memberships are to be renewed on an annual basis.

Membership privileges include:

- ◆ **Family & Individual**

- a) Subscription to newsletter.
- b) Reduced rental rates.
- c) Discounts by local merchants.
- d) Voting privileges at annual General Meeting.
- e) Voting privileges at membership meetings.

- ◆ **Affiliate Member**

A User Group/Individual of Steinbach Cultural Arts Centre shall receive all of the membership benefits listed above as well as other centre privileges as outlined in Steinbach Cultural Arts Centre Policy Manual.

- ◆ They will receive two votes per organization.
- ◆ These include **Off-Site Users** who conduct their programs outside the Steinbach Cultural Arts Centre.

- ◆ **Associate Member**

A group/Individual outside the Steinbach Arts Council, wanting to be associated with the Steinbach Arts Council to receive the above benefits of membership. Associate members will receive 2 votes per organization.

- ◆ **Corporate Members**

Business/Corporations shall receive VIP invitation to annual Gala dinner fundraiser, all benefits listed above, discount on purchase of up to 8 season tickets and name/company posted on donor wall.

ARTICLE 4. MEMBERSHIP FEES

Members will be required to pay annual fees as may from time to time be determined by the Board of Directors.

ARTICLE 5. STRUCTURE OF THE BOARD

The governing body of the Council shall be a Board of Directors, numbering a maximum of fourteen, and shall include a President, Past-President, Vice-President, Treasurer, Secretary, such other Board Members as will encourage equitable Regional representation, and may include members-at-large.

The Executive will consist of the President, Vice- President, Past-President, Treasurer and Secretary.

ARTICLE 6. ELIGIBILITY OF BOARD MEMBERS

- a) In order to be eligible for membership on the Board of Directors, an individual must be affiliated with a community arts organization or be a member-at-large.
- b) Any nomination of the Board shall be consented to by the nominee.
- c) The Board of Directors shall be elected to serve a position for a 2 or 3 year term. No member of the Board shall serve for more than 2 consecutive terms.

ARTICLE 7. ELECTION OF THE BOARD

The following are the procedures to be followed with respect to election to the Board of Directors.

- a) The Board shall establish annually, a standing nominating committee.
- b) The election of Board Members shall be conducted at the Annual General Meeting.
- c) Nominations shall be forwarded to the nominating committee no later than two weeks prior to the Annual General Meeting.
- d) Additional nominations may be made from the floor of the Annual General Meeting.
- e) The election of the Officers of the Board shall be conducted at the first seasons Board meeting following the Annual General Meeting in the order in which they are listed in Article 5.
- f) Notwithstanding the normal election procedures for Board Members, VA Committee and Steinbach Cultural Arts Advisory Committee shall each appoint on a yearly basis, a representative to sit on the Arts Council as a Board Member with full membership privileges.
- g) The Board may appoint additional directors throughout the year should the need arise, subject to Article 5.

ARTICLE 8. DUTIES OF THE OFFICERS

The duties of the officers of the Council are as follows:

- a) **Past President**
 - Shall act as a resource to the President and Board of Directors.

- b) **President**
 - Shall preside at all meetings of the Board, appoint members to such committees as shall from time to time be established and shall, in addition, preside at all meetings of the membership.
 - President shall have signing authority.
- c) **Vice-President**
 - Shall perform all the functions of the President in the absence of the President.
 - Shall be designated as one of the signing officers.
- d) **Finance Chair**
 - Shall oversee all financial records and transactions of the Council, the Council's budget and annual audited statements, and shall submit a written report to the Board at each Board meeting.
 - Shall review and make recommendations in relation to the organization's finances, and shall report to the Board and membership at regular meetings and the Annual General Meeting.
 - Shall be designated as one of the signing officers.
- e) **Secretary**
 - Shall record all notes and minutes of proceedings of the Board of Directors and of the Council.
 - Shall be designated as one of the signing officers.

ARTICLE 9. VACATING POSITIONS ON THE BOARD

A position on the Board must be automatically vacated:

- a) If written notice of resignation is submitted to the Board.
- b) If a Board Member is absent for three consecutive meetings without due notice.

ARTICLE 10. APPOINTMENT OF EXECUTIVE DIRECTOR

The Board shall have the authority to appoint an Executive Director who shall act as the Chief Executive Officer of the Council and hire staff as directed by the Board within the confines of the budget provided.

ARTICLE 11. MEETINGS-GENERAL MEMBERSHIP/

ANNUAL GENERAL MEETING

- a) The president shall call the Annual General Meeting of the Council each year **twenty-one (21)** days of the end of the fiscal year.
- b) Special meetings of the membership maybe called at any time by the President, by a majority of the Board of Directors, or by a minimum of one- quarter of the total membership.
- c) Notice to Reader for the preceding fiscal year shall be presented at the Annual General Meeting.

**ARTICLE 12. QUORUM-GENERAL MEMBERSHIP MEETINGS/
ANNUAL GENERAL MEETING**

A Quorum of the membership should consist of 5 members.

ARTICLE 13. MEETINGS-BOARD OF DIRECTORS

The requirements for meetings of the Board of Directors are as follows:

- a) The Board of Directors shall meet at least four (4) times annually.
- b) A meeting may be called at any time by the President subject to the notice of provisions contained in Article 13d.
- c) A meeting shall be called when any three Directors give notice in writing, to the Secretary, of their intent of such a meeting, subject to the notice of provisions of such a meeting.
- d) Notice of a meeting of the Board shall be given on the instruction of the President, Vice-President or at the request of three Directors by telephone or fax no less than seven (7) days prior to a Board meeting or three days (3) prior to an emergency meeting. The agenda shall be mailed seven (7) days prior to a regular meeting or faxed no less than five (5) days prior to meetings.
- e) In all meetings of the Board a majority vote shall govern, with the Chairperson voting only in the event of an equality of votes.

ARTICLE 14. QUORUM-BOARD OF DIRECTORS MEETINGS

Two (2) Executive Officers and three (3) members of the Board shall constitute a quorum for a meeting of the Board.

ARTICLE 15. FISCAL YEAR

The fiscal year of the Council shall be from the first day of June to the thirty-first day of May.

Steinbach Arts Council Incorporated

Article 1 - Name

This document shall be the By-Law of the Steinbach Arts Council which shall be called the "Corporation".

Article 2 - Definitions and Interpretation

In this By-Law and all other By-Laws and resolutions of the Corporation unless context requires otherwise the singular includes the plural, the masculine includes the feminine.

In this By-Law:

"Board" means the Board of Directors

"Director" means an individual duly elected to the Board of Directors

"Executive Director" means the senior staff person in charge of operations of the Corporation

"Quorum" means the number of persons who must be present at a meeting before business may be transacted.

Article 3 - Head Office

The Corporation's head office shall be in the City of Steinbach, in the Province of Manitoba, at a location determined by the Board.

Article 4 – Mandate and Objects

The mandate of the Corporation is to:

Provide an umbrella organization over all arts organizations in the community for the purpose of developing the arts. Specifically, the Corporation is to:

- a) Encourage, assist and support the development of community arts and arts organizations;
- b) Provide resources and professional development opportunities to community arts organizations and local artists;
- c) Assist community arts organizations in the clarification of their objectives and purposes; offer assistance to achieve these objectives;
- d) Act as a liaison among community arts organizations;
- e) Assist in the exchange and communication of concepts and ideas among community arts organizations and artists;

- f) Support and represent community arts organizations as a collective in presentations to municipal, provincial and federal governments;
- g) Support and promote community arts organizations and artists through liaison with government departments and agencies;
- h) Maintain liaison with related charitable agencies, municipal and provincial organizations and corporate agencies;
- i) Coordinate conferences, workshops and seminars that offer a forum for the presentation and exchange of ideas related to the community;
- j) Communicate with related charitable arts agencies, municipal and provincial organizations regarding funding; and
- k) Communicate with other arts councils through organizations at the provincial and national level.

Article 5 – Membership

5.1 Eligibility for Membership

Individuals, organizations or corporations who have an interest in the Corporation may apply for membership. Membership in the Corporation is required to participate in the Corporation's activities. There are three categories of membership. Members are entitled to receive benefits as outlined in these By-Laws and as identified by the Board of Directors from time to time.

- a) Family and Individual Member Benefits
 - i) Subscription newsletter
 - ii) Reduced rental rates
 - iii) Discounts by local merchants
 - iv) Voting privileges at meetings of members
- b) Affiliate Member Benefits
 - i) All benefits of family and individual members
 - ii) Two (2) votes per organization at meetings of members
- c) Corporate Members
 - i) All benefits of Affiliate Members
 - ii) VIP invitation to annual Gala Fundraiser
 - iii) Discount on up to eight (8) season tickets
 - iv) Name and company recognition on Donor Wall

5.2 Term of Membership

Membership shall be for a term of one year.

5.3 Membership Fees

Annual fees will be set by the Board of Directors from time to time.

5.4 Application for Membership

- i) Any individual, organization or corporation that subscribes to the Corporation's objectives may apply for membership.
- ii) Any individual, organization or corporation that participates in the Corporation's programs automatically becomes a member.
- iii) The Board of Directors reserves the right to refuse or revoke a membership.
- iv) All members in good standing at the date of the AGM will be entitled to vote.

5.5 Termination of Membership

a) An individual shall cease to be a member of the Corporation:

- i) By mailing or delivering notice to the head office
- ii) Death of the member
- iii) Upon being revoked by the Board
- iv) At the end of their membership term

b) A corporation or affiliate member shall cease to be a member of the Corporation:

- i) By mailing or delivering notice to the head office
- ii) Upon being revoked by the Board
- iii) At the end of their membership term

A membership can be revoked by a majority vote of the Board at any regular Board meeting. No member may have their membership revoked without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at a meeting called for that purpose.

5.6 Rights and Obligations of Members

Every member in good standing is entitled to:

- i) Attend any Annual General Meeting or special meeting of members
- ii) Vote at any Annual General Meeting or special meeting of members

- iii) Be elected to the Board
- iv) Be a member of and participate in committees; and
- v) Exercise other rights and privileges given to members in this By-Law.

Article 6 - Meetings of Members

The Annual General Meeting or other meetings of members may be held in person or by means of a telephonic, electronic, video-conferencing or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.1 Annual General Meeting

There shall be an Annual General Meeting to be within six (6) months following the end of the fiscal year. At each annual meeting of the Corporation, the following items of business shall be dealt with:

- i) Adoption and approval of minutes of the preceding Annual General Meeting;
- ii) Consideration of the Annual Report of the Board;
- iii) Consideration of the financial statements, balance sheets, operating statements and the report of auditors;
- iv) Election of Directors;
- v) Appointment of auditors; and
- vi) Such other business as may properly come before the meeting.

Members may submit resolutions for consideration at the Annual General Meeting of the Corporation by sending these resolutions in writing to the Secretary thirty (30) days preceding the annual meeting. These resolutions will be placed on the agenda of the annual meeting.

6.2 Special Meetings

Special meetings of the Corporation may be called anytime by the Board or by a petition signed by 25% of the members.

6.3 Notice for Membership Meetings

Notice of special meetings and of the Annual General Meeting shall be given in writing not less than 21 days before the meeting, to each member who is entitled to attend the meeting. Such notice shall state the date, place and time of the meeting and in the case of a special meeting shall state the nature of the business to be transacted. The business of the special meeting will be restricted to the stated purpose.

6.4 Quorum for Membership Meetings

A quorum at any meeting of members shall be no less than five (5) members.

6.5 Voting at Membership Meetings

- i) Every member shall have one (1) vote or in the case of a corporate or affiliate membership, two (2) votes. There shall be no provision for a proxy vote.
- ii) A simple majority of members present (50% plus 1) is required to pass a motion.
- iii) In the case of an equal vote, the Chair will have the ability to break the tie.
- iv) Voting shall be by show of hands unless a secret ballot is requested. In such cases the Chair may set the time, place and method for a secret ballot vote.

Article 7 - Board of Directors

7.1 The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall carry out their authority within the Corporation's Act and these By-Laws. The Board of Directors may prescribe policies not inconsistent with these By-Laws relating to the management and operation of the Corporation.

7.2 Composition of the Board

The Board shall consist of not less than four (4) and not more than fourteen (14) Directors. The Board of Directors will determine the number of seats to be filled annually.

7.3 Eligibility for the Board

Each Director shall:

- i) Be at least eighteen (18) years of age;
- ii) Not be an undischarged bankrupt;
- iii) Be a member of the Corporation;
- iv) Not hold a paid position with the Corporation;
- v) Not be a member of the immediate family of an employee of the Corporation; and
- vi) Be interested in furthering the mandate of the Corporation.

7.4 Selection of Directors

- i) The Board of Directors shall establish a Nominating Committee.
- ii) The Committee will select a list of persons meeting the qualifications required of a Director and obtain each nominee's consent to stand, and agreement to serve.
- iii) Any member of the Corporation may nominate persons meeting the qualifications required of a Director by forwarding the nomination, in writing, signed by ten (10) members and including the nominee's written consent to stand, and agreement to serve to the nominating committee by thirty (30) days preceding the Annual General Meeting. Any such nomination will be included in the report of the Nominating Committee and will signal an election of Directors by written ballot of individuals as opposed to a slate of candidates.
- iv) The Board of Directors may appoint additional directors throughout the year should the need arise, subject to Articles 7.3, 7.5 and 7.6(iv).

7.5 Vacancy on the Board

The office of Director shall be vacated if:

- i) A Director submits a written resignation to the Chair;
- ii) A Director ceases to be a member of the Corporation;
- iii) A Director's term of office has been completed;
- iv) A Director dies;
- v) A Director misses three (3) consecutive meetings without proper notice; or
- vi) At a special meeting of the Board, a resolution is passed by 2/3 of the Directors present at the meeting to remove the Director from office for just cause, provided notice of the motion to remove the Director is given in writing to all Directors at least 21 days before the special meeting at which such a vote is to be held.

Vacancies on the Board, however caused may be filled by the Board from among the qualified members of the Corporation, until the next general meeting of members at which the Directors for the ensuing term are elected.

7.6 Terms of Office for Directors

- i) The Directors elected at the first Membership Meeting at which these by-laws come into force and effect shall hold office for a term, designated by the Board in the notice calling for nominations of one (1) or two (2) years commencing at the end of the annual meeting at which they were elected and expiring at the end of the first or second annual meeting after such meeting as the case may be.

- ii)** Upon expiry of the initial terms, Directors shall be elected by the Members for two (2) year terms calculated from the date of the meeting at which the Director was first elected under the previous or these By-Laws.
- iii)** Directors may serve for up to four (4) consecutive terms of office and may then be eligible for re-election to the Board after an absence of one year. The calculation of four (4) consecutive terms will begin with the Director's election under these By-Laws and any previous By-Laws of the Corporation.
- iv)** Where an appointment is made by the Board to fill a vacancy under Clause 7.5, that appointee will serve until the next Annual General Meeting. The Appointee would be eligible for re-election or reappointment for an additional term at the next AGM.

Upon the end of their term of office a Director must return all books, papers and other property belonging to the Corporation to the Executive Director.

7.7 Board Meetings

- i) The Board of Directors shall meet at least four (4) times annually. A meeting may be called at any time by the Chair subject to the notice of provisions contained in 7.7 (iii)
- ii) A meeting may also be called when any three (3) Directors give notice in writing, to the Secretary, of their intent of such a meeting, subject to the notice of provisions of 7.7 (ii)
- iii) Notice of a meeting of the board of Directors shall be given on the instruction of the Chair, Vice-Chair or at the request of three (3) Directors by email or telephone no less than seven (7) days prior to a Board meeting or three days (3) prior to an emergency meeting. The agenda shall be emailed at least seven (7) days prior to a Board meeting or two (2) days prior to an emergency meeting.
- iv) Regular or special board meetings may be held in person or by means of a telephonic, electronic, video-conferencing or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- v) A Director may participate in a Board meeting by telephonic, electronic or other communication facility that permits all participating Directors to communicate adequately with each other during the Board Meeting and a Director participating by such means is deemed to be present at the Board Meeting and is thus entitled to vote at that Board Meeting as if such Director was present in person.

7.8 Quorum at Board Meetings

At all Board meetings, a quorum for the transaction of business shall be constituted by the attendance in person or by other electronic means as defined in 7.7 (v) of not less than two (2) executive officers and two (2) additional Directors.

7.9 Voting at Board Meetings

- i) Each Director shall be entitled to one vote.
- ii) At all meetings of the Board, every question shall be decided by majority vote which is equal to 50% plus one of those present at the meeting.
- iii) In case of an equal vote, the Chair shall be entitled to cast a deciding vote, otherwise the motion shall be lost.
- iv) There shall be no provision for proxy voting.
- v) Decisions of the Board shall be arrived at by a show of hands or other method agreed-upon unless a secret ballot is requested by any Director.

7.10 Duties of Board

Every Director of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Directors represent the membership of the Corporation and are directly accountable to this membership to act in the best interests of the Corporation. In addition, the Directors have a general duty of trust to all stakeholders of the corporation and to the general public.

7.11 Limitations on Powers of Individual Board Members

No individual Directors shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this By-Law or by resolution of the Board. No individual Directors shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this By-Law or by resolution of the Board.

Article 8 - Executive Officers

The Officers of the Corporation are the Past Chair, Chair, Vice-Chair, Finance Chair and Secretary. These officers comprise the Executive Committee.

- a) Past Chair
 - i) Acts as a resource to the Chair and the Board of Directors
- b) Chair
 - i) Presides at all meetings of the Board
 - ii) Appoints members to committees
 - iii) Presides at meetings of the membership
 - iv) Is a signing authority for the Corporation
- c) Vice-Chair
 - i) Performs the functions of the Chair in their absence
 - ii) Is a signing authority for the Corporation
- d) Finance Chair
 - i) Oversees all financial records and transactions of the Corporation including the Corporation's budget and annual audited statements
 - ii) Submits a written report to the Board of Directors at each meeting
 - iii) Reviews and makes recommendations in relation to the organization's finances and shall report to the Board and membership at regular meetings and the Annual General Meeting
 - iv) Is a signing authority for the Corporation
- e) Secretary
 - i) Records all notes and minutes of the proceedings of the Board of Directors
 - ii) Is a signing authority for the Corporation

8.1 Selection

The Board shall annually, or as often as may be required, elect a Chair, Vice-Chair, Finance Chair and Secretary from among its Directors.

8.2 Term of Office

The officers shall be elected from among the directors at the first meeting of the board immediately following the completion of the annual meeting. All Officers shall be elected for a one (1) year term. Officers can serve a maximum of two (2) terms in one position.

An officer may resign at any time by delivering a written resignation to the Corporation.

Article 9 - Standing Committees

The Board shall establish the following standing committees:

- i) Nominating
- ii) Human Resource
- iii) Governance
- iv) Finance

Each committee shall be chaired by a Director who shall report regularly to the Board.

Article 10 - Special Committees

The Board may establish special committees as it sees fit. Each committee shall be chaired by a Director who shall report regularly to the Board.

Article 11 - Appointment of Executive Director

The Board of Directors shall have the authority to appoint an Executive Director who shall act as the Chief Executive Officer of the Corporation.

The Board of Directors shall appoint and establish the conditions of employment for the Executive Director. The Board will delegate to them full authority to manage and direct the business and affairs of the Corporation including, without limitation, the exclusive authority to hire, manage and terminate staff employed by the Corporation.

The Executive Director shall attend all meetings of the Board and its committees and participate in discussions with the exception of in-camera meetings. The Executive Director is not a Director and shall have no voting rights.

Article 12 - Indemnification

Subject to the limitations contained in the Corporations Act of Manitoba, every Director or Officer of the Corporation or other person who has undertaken any liability on behalf of the organization and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless out of the funds of the organization from and against. All costs, charges and expenses whatsoever which such Director or Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his own willful neglect.

Article 13 - Finances and Administration

13.1 Fiscal Year

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1st) day of June and end on the thirty-first (31st) day of May in each year.

13.2 Execution of Contracts, etc.

The Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents, cheques, and instruments in writing or by electronic means, generally or to sign specific contracts, documents or instruments in writing.

13.3 Investment Authority

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board may deem desirable.

13.4 Records and Books

The Board shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept. Correct books of account of the activities and transactions of the Corporation shall be kept in the office of the Corporation. The books and records shall be open to inspection by members at reasonable times and upon reasonable notice to the office.

13.5 Audit of Accounts

There must be an audit of the books, accounts and records of the Corporation annually by a qualified auditor appointed each year at the Annual General Meeting. The financial records shall be handed over at the end of each fiscal year. The audited financial report shall then be presented at the Annual General Meeting.

Article 14 - Amendment or Repeal of By-Law

The Board shall review this by-law at least every five (5) years. This By-Law may be amended or repealed at any meeting of members by a two-thirds majority vote of the members present, where appropriate notice detailing the changes to the By-Law has been given in writing to the membership at least 21 days in advance. Such notice shall outline the general nature and intent of such proposed By-Law changes. Such notice is not required where unanimous approval is given by the members attending the meeting to waive provision of written notice.

Article 15 - Winding up or Dissolution

It is the unalterable provision of these By-Laws that members of the Corporation shall have no interest in the property and assets of the organization; and that upon dissolution or winding-up of the Corporation, any funds and assets of the Corporation remaining after satisfaction of its debts and liabilities, shall be distributed as per the requirements of the Income Tax Act of Canada as it pertains to Registered Charities and other regulations in effect at the time.

Adopted at the Annual General Meeting of the corporation held on _____

Signing Officer (1): _____

Signing Officer (2): _____