

Bylaws relating generally to the conduct of the affairs of

Manitoba Schizophrenia Society (MSS)

(the “Society”)

BE IT ENACTED as the Bylaws of the Society as follows:

SECTION 1 – General

1.01 Definition

In these Bylaws of the Society, unless the context otherwise requires:

“**MSS**” means the Manitoba Schizophrenia Society, incorporated under the *Canada Not-for-Profit Corporations Act* S.C. 2009, c. 2, July 14, 1981 and named the Manitoba Schizophrenia Society (MSS)

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;

“**Board**” means the Board of Directors of the Society and “**Director**” means a member of the Board;

“**Bylaws**” means these Bylaws and any other Bylaws of the Society as amended and which are, from time to time, in force and effect;

“**Chief Executive Officer (CEO)**” means the Board appointed person who manages the business and affairs of the Society, save for those matters and duties as by law must be transacted or performed by the Board.

“**Society**” means the Manitoba Schizophrenia Society (MSS);

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“proposal” means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Staff/Employees” means all persons employed by MSS to perform such duties as the Board determines on behalf of MSS;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

1.02 Office

The head office of the Society shall be at such place in the Province of Manitoba as the CEO of the organization may decide.

1.03 Interpretation

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions or to explain the effect of any such terms or provisions.

1.04 Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Society. The corporate seal shall be kept at the location prescribed from time to time by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by the President, or the Vice-President and by the Secretary, or the Treasurer of the Society. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the

corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, Bylaws or other document of the Society to be a true copy thereof.

1.06 Fiscal Year

Unless otherwise ordered by the Board, the financial year end of the Society shall commence on the first day of April and terminate on the 31st of March in any year.

1.07 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company or other firm or Society carrying on a banking business in Canada or elsewhere as the Board of Director 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 the Society and/or other persons as the Board of Director may by resolution from time to time designate, direct or authorize.

1.08 Signing Authority on Cheques

Cheques shall be endorsed by any two (2) of the following: the President, the Treasurer, the CEO or the Director of Peer 2 Peer Connections and any other person designated by the Board. Such authority will be given from time to time by resolution of the Board.

1.09 Borrowing Powers

Whenever there is a delay or deficiency in the receipt of funds required by the Society for the purpose of continuing day-to-day operations of established programs and affairs, then the Society may borrow money in such manner and by such means as the Board deems fit.

However, in no case shall money be borrowed unless each of the following requirements is met:

- a. No fewer than fourteen (14) days prior to the proposed meeting to discuss the resolution, written notice is sent to each Director advising the time, date and place of the meeting and advising that a resolution to borrow money will be proposed.
- b. The resolution receives the approval of no less than two-thirds (2/3) of the Director present and eligible to vote.

1.10 Limitations

The amount of money borrowed in any manner to cover deficiencies in operations shall not exceed three (3) times the average monthly expenditure of the six (6) months immediately proceeding the month in which the resolution to borrow has been presented.

1.11 Auditors

An auditor, being a qualified accountant, (CA, CGA, CMA) shall be appointed for the coming fiscal year at each annual meeting of the Society.

1.12 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Directors, publish a notice stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and on the website.

SECTION 2 – Membership

2.01 Membership Conditions

The Directors, from their election and throughout their terms of office, shall be deemed Members of the Society.

SECTION 3 – Directors

3.01 Governance of the Society

The Board of Directors shall govern the affairs of the Society. The Board shall employ a CEO to manage the Society under the direction and supervision of the Board. Supervision is defined as monitoring and evaluating the performance of the CEO.

3.02 Powers and Duties of the Board of Directors

In accordance with the Corporations Act, the Board is vested with the powers of the Society. The powers and duties of the Board shall include:

- a. Determine and comply with policy within the limits prescribed by the stated objects of the Society.
- b. Determine, support and comply with the Vision, Mission and Values of the Society, including areas of service delivery, programs and all governing policies.
- c. Select, employ and evaluate the CEO.
- d. Review, approve and monitor the annual budget of the Society.
- e. Act honestly and in the best interest of the Society.
- f. Evaluate itself annually and act on recommendations.

3.03 Conflict of Interest

It shall be the duty of all Directors of the Society who are in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Society and who are present at any meeting of the Society where the contract is discussed and who have the authority to vote on that contract to declare their interest to the extent, in the manner and at the time required by the Act.

3.04 Number of Directors

The Board shall consist of a minimum of seven (7) Directors and a maximum of thirteen (13) Directors. Three (3) of these Directors will be regional representatives; if possible.

3.05 Qualifications of Directors

Directors of the Society shall be:

- individuals who are at least eighteen (18) years of age and declare that they have been, or currently are, the recipients of mental health services, or
- family members of those who have been, or currently are, the recipients of mental health services; and
- who are willing to support the goals and objectives of the Society.

The following persons are not eligible to become a Director the Society:

- a) anyone who has been declared incapable by a court in Canada or in another country; and
- b) a person who is bankrupt.

3.06 Term of Office of Directors

The Directors shall be elected to hold office for a term of two (2) years.

3.07 Election of Directors

Directors will be staggered, so as to ensure that half the Directors will be voted in one year and half the Board will be voted in the following year.

The Nominating Committee shall consist of a minimum of three (3) Directors appointed by the Board.

The Nominating Committee shall:

- a. Seek nominees for positions on the Board of Directors for election of Directors by the outgoing Board, in accordance with established Society procedures.
- b. Prepare a slate of nominees for vacant Director positions.
- c. Arranging for elections in accordance with the Bylaws.

A written authorization by any person nominated allowing their name to stand as well as a statement of background and qualifications must be received by the Nominating Committee no fewer than four (4) days prior to the Annual General Meeting.

A vote will take place at the Annual General Meeting by show of hands; unless a secret ballot is requested.

3.08 Re-election of Directors

Directors may stand for re-election at the end of their term provided that no person shall serve more than three (3) consecutive complete or partial terms of office as a member of the Board. This term limit may be waived by a vote of the Board.

3.09 Consent of Director

An individual who is elected or appointed to hold office as a Director is deemed a Director if:

- a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office as a Director; or
- b) the individual was not present at the meeting when the election or appointment took place and
 - i) consented to hold office as a Director in writing before the election or appointment or within the prescribed period, or
 - ii) has acted as a Director after the election or appointment.

3.10 Ceasing to hold office

A Director of the Society ceases to hold office when:

- a. the Director is deceased;

- b. the Director resigns;
- c. the Director is removed in accordance with Section 130 (Removal of Director) of the Act;
- d. the Director becomes disqualified under Section 3.05 of these Bylaws;
- e. the Director fails to attend three (3) consecutive Board meetings and the Board has determined in their absolute discretion that such absence was unreasonable;
- f. the Director, as deemed by the Board Executive, engaged in activity that put the Society or the public at risk; or
- g. the Director, if acting in her or his capacity as a member of the Board, participates in any activity that the Board has decided not to support.

A resignation of a Director becomes effective at the time a written resignation is sent to the President or at the time specified in the resignation, whichever is later.

Where a Director has ceased to hold office, and should there be a position on the Board which is vacant, and provided that she or he otherwise meets the eligibility requirements established in these Bylaws, such person may stand for reelection by the voting general members after a six (6) month period. This period of time may be reduced at the discretion of the Board.

To remove or suspend a Director for reasons stated in 3.10 of these bylaws, the Board must have a resolution at a Board meeting calling for the Director's removal or suspension and attain approval of two-thirds (2/3) of the Directors present and eligible to vote.

3.11 Vacancies

Vacancies on the Board may, so long as a quorum of Board members remain in office, be filled in the manner hereinafter set out:

- a) Vacancies among all officers except the president shall be filled by appointment by the Board of a then incumbent Board member.
- b) Vacancy on the office of the president shall be filled by the vice-president for the remainder of that term.
- c) A vacancy among those Directors elected at large at the annual meeting shall be filled by appointment by the Board.

- d) A vacancy among those Director who were not elected at the annual meeting shall be filled in the same way as that incumbent's position was originally filled.

3.12 Leave of Absence

The Board may approve a leave of absence for a member of the Board, provided that only one (1) member will be on leave of absence at any one time. A leave of absence does not constitute grounds for loss of office. The temporary vacancy on the Board will not be filled and such Director of the Board will resume her or his position on her or his return. If an officer of the Society is on leave of absence, and that leads to less than the minimum number of Director, that position may be filled on a temporary basis by another Director appointed or elected by the Board.

3.13 Lack of Quorum

If vacancies on the Board number such that there is a not a quorum of Directors remaining, the remaining Board members shall forthwith call a special general meeting to fill the vacancies.

3.14 Remuneration

The members of the Board shall receive no remuneration for acting as such. Board members will be reimbursed for reasonable expenses incurred while acting as such according to a policy established by the Board.

3.15 Chief Executive Officer (CEO)

The Board shall appoint a CEO.

The CEO of the Society shall be responsible solely to the Board. The Board shall delegate to the CEO full authority to manage the business and affairs of the Society, save for those matters and duties as by law must be transacted or performed by the Board. The CEO shall:

- a. Present to the Board Executive and to the Board an annual operating budget showing the expected revenue and expenses as required by the Society.
- b. Submit regularly to the Board or its authorized committees periodic reports showing the Society's activities.
- c. At all reasonable times, provide to the Directors any and all information they may require regarding the affairs of the Society.
- d. Conform to all lawful orders given by the Board of Directors.
- e. Employ and discharge agents and employees of the Society.
- f. Perform any other duty that may be necessary in the best interests of the Society.

The CEO shall serve as a non-voting Director on the Board.

The Board will carry out or cause to carry out yearly performance evaluations of the CEO.

Unless otherwise stipulated in these Bylaws, if an individual Director makes an extraordinary request for information or records, the President must confirm, or deny that request.

SECTION 4 – Meeting of Directors

4.01 Annual General Meeting

There shall be an annual general meeting of members of the Society for the purpose of electing the Board of Directors, to hear and to approve the auditor's report, to appoint an auditor for the coming year, to carry out any other requirements as laid out in the Act and to carry out any other business set out in the notice of meeting.

In accordance with the Act, the Directors of the Society shall call an annual meeting of members not later than three (3) months after the financial statements of the Society's are received by the Board.

4.02 First Meeting of Each Newly Elected Board of Directors

Provided a quorum of the Board is present, each newly elected Board may without notice hold its first meeting immediately following the annual general meeting at which such Board is elected. If this is not possible, a time and place agreeable to the majority of the newly elected Board will be chosen.

The Directors present at such a meeting and constituting a quorum for the transaction of business shall decide in principle how meetings of the Board will be chaired.

4.03 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Board, the President of the Board or at the written direction of any two (2) Directors of the Board.

Meetings of the Board shall be held at a time and place agreed to by the Board, or failing agreement, at such time and place as may be appointed by the President of the Society.

4.04 Notice of Meetings of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of these Bylaws to every Director

of the Society not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none 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 these Bylaws 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.05 Regular Meetings of the Board of Directors

The Board will hold a minimum of six (6) Board meetings 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 of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.06 Participation by Electronic Means at Board's Meetings

A Director may participate in a meeting of Directors or of a committee by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

4.07 Conduct of Meetings of the Board of Directors

Directors, as duly elected or appointed representatives of the Society, have the sole and exclusive right to vote at all Board meetings at which they are present. The voting rights of all Directors shall be equal.

The Board has the authority to conduct business by resolution via email instead of holding a meeting of the Board, with each resolution passed becoming effective after it is voted by all Directors, except where the requirements of the Act require that a meeting be held.

4.08 Minutes of Meetings

The approved minutes of all Board meetings shall be available to all Directors of the Society, and a copy of each set of minutes shall be issued to each Director within seven (7) days of the meeting. All changes to the Directors of the Board shall be noted in the minutes of the meeting of the Board. Minutes will be posted to the website; except for any confidential business as determined by the Board at each meeting.

SECTION 5 – Committees

5.01 Committees of the Board of Directors

The Board may from time to time by resolution appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

Any such committee may but need not include Directors of the Board. Unless otherwise provided, the President shall be an ex-officio member of all committees. The objectives and the operation of each committee shall be governed by the resolution which created the committee.

All committee members shall hold their offices at the will of the Board.

5.02 Standing Committees

The Board shall appoint such standing committees as may be necessary for the achievement of the organization's goals. The terms of reference of any such committees shall be approved by the Board.

5.03 Nominations Committee

The nominating committee shall consist of at least three members, two of whom shall be Directors. Each member of the committee shall serve for a term of one year and may be re-appointed for an additional term. The committee will be appointed by the Board. The CEO shall be a consultant to the Nominations Committee.

5.04 Accountability

Committees shall be accountable to the Board. All committee recommendations affecting the administration or services of the Society shall be subject to the approval of the Board, except as otherwise provided in these Bylaws.

Each committee shall designate a chair, who shall provide the Board with periodic reports respecting the implementation of the committee's objectives. Any change in the objectives or the operation of the committee shall be subject to the further approval of the Board. Attendance at committee meetings is limited to members of the committee and invited guests.

5.05 Decision Making

The work of committees shall be undertaken in a non-hierarchical fashion, with emphasis on skill sharing and training.

5.06 Calling of Committee Meetings

Each committee shall hold regular meetings at a time and place agreed to by the majority of the members of the committee. All reasonable efforts must be made to provide notice of meeting to all members of the committee.

5.07 Minutes of Meetings

The approved minutes of Board designated committees shall be available to all members of the committee and all Directors of the Board. These minutes may also be available to the public at the discretion of the Board.

5.08 Remuneration of Committee Members

The members of a committee shall receive no remuneration for acting as such. However, committee members will be reimbursed for out-of-pocket expenses incurred while acting as a member of a committee according to a policy established by the Board.

5.09 Executive Committee

There shall be an Executive Committee composed of three or more Directors or Officers of the Society who shall be appointed by the Board. The Executive Committee shall exercise such powers as are authorized by the Board. Any member of the Executive Committee may be removed by a majority vote of the Board of Directors.

Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, via email or phone, to each member of the Committee. A quorum for the transaction of business at a meeting of the Executive Committee shall consist of a majority of the members of the Executive Committee.

Decisions and recommendations made by the executive committee will be reported at the next meeting of the Board.

SECTION 6 – Officers

6.01 Appointment of Officers

The Board shall elect or appoint officers from amongst their number at the first meeting of the Board following each annual election of the Board, provided that in default of such an election the then incumbents being Directors of the Board shall hold office until their successors are duly elected. Officers of the Society must be duly elected or appointed Directors of the Board. The Board shall specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society.

Two or more offices may be held by the same person, except for the positions of President and Vice-President. The Board may elect or appoint officers as it considers necessary. All Officers shall have, in addition to those responsibilities set out in these Bylaws, the authority to perform the duties from time to time prescribed by the Board. In the event an officer resigns or is removed, the Board must elect or appoint a Director to fill that position by the end of the next Board meeting.

6.02 Description of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Society, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President** – The President shall ensure that all orders and resolutions of the Board are carried into effect. Furthermore, the President shall generally review and approve the overall operation of the affairs of the Society. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all Bylaws. The President may delegate all or any part of these responsibilities when necessary, with the consent of the Board.
- b) **Vice-President** – The Vice President shall in the absence or inability of the President, or at the direction of the President, or by resolution of the Board, perform the duties and exercise the powers of the President.

In the absence or inability of the President and the Vice President, the Board may appoint another member of the Board as they by resolution select, to perform the duties and exercise the powers of the President. The absence or inability of the President and/or the Vice-President shall be presumed with reference thereto.

- c) **Secretary** – The Secretary shall keep, or cause to be kept, the corporate seal and all legal papers, records, correspondence, contracts and other documents of the Society.

The Secretary shall keep, or cause to be kept, a record of the proceedings and transactions of all meetings of the Society, including but not limited to meetings of the Board and meetings of committees.

The Secretary shall give, or cause to be given, as and when instructed, all notices required to be given to the Directors and others, pursuant to the Act and these Bylaws.

- d) **Treasurer** - The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Society and proper books of accounts, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Society in such banks, trust companies or other financial depositories as designated from time to time by the Board.

The Treasurer shall disburse, or cause to be disbursed, the funds of the Society under the direction of the Board, taking proper vouchers therefore and shall render to the Board, at regular meetings thereof or whenever required, an account of all the transactions of the Society and of the financial position of the Society.

The powers and duties of all other officers of the Society 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.

6.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Society by ordinary resolution of the Board. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- d) such officer's death.

If the office of any officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

6.04 Remuneration

Officers shall receive no remuneration for acting as such. Officers will be reimbursed for reasonable expenses incurred while acting as such according to a policy established by the Board.

SECTION 7 – Protection of Directors and Officers

7.01 Limitation of Liability

No Director of the Society shall be liable for the acts, receipts, neglects or defaults of any other Directors, or any officer, employee or volunteer of the Society, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board, for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, including any person, firm with whom or which any of the monies, securities or effects of the Society shall be lodged or deposited, or for any loss occasioned by an error of judgment or oversight on her or his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of her or his office or in relation thereto unless the same are occasioned by her or his own willful neglect or default.

7.02 Limitation of Liability

In accordance with Section 151 (Indemnification) of the Act, every member of the Board and officer of the Society and her or his heirs, executors and administrators and assigns respectively shall be indemnified, out of the funds of the Society from and against:

- a) all costs, charges and expenses whatsoever that such member of the Board or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his offices; and

- b) all other costs, charges and expenses that she or he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by her or his own willful neglect or default.

7.03 Liability Insurance

The Board shall purchase liability insurance and other such insurance as is deemed necessary to protect the right and interests of the Society and to indemnify the Society, its Directors and staff from any claims, damages, losses, or costs arising from or related to the affairs of the Society.

7.04 Validity of Actions

No act or proceeding of the Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of any Director.

7.05 Reliance on professionals by the Board

Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

SECTION 8 – Corporate Records

8.01 Proper Books of Account

The Society shall keep records and accounts as required by the Act and its Bylaws, including records of:

- a) all money received or spent by the Society, including when, where, how and by whom the money was spent or received;
- b) all sales and purchases by the Society;
- c) all assets and liabilities of the Society; and
- d) all other transactions affecting the financial position of the Society.

8.02 Records and Materials of the Society

All Society files, reading materials, videos, etc., are the property of the Society and must be left on the premises at all times unless otherwise provided in these Bylaws. Where it is necessary to remove files (under special circumstances), a request must be made to the Board and the prior written approval of the Board obtained, setting conditions for their release and return. Any material belonging to the Society's lending library may be borrowed under conditions designated by the Board.

Where a Director or staff member resigns, all files, reading material, and other records or documents belonging to the Society, as well as any keys issued to the individual, shall be returned.

Examination of the non-sensitive records and materials of the Society may be carried out in the office under terms and conditions established from time to time by the Board.

SECTION 9 – Contracts

9.01 Contracts

The officers of the Society and any person so authorized by the Board may enter into contracts on behalf of the Society.

The contracts required by law to be under seal, such as long-term leases and real estate transactions, may be made on behalf of the Society under the Society's seal.

Contracts not required to be under seal may be signed by any person authorized to enter into contracts on behalf of the Society. The person or persons so signing shall sign their names and write beside it "on behalf of MSS".

Verbal contracts not required under law to be under seal or in writing may be entered into by any person authorized to enter into contracts on behalf of the Society. The person or persons doing so shall make it clear that they are contracting on behalf of the Society.

9.02 Program Contracts

9.02.01 Request for Proposal

When a Request for Proposal is sourced, the CEO ascertains whether it is a fit with the vision and mission of the Society and presents it to the Board for approval to respond. Once approved, the Directors delegate responsibility for the response and signing of any contract to the CEO; as long as it is financially viable for the Society.

9.02.02 Continuation of Grant/Contract

As long as it is financially viable for the Society, the Directors delegate responsibility of the process of signing for a continuation of a grant/contract to the CEO.

SECTION 10 – Notices

10.01 Method of giving Notice

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

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 deemed to have been given when deposited in a post office or public letter box; 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 for dispatch. The secretary may change or cause to be changed the recorded address of any Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written, electronically signed or printed or partly written, stamped, type-written, electronically submitted or printed.

10.02 Invalidity of any Provisions of these Bylaws

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

10.03 Omissions and Errors

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

SECTION 11 – Dispute Resolution

11.01 Mediation and Arbitration

Disputes or controversies among Director, officers, committee members, employees, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of these Bylaws.

11.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Directors, officers, committee members, employees or volunteers of the Society arising out of or related to the articles or Bylaws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Directors,

officers, committee members, employees or volunteers of the Society as set out in the articles, Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) 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 Society) 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 in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) 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 arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon 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.
- d) 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 arbitrators.

SECTION 12 – Branches

12.01 Branches

The Society may establish branches in any region in the Province of Manitoba.

SECTION 13 – Dissolution

13.01 Process

It is the unalterable provision of this bylaw that Directors of this organization shall have no interest in the property and assets of the organization; and that upon dissolution or winding up of the organization, any funds and assets of the organization remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization in the area whose objects most closely accord with those of this organization as determined by its Directors at dissolution.

SECTION 14 – Parliamentary Authority

14.01 Meeting Rules

The parliamentary authority for all meetings of the Society shall be Robert's Rules of Order, Revised.

SECTION 15 – Amendments to Bylaws

15.01 Amendments to Bylaws

These bylaws may be amended by two-third (2/3) vote of Directors of the Society. Full details of the proposed amendments shall be sent out with the notice of the meeting at which the proposed amendment(s) will be considered.

15.02 Reviewing Bylaws

It shall be the duty and responsibility of the Board of Directors to at all times be aware of and guided by the content of the Society's Bylaws, and to review the Bylaws at least every four (4) years.

They may be reviewed sooner if required.

15.03 Effective Date

Subject to matters requiring a special resolution, these Bylaws shall be effective when made by the Board.

CERTIFIED to be Bylaws No. ??? of the Society, as enacted by the President of the Society by resolution on the **date** and confirmed by the Directors of the Society by special resolution on the **date**.

Dated as of the **date**

Original signed by **name**
name, President

DRAFT