

Amended and Restated
BY-LAW NO. 1



DISCUSSION DRAFT – 16 AUG 2023

DELTA BEACH ASSOCIATION INC.

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AMENDED AND RESTATED
BY-LAW NO. 1
being the General By-law of
DELTA BEACH ASSOCIATION INC.
(hereinafter referred to as the “Association”)

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

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

UNDERTAKING

The undertaking of the Association is restricted to improving the area of Delta Beach, Manitoba, for its residents and visitors (the “Objective”), including:

- (a) to formulate policy and to advance the use of Delta Beach as a recreational resort;
- (b) to purchase additional land and to acquire the land presently in the name of Delta Beach Association Inc. for recreational use and/or other facilities deemed advisable for the good and/or advancement of the residents of Delta Beach;
- (c) to act on behalf of property owners and residents of Delta Beach, to encourage and promote the development of properties and amenities to ensure that Delta Beach is a safe, healthy, and an attractive community;
- (d) to promote and encourage recreational and other compatible activities which are beneficial to the enhancement, enjoyment, and sustainability of Delta Beach;
- (e) to promote and encourage the stewardship of the natural environment and wildlife habitat for Lake Manitoba and the Delta Marsh;
- (f) to pursue all such other activities as are incidental or conducive to the attainment of the Objective.

DEFINITIONS

1. Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) **“Act”** means *The Corporations Act* C.C.S.M. c. C225, including any regulations made pursuant to the Act, as from time to time amended, and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-law of the Association to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) **“Annual Meeting”** means an Annual Meeting of Members of the Association called in accordance with Article 18 of this By-law;
- (c) **“Articles”** means the articles of incorporation and/or any articles of amendment of the Corporation or other constating documents of the Corporation as amended or restated from time to time, including the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
- (d) **“Association”** means the Delta Beach Association Inc., which may also be referred to as **DBA**;
- (e) **“board”** means the board of directors of the Association;
- (f) **“By-law”** means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (g) **“director”** means a member of the Board;
- (h) **“meeting of members”** includes an annual meeting of members or a special meeting of members;
- (i) **“member”** or **“members”** (whether capitalized or not unless the context requires otherwise) has the meaning described in Section 13 of this By-law;
- (j) **“ordinary resolution”** means a resolution passed by a majority of not less than 51% of the votes cast on that resolution;
- (k) **“special meeting of members”** includes a special meeting of members as defined in the Act entitled to vote at a meeting of members;
- (l) **“special resolution”** means a resolution passed by a majority of not less than two thirds (2/3) of votes cast on resolution.

2. Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account concerning the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of such terms or provisions;
- (b) except where specifically defined herein, words, terms, and expressions appearing in this by-law, including the terms "resident of Canada" and "unanimous member agreement" shall have the meaning ascribed to them under the Act;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing gender include the masculine, feminine, and neuter genders;
- (e) words importing a person when referring to members includes an individual only;
- (f) other than as specified above in Section 1, words, terms, and expressions defined in the Act have the same meanings as ascribed to them when used in this By-law;
- (g) except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communications and references to "address" or similar terms shall include email address; and
- (h) it is the intent of the DBA to use electronic communications including social media for member communications whenever possible.

GENERAL BUSINESS

3. Purpose

The Association is a non-share corporation under the Act and organized to operate on a not-for-profit basis.

4. Legal Name

The name of the corporation shall be "Delta Beach Association Inc." and may be referred to as the "DBA".

5. Registered Office

Unless changed in accordance with the Act, the registered office of the Association shall be in Delta Beach, Rural Municipality of Portage la Prairie, or such other place in the Province of Manitoba as shall be decided from time to time by the board in accordance with the Act.

6. **Corporate Seal**

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

7. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association may be signed by any two of its directors, provided always that such directors have been authorized to do so by the board. In addition, the board may from time to time direct the manner in which and person(s) by a particular document or type of document shall be executed; and, documents may be signed as follows:

- (a) such instruments may be signed by any director or officer of the Association;
- (b) such instruments may be signed in paper form or by electronic signature; and
- (c) where applicable, an instrument may also be signed in paper form and delivered to the Association by electronic means, including by facsimile transmission or by electronic delivery in portable document format (".pdf").

Any person authorized to sign any document may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof and affix the corporate seal of the Association to such document.

8. **Financial Year End**

The board may, by resolution, fix the financial year end of the Association and may from time to time, by resolution, change the financial year end of the Association.

9. **Banking**

The banking business of the Association shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. All such banking business shall be transacted on behalf of the Association pursuant to such agreements, instructions, and delegations of power as may, from time to time, be prescribed by the board.

10. **Borrowing Powers**

The board may without authorization of the members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give the guarantee on behalf; and

- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt or obligation of the Association.

11. **Handled Funds**

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

12. **Annual Financial Statements**

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

MEMBERS

13. **Membership Entitlement**

Membership in the Association shall be limited to property owners in Delta Beach. Membership shall be determined by virtue of ownership registered in the Land Titles Office and recorded on the Assessment Roll of the Rural Municipality of Portage la Prairie (RM), or by meeting the requirements for registration on the list of electors of the RM.

14. **Membership Fees**

There shall be no membership fees.

15. **Termination of Membership**

Membership in the Association is terminated when:

- (a) the member dies (or, in the case of a property owner that is a corporation, when the corporation is dissolved);
- (b) a member fails to maintain any qualifications for membership described in Section 13 of these By-laws;
- (c) the member resigns by delivering a written resignation to the President of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;

- (d) the member is expelled in accordance with Section 16 below or is otherwise terminated in accordance with the articles or by-laws; or
- (e) the Association is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the member, including any rights to vote, attend meetings, automatically cease to exist.

16. **Discipline of Members**

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

17. **Procedure**

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. A board decision shall be final and binding on the member, without any further right of appeal.

MEMBER MEETINGS

18. **Time and Place Meetings**

An Annual Meeting of the members shall be held at least once per year at such time and place as the directors may determine provided that the location of the meeting is in Manitoba.

19. **Annual Meetings**

Annual Meeting of members shall be held in June or July at the call of the President, with one month notice. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements, and the report of the auditors, if any, shall be presented and the directors shall be elected and auditors appointed for the ensuing year, provided that the members shall be entitled to waive the requirement to have the financial statements of the Association audited in any given year.

20. **Voting**

Voting privileges at an Annual Meeting shall consist of only one vote per property. In the event of owning multiple properties, a person is only entitled to one vote. All decisions on the routine business of the Association shall be made by a simple majority vote of those members present at the Annual Meeting respectively. In the event of a tie vote, the president shall have the right to cast a deciding vote or may abstain from casting a deciding vote. A matter resulting in a tie vote and not receiving a deciding vote is automatically lost.

21. **Special Meetings**

The board shall have the power to call, at any time, a special meeting of the members of the Association.

22. **Resolution in Lieu of Meeting**

The powers of the members may be exercised by a resolution in writing signed by the members and the resolution shall be as valid and effective as if it had been passed at a meeting of the members duly called and constituted and shall be effective from the date specified in the resolution.

BOARD OF DIRECTORS

23. **Number of Directors**

The Board of directors shall consist of such number of directors, not greater than ten (10) nor less than three (3), as the directors may determine from time to time.

24. **Qualifications**

Every director shall be a member who is at least eighteen (18) years of age and who is of sound mind and not a bankrupt. At least two-thirds (2/3) of the directors must be residents of Canada.

25. **Election and Term of Office**

Subject to the provisions of these By-laws, directors shall be elected by the members at an annual meeting. Nominations for all directors will be taken from the floor of an Annual Meeting. Any member of the Association may nominate any other member, including themselves. A member must be present at the Annual Meeting to be nominated. A simple majority of the members present at the Annual Meeting is sufficient to elect directors. The directors of the Association will generally serve for a term of two (2) years. Incumbent directors, if qualified, shall be eligible for re-election. There are no term limits. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successor are elected. Attempt should be made to staggering of terms of the elected directors.

26. **Vacancies**

The office of a director shall be automatically vacated in any one of the following circumstances:

- (a) If a director ceases to be a member;
- (b) If resolution is passed by the members that the director be removed from office;
- (c) if the director has resigned by delivering a written resignation to the secretary of the Association;
- (d) if the director is found by a court to be of unsound mind;
- (e) if the director becomes bankrupt;
- (f) if the director dies;

provided that if any vacancy shall occur for any reason contained in this paragraph, the remaining directors by majority vote, may fill a vacancy on the board, for the remainder of the term by a qualified individual by resolution of a quorum of the board.

If there is not a quorum of directors or if vacancy results from the failure to elect the number of directors required to be elected at any meeting of members, the directors then in office may appoint qualified individual(s) who can hold office to the next Annual Meeting.

27. **Resignation**

A resignation shall be effective upon receipt in writing to the Association, unless a later effective date is specified in the resignation.

28. **Remuneration**

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such; provided that the board may authorize the reimbursement or advance to the director of reasonable expenses incurred in the performance of their duties (including to attend meetings of the directors and of committees of directors).

POWERS OF DIRECTORS

29. **Power to Administer Affairs**

The directors have the power and shall manage, or supervise the management of, the business and affairs of the Association, and may exercise all such other powers and do all such other acts and things as the Association by its articles or otherwise is authorized to exercise or do pursuant to the Act and these By-laws.

30. **Transaction of Business**

Business may be transacted by resolutions passed at meetings of directors and committees of directors 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 directors or a committee of directors. A copy of every such resolution in writing shall be kept with the minutes of proceedings of the directors or committee of directors

31. **Delegation**

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

32. **Borrowing**

The directors may, from time to time, approve:

- (a) borrowing of money upon the credit of the Association, from any bank, corporation, firm, or person, upon such terms, covenants and conditions, at such times, in such sums, to such an extent and in such manner as the Board of directors in its discretion may deem expedient;
- (b) limit or increase the amount to be borrowed;
- (c) issue or cause to be issued bonds, debentures, or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants, and conditions and at such prices as may be deemed expedient by the board;
- (d) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association;

- (e) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Association and to such extent and in such manner as the board of directors shall determine.

33. **Policies**

The directories may adopt, amend, or repeal policies relating to the management, operation, and affairs of the Association that are not inconsistent with these By-laws, as the directors may deem appropriate from time to time.

34. **Agents and Employees**

The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment. Remuneration for all agents and employees shall be fixed by the board by resolution provided that the board may delegate this function to an officer or officers of the Association

35. **Special Advisors**

- (a) From time to time, the board may appoint special advisors as it sees fit. The special advisors shall be entitled to attend meetings of the board and members in an advisory capacity if invited. They shall not be entitled to vote at board or member meetings.
- (b) The special advisors shall be subject to the same rules with respect to conflicts of interest as any director.
- (c) The board may conduct part of its business "in camera". Special advisors to the board would not normally be permitted to attend "in camera" sessions and may be asked by the chair of the meeting to leave the "in camera" portion of the Board meeting.
- (d) Nothing in this By-law precludes the board from retaining such special advisors as the board considers appropriate.
- (e) There are no special qualifications or limitations to participating as an advisor. Special advisors to the board may be added, suspended, and removed by the Board in its discretion.

DIRECTOR MEETINGS

36. **Place of Meetings**

Meetings of the directors may be held at any time and place to be determined by the directors. Minutes shall be kept of each director meetings and shall be filed with the corporate records.

37. **Notice of Meetings**

Notice of a director meetings shall be provided to directors by any of the following means:

- (a) By electronic means, such as electronic mail, not less than seven (7) days nor more than forty five (45) days before the meeting is to take place;
- (b) By mail sent to each director not less than seven (7) days nor more than forty five (45) days before the meeting is to take place; or

For the purpose of mailing or otherwise transmitting or conferring notice to or upon any director, the address or electronic mail, as applicable, of the director shall be his or her last address or electronic mail recorded on the books of the Association.

38. **Waiver of Notice**

A director may in any manner and at any time waive notice of a meeting of directors, and attendance of the director at a meeting of directors shall constitute a waiver of notice of the meeting except where such director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

39. **Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting of the directors shall invalidate such meeting or make void any proceedings taken at the meeting.

40. **Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board 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 where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

41. **Quorum**

A majority of the total number of directors then in office shall constitute a quorum for meetings of directors.

42. Voting

Each director is authorized to exercise one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, except as otherwise provided herein and unless the Act provides otherwise. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

43. Telephone Participation

The directors of the Association may meet by teleconference provided that a majority of the directors consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the directors at a meeting of the directors.

44. Meetings by Other Electronic Means

The directors may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the directors of the Association have passed a resolution addressing the mechanics of holding such a meeting and dealing with how security issues should be handled, and the procedure for establishing quorum and recording votes;
- (b) each director participating in the meeting has access to the specific means of communications to be used and can communicate with all of the other directors concurrently; and
- (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

45. Standard of Care

Every director in exercising their duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. A director is deemed to have complied with the requisite standard of care if the director relied in good faith on:

- a. financial statements of the Association represented to the director by an officer of the Association or in a written report of the auditor or external accountants of the Association to fairly reflect the financial condition of the Association; or
- b. a report of a person whose profession lends credibility to a statement made by the professional person.

COMMITTEES

46. **Board Committees**

The board may, by resolution adopted by a majority of the directors then in office, create any number of board committees, to serve at the pleasure of the board. Board committee members may be appointed or removed from the board committee by a majority vote of the directors then in office. The directors shall determine the duties of such committees.

47. **Operational and Advisory Committees**

The board may establish one or more operational and/or advisory committees. The members of any operational or advisory committee may consist of directors or non-directors as the board determines. Advisory committees may not exercise the authority of the board to make decisions on behalf of the Association but shall be restricted to making recommendations to the board or board committees. Operational committees shall implement board or board committee decisions and policies within the parameters set forth by the board or board committee, as applicable.

48. **Meetings of Board Committees**

Meetings and actions of board committees shall be governed by and held and taken in accordance with the provisions of paragraphs 36-45 of this By-law concerning meetings and actions of the board, with such changes as are necessary to substitute the board committee and its members for the board and its members. Minutes shall be kept of each meeting of any board committee and shall be filed with the Association's records.

49. **Meetings of Operational and Advisory Committees**

Subject to the authority of the board, operational and advisory committees may determine their own meeting rules and whether minutes shall be kept.

OFFICERS

50. **Officers**

The officers of the Association shall be:

President;
Secretary; and
Treasurer.

and such officers shall also constitute the Executive Committee of the Board. The offices of Secretary and Treasurer may be combined as one.

The Association may, at the discretion of the directors, appoint officers by the board, who shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

51. **Appointment**

The officers of the Association shall be elected by the board and shall hold office from the date of their appointment until they resign or are removed by the board, or their successors are appointed. In case of absence or inability to act of any officer of the Association or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

52. **Removal**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board or by an officer on whom such power of removal may be conferred by the board, at any time, and without prior notice. Officers to be voted upon removal will be notified of the intention to do so in writing at least one week prior to the meeting at which the vote will be taken. Two thirds majority of the membership in attendance at an annual or special meeting of members is sufficient for removal from office.

53. **Resignation**

Any officer may resign at any time by giving written notice to the Secretary of the Association. Any resignation shall take effect on receipt of that notice by any other officer other than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

54. **Vacancies**

An officer's position may become vacant as a result of the officer's resignation, removal from office for failure to perform duties, ceasing to meet requirements of membership, abandonment of the officer's position, or death. A vacancy in any office for any reason shall be filled in the same manner as the By-laws provide for election or appointment to that office.

55. **President**

The President shall, when present, preside at all meetings of the board and the annual and special meetings of the members of the Association, and shall act as the chair of the board. The President shall possess the power and authority to manage and direct the business and affairs of the Association (except such matters and duties as by law may be transacted or performed by the board or by the members in a general meeting or special meeting of the members) and to employ and discharge agents and employees of the Association or may delegate any lesser power. The

President shall conform to all lawful orders given by the board and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Association. Any agent or employee appointed by the President shall be subject to discharge by the board.

56. **Secretary-Treasurer**

The Secretary and/or Treasurer shall, when present, act as secretary of all meetings of directors and of the members and shall have charge of the minute books of the Association and the documents and registers referred to in the Act. The Secretary and/or Treasurer shall keep or cause to be kept the books of account and accounting records required by the Act. The Secretary and/or Treasurer shall perform all duties incident to the office or that are properly required of the Secretary and/or Treasurer by the board.

57. **Other Officers**

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board requires of them.

INDEMNITIES TO DIRECTORS AND OTHERS

58. **Indemnities to Directors and Others**

Every director of the Association and their heirs, executors, administrators, and estate and effects, shall be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges, and expenses which such director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, provided that a director shall not be indemnified by the Association for any breach of his or her fiduciary duty to the Association; and
- (b) all other costs, charges, and expenses which a director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

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

Without limiting the foregoing indemnities, except as otherwise provided in the Act, no director or officer of the Association shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee or for any loss, damage, or expense to the Association through the

insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person including any person with whom or which any moneys, securities, or effects shall be lodged or deposited or for any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any moneys, securities, or other assets belonging to the Association or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

59. **Insurance**

Subject to any limitation contained in the Act, the Association may purchase and maintain such insurance for the benefit of its directors and officers as the board of directors may from time to time determine to insure against any liability incurred by any such director or officer as a director or officer of the Association except where the liability relates to the failure of that director or officer to act honestly and in good faith with a view to the best interests of the Association.

INTERESTED DIRECTOR CONTRACTS

60. **Loans**

The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that the Association may, but shall not be required to, advance money to a director or officer of the Association for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

61. **Conflict of Interest**

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Association shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section [115](#) of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified from any office or vacate any such office by reason of holding any office or employment or contract with the Association. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association in which any director shall in any way directly or indirectly be interested shall be avoided or voidable and no director shall be liable to account to the Association or its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

62. Submission of Contracts or Transactions to Member for Approval

The board in its discretion may submit any contract, act, or transaction with the Association for approval or ratification by the members.

NOTICES**63. 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, reference shall be made to the definition given to the word "day" in the Act.

64. Proof of Service

With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope containing the notice or other document was properly addressed and mailed at a post office or mailbox. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer, or auditor shall be conclusive evidence thereof and shall be binding on every member, director, officer, or auditor of the Association as the case may be. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee in accordance with any information believed by the secretary to be reliable.

65. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor, or the non-receipt of any notice by any such person 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.

66. Waiver of Notice

Any member, director, officer, member of a committee of the board, or auditor may waive or abridge the time for any notice required to be given to him or her, and such waiver or abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

AUDITORS

67. **Auditors**

In the event the members shall appoint an auditor to audit the accounts and annual financial statements of the Association in any given year, the auditor shall hold office until the following annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of directors. Unless all the members of the Association agree otherwise, the auditor shall not be a director or officer of the Association. The members have the right, by resolution, to dispense with the appointment of an auditor for a fiscal year, but such resolution cannot have the effect of extending such waiver beyond the next following annual meeting of the Association.

AMENDMENT OF BY-LAWS

68. **By-laws and Amendments**

The By-laws and any part thereof may be amended from time to time by resolution with an affirmative vote by at least two-thirds majority of those present at any regular or special meetings of the board, provided written notice of any proposed by-law changes has been sent to all directors at least fifteen days prior to such meeting.

69. **Ratification by Members**

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

70. **Invalidity of any Provisions of this By-law**

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

71. **Repeal**

Upon this By-law coming into force, the Constitution and Bylaws (revised in 2020) of the Association is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

DISSOLUTION

72. **Distribution of assets upon liquidation**

In the event of dissolution or winding up of the Association, all its remaining assets after payment of liabilities shall be distributed to one or more recognized charitable organizations in Manitoba.

EFFECTIVE DATE

73. **Effective Date**

ENACTED by the directors of the Association as By-Law No. 1, being the General By-Law of the Association, the _____ day of _____, 2023.

RATIFIED by the members of the Association at a meeting of members, the _____ day of _____, 2024