

Proposed Bylaw Amendments for MOPIA's Membership – April 22, 2013

MOPIA is proposing a series of 7 section Bylaw amendments that are designed to administratively strengthen or improve the organization. They are highlighted in blue below for your consideration. The current/existing Bylaws can be seen on our website at: www.mopia.ca MOPIA's steward members will consider and vote on these proposed amendments at the Association's 19th AGM, April 22, 2013.

Amendment 1: Change "Notice" from 14 days and by mail only to:

14. | **NOTICE** Twenty one (21) days minimum and fifty (50) days maximum written notice by mail, fax or email shall be given to each voting member of any annual or special general meeting of voting members. Notice of any meeting should contain sufficient information to permit the voting members to form a reasoned judgment on the decision to be taken. Notice of each meeting of voting members must remind the voting member of the right to vote by proxy. Non-voting members shall have no right to receive notice of any meeting. For purposes of sending notice to any voting member, director or officer for any meeting or otherwise, the address of the voting member, director or officer shall be his or her last address reported on the books of the Corporation.

Amendment 2: Change "Number and Qualifications from not less than 10 and not more than 25 to:

22. | **NUMBER AND QUALIFICATIONS** The property and business of the Corporation shall be managed by a board of not less than seven (7) and not more than twenty-one (21) directors. Directors must be individuals, eighteen (18) years of age or older, with power under law to contract. Directors must be voting members of the Corporation.

Amendment 3: Change "Composition of the Board of Directors" to be more flexible adding the words "including, where possible". And, changing (i) "halon" to fire protection sector.

23. | **COMPOSITION OF THE BOARD OF DIRECTORS** The Board of Directors shall be comprised of the Executive Director and individuals elected by the voting members at the annual meeting as follows including, where possible:

- (a) *one (1) representing agricultural implements;*
- (b) *one (1) representing mobile air conditioning;*
- (c) *one (1) representing transport (reefer) refrigeration;*
- (d) *one (1) representing residential installer air conditioning and/or refrigeration;*
- (e) *one (1) representing commercial air conditioning/or refrigeration;*
- (f) *one (1) representing white goods;*
- (g) *one (1) representing a manufacturer or a wholesaler of regulated products*
- (h) *one (1) representing the foam sector*
- (i) *one (1) representing the fire protection sector*
- (j) *all other members may be elected in accordance to the by-laws and goals of the Corporation provided that the question whether a particular individual satisfies the criteria may be determined by a majority of the voting members.*

Amendment 4: Adding in “an alternate date for the AGM (50) days or more..... 24(3) adding in “Steward” member....

24. NOMINATION PROCEDURE

Nominations shall be Governed by these Bylaws and secondarily by Robert’s Rules of Order (latest edition).

1. The Annual General Election (AGM) date is determined in advance at the previous AGM. The Board may determine **an alternate date for the AGM fifty (50) days or more** in advance of the pre-determined AGM date.
2. The Board shall appoint a Nominations Committee that shall consist of:
 - a. The past-chair as chair of the Nominations Committee.
 - b. Up to four other members of the Association, who are not part of the Executive Committee.
3. MOPIA shall circulate to and advise all steward members of the AGM Agenda, nominating information by email and/or mail in accordance to these By-Laws.
 - a. The nominations form shall ask that any **Steward** member who wishes to run for election to the board fill out the appropriate form and return it to the Nominations Committee two weeks prior to the date of the AGM via personal delivery, post, fax or e-mail.
 - b. The nomination form shall ask for a short history of the candidate to determine what area of skill the candidate may offer to the organization.
4. Only Steward Members who are fully paid up and in good standing with the organization at the call of the election and AGM will be allowed to vote at the AGM.
5. Nominations may be allowed from the floor of the AGM if there are not enough candidates available to meet the minimum, or, if supported by a majority of members present.
6. The Nominating Committee shall, prior to the AGM, consider the candidates available to them and make the following recommendations.
 - a. The Committee must organize the candidates as to industry sector or affiliation as outlined in the By-Laws.
 - b. If one or more industry sectors recognized in these By-Laws are not represented by any candidates, the committee should consider and try to find a willing candidate to help balance the Board.
 - c. If the total Nominations are less than the minimum positions to be filled, the committee shall attempt to find willing candidates to run.
 - d. If the total Nominations for the Board are more than the maximum positions to be filled, then the committee will prepare a report for the AGM that will facilitate fulfilling the desire to have the board as evenly representative of the list of industry sectors as listed in the By-Laws.

Amendment 5: Adding in “except the Executive Director”

- 43. THE OFFICERS OF THE CORPORATIONS** The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, Member-at-large, Past **Chair** and the Executive Director and any such other officers as the Board of Directors may determine. Any two (2) offices may be held by

the same person. Officers must be a director and a voting member except for the Executive Director who does not exercise a vote.

Amendment 6: Clarify Officers and Procedure of the election process..

44. **ELECTION AND APPOINTMENT** The Officers shall be elected at the first meeting of the Board of Directors following the annual meeting of voting members in which the directors are elected.

- 1) The election of the Excom Officers from the Board shall follow the following procedure.
 - a) The election of the Excom shall not occur immediately after the AGM.
 - b) The election of the Excom shall occur at the next Board meeting called within 30 days of the AGM.
 - c) The current Executive shall run the organization until that meeting.
 - d) The Executive Director shall Chair the first Board meeting after the AGM until after the election process.
 - e) The Executive Director shall prepare a list of current Executive Members and the length of their current service.
 - f) The election shall start with the Chairperson and work down.
- 2) The Excom Officers shall be elected each year by the Board at the first Board meeting after the AGM.
 - a) The Chair shall be elected for a maximum of two, consecutive one-year terms.
 - b) The Vice-Chair shall be elected for a maximum of two, consecutive one-year terms.
 - c) The other executive positions shall be for a maximum of four, consecutive one-year terms.
 - d) The past Chair shall be granted an additional two years on the Excom as they may serve two terms as Vice-Chair and two terms as Chair.
 - e) After the maximum time on the Excom the member must leave the executive for at least one year before seeking election to the executive.
 - f) As the organization is small, the Board may from time to time and on a position-by-position basis allow an Excom member to serve for longer than the term if no other board member is available to fill the role.
- 3) The procedure above shall be retroactive regarding time served.

Amendment 7: Add in "Except the Nominations Committee".....

46. **CHAIR** The Chair shall

- (a) preside at all meetings of the Board of Directors;
- (b) be the spokesperson for the Board of Directors unless the Board of Directors has otherwise authorized someone else to speak;
- (c) report to each annual meeting of the voting members of the Corporation concerning the operations of the Corporation;
- (d) represent the Corporation at public or official functions;
- (e) perform such other duties as may from time to time be determined by the Board of Directors; and
- (f) be a member ex-officio of all committees except the Nominations Committee of the Board of Directors.

**THE MANITOBA OZONE PROTECTION INDUSTRY ASSOCIATION INCORPORATED
(MOPIA)**

ASSOCIATION BY-LAWS #2

A by-law relating generally to the conduct of the affairs of **MANITOBA OZONE PROTECTION INDUSTRY ASSOCIATION**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **MANITOBA OZONE PROTECTION INDUSTRY ASSOCIATION** (hereinafter called the Corporation) as follows:

1. **DEFINITIONS** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) **Board of Directors** means the board of directors of the Corporation as the same may be elected from time to time;
 - (b) **By-law** means any by-law of the Corporation from time to time in force and effect;
 - (c) words importing the singular number only shall include the plural and vice versa; words importing the feminine shall include the masculine and neuter genders and vice versa; and
 - (d) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

CORPORATE SEAL

2. **SEAL** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

CONDITIONS OF MEMBERSHIP

3. **CLASSES OF MEMBERS** The membership of the Corporation shall consist of two classes: voting members and non-voting members.
4. **VOTING MEMBERS** Any individual, corporation or partnership may become a voting member of the Corporation on such terms and conditions as may be determined by the Board of Directors from time to time. The Board of Directors shall also determine the period of time during which each voting member shall continue as a voting member of the Corporation.
5. **NON-VOTING MEMBERS** Any individual, corporation or partnership may become a non-voting member of the Corporation on such terms and conditions as may be determined by the Board from time to time. The Board of Directors shall also determine the period of time during which each non-voting member shall continue as a non-voting member of the Corporation.
6. **WITHDRAWAL OF MEMBERS** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

7. **VOTING RIGHTS** Each voting member present at a meeting shall have the right to exercise one vote. Non-voting members shall have no voting rights. A voting member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of voting members in the manner and to the extent authorized by the proxy. A proxy holder must be a voting member of the Corporation.
8. **MEMBERSHIP NON-TRANSFERABLE** Membership shall be non-transferable.

MEETINGS OF VOTING MEMBERS

9. **ANNUAL MEETINGS** An annual meeting of the voting members of the Corporation shall be held at least once in each calendar year and not more than fifteen (15) months after holding of the last preceding annual meeting.
10. **PLACE OF MEETINGS** The annual or any other general meeting of the voting members shall be held at the head office of the Corporation or at any place as the Board of Directors may determine and on such day and at such time as the said directors may appoint.
11. **CALLING MEETINGS** The Board of Directors, the Chair, the Executive Director or the Vice-Chair shall have the power to call, at any time, a general meeting of the voting members of the Corporation. The Board of Directors shall call a special general meeting of the voting members on written requisition of voting members carrying not less than 5% of the voting rights.
12. **BUSINESS OF ANNUAL MEETING** At every annual meeting, in addition to any other business that may be transacted, the report of the president, executive director, the financial statement and the report of the auditors shall be presented. As well, auditors shall be appointed for the ensuing year. The voting members may consider and transact any business either special or general at any meeting of the members.
13. **QUORUM** Fifty percent of the voting members present at the meeting will constitute a quorum for the annual general meeting.
14. **NOTICE** Twenty one (21) days minimum and fifty (50) days maximum written notice by mail or other means designated by the board shall be given to each voting member of any annual or special general meeting of voting members. Notice of any meeting should contain sufficient information to permit the voting members to form a reasoned judgment on the decision to be taken. Notice of each meeting of voting members must remind the voting member of the right to vote by proxy. Non-voting members shall have no right to receive notice of any meeting. For purposes of sending notice to any voting member, director or officer for any meeting or otherwise, the address of the voting member, director or officer shall be his or her last address reported on the books of the Corporation.
15. **MEETING WITHOUT NOTICE** A meeting for voting members may be held for any purpose at any date and time and at any place within Canada without notice if all the voting members are present in person or represented by proxies at the meeting or if all the absent voting members entitled to notice of such meeting have signified their assent in writing to such meeting being held. Such assent may be validly given either before or after the meeting to which such assent relates.
16. **OMISSION OF NOTICE** No error or omission in giving notice of any annual or general meeting to any voting member of the Corporation shall invalidate such meeting or make

void any proceedings taken thereat. Any voting member may at any time waive notice of any such meeting and may ratify, approve and confer any or all proceedings taken or had thereat.

17. **VOTES** Every question submitted to any meeting of voting members shall be decided in the first instance by a majority of votes unless the Act or these by-laws otherwise provide. In the case of an equality of votes the chairperson shall have a second or casting vote in addition to the vote to which he or she is entitled as a voting member.
18. **POLLING** A declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of those recorded in favor or against the motion, unless a poll is demanded.
19. **CHAIR OF MEETINGS** The Chair shall act as chairperson of all meetings. In the absence of the Chair, the Vice-Chair shall act as chairperson of the meeting and in the absence of the Chair and the Vice-Chair, the voting members shall choose another director as chairperson of the meeting.
20. **ADJOURNED MEETINGS** The chairperson may with the consent of any meeting adjourn the same from time to time to a fixed time and place. No notice of the time and place for the holding of the adjourned meeting need be given to the voting members. Any business may be brought before or dealt with at the original meeting.

BOARD OF DIRECTORS

21. **POWERS OF DIRECTORS** The Directors may administer or delegate the affairs of the Corporation in any or all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and save as herein after provided generally may exercise all such other powers and do such other acts and things as the Corporation is authorized to exercise and do. The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate expenditures to the Treasurer, Executive Director or Executive Committee as defined by Policy or Procedures.
22. **NUMBER AND QUALIFICATIONS** From and after the first annual meeting, the property and business of the Corporation shall be managed by a board of not less than ten (10) and not more than twenty-five (25) directors. Directors must be individuals, eighteen (18) years of age or older, with power under law to contract. Directors must be voting members of the Corporation.

Proposed:

NUMBER AND QUALIFICATIONS The property and business of the Corporation shall be managed by a board of not less than seven (7) and not more than twenty-one (21) directors. Directors must be individuals, eighteen (18) years of age or older, with power under law to contract. Directors must be voting members of the Corporation.

23. **COMPOSITION OF THE BOARD OF DIRECTORS** The Board of Directors shall be comprised of the Executive Director and individuals elected by the voting members at the annual meeting as follows **including, where possible:**

- (a) at least one (1) representing agricultural implements;
- (b) at least one (1) representing halons;
- (c) at least one (1) representing mobile air conditioning;

- (d) at least one (1) representing transport (reefer) refrigeration;
- (e) at least one (1) representing residential installer air conditioning and/or refrigeration;
- (f) at least one (1) representing commercial air conditioning/or refrigeration;
- (g) at least one (1) representing white goods;
- (h) all other members may be elected in accordance to the by-laws and goals of the Corporation provided that the question whether a particular individual satisfies the criteria may be determined by a majority of the voting members.

Proposed:

COMPOSITION OF THE BOARD OF DIRECTORS The Board of Directors shall be comprised of the Executive Director and individuals elected by the voting members at the annual meeting as follows **including, where possible:**

- (a) *one (1) representing agricultural implements;*
- (b) *one (1) representing mobile air conditioning;*
- (c) *one (1) representing transport (reefer) refrigeration;*
- (d) *one (1) representing residential installer air conditioning and/or refrigeration;*
- (e) *one (1) representing commercial air conditioning/or refrigeration;*
- (f) *one (1) representing white goods;*
- (g) *one (1) representing a manufacturer or a wholesaler of regulated products*
- (h) *one (1) representing the foam sector*
- (i) *one (1) representing the fire protection sector*
- (j) *all other members may be elected in accordance to the by-laws and goals of the Corporation provided that the question whether a particular individual satisfies the criteria may be determined by a majority of the voting members.*

24. NOMINATION PROCEDURE

The Nominations shall be Governed by these Bylaws and secondarily by Robert's Rules of Order (latest edition).

1. The Board shall call the Annual General Election (AGM) according to the time line as prescribed in the By-laws.
2. At that time the Board shall appoint a Nominations Committee that shall consist of:
 - a. The past-chair as chair.
 - b. Two members of the current board who are not on the Executive Committee (Excom).
 - c. Two members of the membership who are not on the Board.
3. **MOPIA shall circulate to and advise all steward members of the AGM Agenda, nominating information by email and/or mail in accordance to these By-Laws.**
 - a. The nominations form shall ask that any **Steward** Member who wishes to run for election to the board fill out the appropriate form and return it to the Nominations Committee two weeks prior to the date of the AGM via personal delivery, post, fax or e-mail.
 - b. The nomination form shall ask for a short history of the candidate to determine what area of skill the candidate may offer to the organization.

4. Only Steward Members who are fully paid up and in good standing with the organization at the call of the election and AGM will be allowed to vote at the AGM.
5. There will not be nominations allowed from the floor of the AGM.
6. The Nominating Committee shall meet two weeks prior to the AGM to consider the candidates available to them and make the following recommendations.
 - a. The Committee must organize the candidates as to industry sector as outlined in the By-Laws.
 - b. If one industry is not represented then the committee should look at the Members and try and find a willing candidate to help balance the Board.
 - c. If the total Nominations are less than the minimum positions to be filled the committee shall attempt to find willing candidates to run.
 - d. If the total Nominations are more than the maximum positions to be filled then the committee needs to prepare a report for the AGM that will facilitate fulfilling the desire to have the board evenly representative of the list of industries as listed in the By-Laws.
 1. Make a master list of all candidates
 2. List them according to their industry affiliation
 3. At the election the AGM will vote for one candidate from each industry group. After each election the successful candidate's name will be removed from the master list.
 4. If only one candidate is available from an industry group the election shall be by show of hands.
 5. If more candidates are available the election will be by ballot.
 6. The remaining candidates on the list will fill the remaining spots on the board as per By-Laws. The election will be by ballot. Each voter will mark the names of those they wish elected up to the maximum of the spaces available.

Proposed:

NOMINATION PROCEDURE

Nominations shall be Governed by these Bylaws and secondarily by Robert's Rules of Order (latest edition).

1. The Annual General Election (AGM) date is determined in advance at the previous AGM. The Board may determine an alternate date for the AGM fifty (50) days or more in advance of the pre-determined AGM date.
2. The Board shall appoint a Nominations Committee that shall consist of:
 - a. The past-chair as chair of the Nominations Committee.
 - b. Up to four other members of the Association, who are not part of the Executive Committee.
3. MOPIA shall circulate to and advise all steward members of the AGM Agenda, nominating information by email and/or mail in accordance to these By-Laws.
 - a. The nominations form shall ask that any Member who wishes to run for election to the board fill out the appropriate form and return it to the Nominations Committee two weeks prior to the date of the AGM via personal delivery, post, fax or e-mail.
 - b. The nomination form shall ask for a short history of the candidate to determine what area of skill the candidate may offer to the organization.

4. Only Steward Members who are fully paid up and in good standing with the organization at the call of the election and AGM will be allowed to vote at the AGM.
 5. Nominations are allowed from the floor of the AGM if there are not enough candidates available to meet the minimum, or, if supported by a majority of members present.
 6. The Nominating Committee shall, prior to the AGM, consider the candidates available to them and make the following recommendations.
 - a. The Committee must organize the candidates as to industry sector or affiliation as outlined in the By-Laws.
 - b. If one or more industry sectors recognized in these By-Laws are not represented by any candidates, the committee should consider and try to find a willing candidate to help balance the Board.
 - c. If the total Nominations are less than the minimum positions to be filled, the committee shall attempt to find willing candidates to run.
 - d. If the total Nominations for the Board are more than the maximum positions to be filled, then the committee will prepare a report for the AGM that will facilitate fulfilling the desire to have the board as evenly representative of the list of industry sectors as listed in the By-Laws.
25. **ELECTION** Directors shall be elected at the annual meetings by the voting members on a show of hands unless a poll is demanded. If a poll is demanded, such election shall be by ballot.
26. **TERM OF OFFICE** All directors elected at annual meetings shall be elected for a two (2) year term.
27. **EXPIRY OF TERM** At the annual meeting upon which a director's term expires, the director shall retire. Every retiring director shall remain in office until a successor is duly elected. Subject to paragraph 25, every retiring director shall be eligible for re-election.
28. **VACATION OF OFFICE** The office of a director shall be automatically vacated:
- (a) if the director resigns the office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if the director is found by a court to be mentally incompetent or incapable of managing his or her affairs;
 - (c) if the director becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (d) if at a Special General Meeting of voting members a resolution directing the removal of the director is passed by the vote of two-thirds (2/3) of the voting members present at the meeting. Notice to the voting members of at least five (5) signifying the intent to pass such a resolution is a condition precedent to the validity of such resolution; and
 - (e) on death;
- provided that if any vacancy shall occur for any reason, the Board of Directors may, by majority vote, identify a replacement to fill such vacancy who shall represent the same interest pursuant to paragraph 24 as the director ceasing to

act. A director appointed to fill such vacancy will remain in office for the remainder of the original director's term.

29. **REPLACEMENT OF DIRECTORS** If any Director is unwilling or unable to act as a Director of the Corporation, the voting members shall, at the next meeting of directors, elect a replacement representing the same interest as the Director who ceased to act as a Director of the Corporation.

REMOVAL OF DIRECTORS If any elected member of the Board of Directors is absent without reasonable cause for more than two consecutive meetings of the Board of Directors, such director shall, unless otherwise specified by the Board of Directors, be removed as a director of the Corporation.

30. **REMUNERATION OF DIRECTORS** Directors shall not receive remuneration except in respect of services provided to the Corporation in a capacity other than as a director. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to precluding any director from serving the Corporation as an officer or in any other capacity in receiving compensation therefore.

POWERS OF DIRECTORS

31. **POWERS** The Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Corporation. Those powers or acts which are by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of voting members may not be exercised by the Board of Directors. No officer, director or other person will have the power to overrule or direct Board of Directors decisions on matters conferred upon the Board of Directors by the by-laws or in any other way effectively fetter the discretion of the Board of Directors.
32. **POWER TO EMPLOY** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.
33. **FIXING REMUNERATION** The Board of Directors may fix a reasonable remuneration for all officers, agents, employees or Committee members.

MEETINGS OF THE BOARD OF DIRECTORS

34. **ANNUAL MEETINGS** There shall be at least one (1) meeting of the Board of Directors per year. Meetings of the Board of Directors shall be held at such time and place as is determined by the directors.
35. **NOTICE** Notice of such meeting shall be given at least five (5) days, by means other than mail, prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceeding taken thereat. Any director may at any time waive notice of any such meeting and may ratify and confirm any or all proceedings taken or had thereat.
36. **QUORUM** A majority of directors shall constitute a quorum for the transaction of business.

37. **VOTING** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided in the first instance by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to the vote the chairperson is entitled to as a director.
38. **DEEMED TO ASSENT** Any director absent from a directors' meeting will be deemed to have assented to all business conducted at a meeting the directors was absent from unless a contrary intention is expressed within a reasonable time after the minutes of such meeting are made available.
39. **WRITTEN RESOLUTIONS** A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is valid as if it had been passed at a meeting of directors or committee of directors.
40. **TELEPHONE MEETINGS** Directors may participate in a meeting of the Board of Directors or any Committee of the Board of Directors by a conference telephone or other communication device, provided all persons participating in the meeting are able to hear each other simultaneously and instantaneously. Approval to hold such meetings must be given by all directors generally or in respect of each particular meeting. A director participating in such a meeting by such means is deemed to be present at the meeting.
41. **EXECUTIVE COMMITTEE** The Executive Committee shall be comprised of the Officers of the Corporation who may also be Directors of the Corporation. The Board of Directors may appoint other persons to the Executive Committee who are not Directors of the Corporation. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee members may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
42. **EXECUTIVE COMMITTEE MEETINGS** A meeting 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, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
43. **THE OFFICERS OF THE CORPORATIONS** The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, Member-at-large, Past **Chair** and the Executive Director and any such other officers as the Board of Directors may determine. Any two (2) offices may be held by the same person. Officers must be a director and a voting member **except for the Executive Director** who does not exercise a vote.
45. **ELECTION AND APPOINTMENT** The **Officers** shall be elected at the first meeting of the Board of Directors following the annual meeting of voting members in which the directors are elected.
- 1) The election of the Excom Officers from the Board shall follow the following procedure.
 - a) The election of the Excom shall not occur immediately after the AGM.

- b) The election of the Excom shall occur at the next Board meeting called within 30 days of the AGM.
- c) The current Executive shall run the organization until that meeting.
- d) The Executive Director shall Chair the first Board meeting after the AGM until after the election process.
- e) The Executive Director shall prepare a list of current Executive Members and the length of their current service.
- f) The election shall start with the Chairperson and work down.

- 2) The Excom Officers shall be elected each year by the Board at the first Board meeting after the AGM.
 - a) The Chair shall be elected for a maximum of two, consecutive one-year terms.
 - b) The Vice-Chair shall be elected for a maximum of two, consecutive one-year terms.
 - c) The other executive positions shall be for a maximum of four, consecutive one-year terms.
 - d) The past Chair shall be granted an additional two years on the Excom as they may serve two terms as Vice-Chair and two terms as Chair.
 - e) After the maximum time on the Excom the member must leave the executive for at least one year before seeking election to the executive.
 - f) As the organization is small, the Board may from time to time and on a position-by-position basis allow an Excom member to serve for longer than the term if no other board member is available to fill the role.
- 3) The procedure above shall be retroactive regarding time served.

45. **REMOVAL OF OFFICERS** Officers shall be subject to removal by resolution of the Board of Directors at any time.

46. **CHAIR** The Chair shall:

- (a) preside at all meetings of the Board of Directors;
- (b) be the spokesperson for the Board of Directors unless the Board of Directors has otherwise authorized someone else to speak;
- (c) report to each annual meeting of the voting members of the Corporation concerning the operations of the Corporation;
- (d) represent the Corporation at public or official functions;
- (e) perform such other duties as may from time to time be determined by the Board of Directors; and
- (f) be a member ex-officio of all committees except the Nominations Committee of the Board of Directors.

47. **VICE-CHAIR** The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be specified by the Board of Directors.

48. **SECRETARY** The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the voting meetings and of the Board of Directors. The Secretary shall be custodian of the seal of the Corporation and shall deliver it only when authorized by a resolution of the

Board of Directors to do so, and to such person or persons as may be named in the resolution. The Secretary shall be under the supervision of the Board of Directors or Chair and Executive Director and shall perform other duties as may be prescribed by the Board of Directors or Chair and Executive Director.

49. TREASURER The Treasurer of the Corporation shall:

- (a) be custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Canada Customs and Revenue Agency and any other applicable legislation;
- (b) submit an audited financial statement at each annual meeting of the Corporation indicating the financial position of the Corporation at the close of the proceedings year; and
- (c) the Treasurer may delegate to employees of the Corporation those duties that he considers appropriate to delegate and that he is allowed by law to delegate.

50. OTHER OFFICERS The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

DIRECTORS AND OFFICERS OBLIGATIONS

51. DUTY OF GOOD FAITH Every director and officer of the Corporation shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the directors and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

52. CONFLICT OF INTEREST

- (a) Any director who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Corporation shall declare his or her interest in the contract or transaction at a meeting of the Board of Directors.
- (b) In case of a proposed contract or transaction, the director shall declare his or her interest at the meeting of the Board of Directors, at which the question of entering into the contract or transaction is first taken into consideration, or if he or she is not present at such a meeting, then at the first Board of Directors meeting held thereafter at which he or she is present. If the Director is not, at the date of that meeting, interested in the proposed contract or transaction, he or she shall make the declaration at the first Board of Directors meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the director becomes interested in a contract or transaction after it is made, the director shall declare his or her interest at the first Board of Directors meeting held after he or she becomes interested.
- (c) Directors and their families shall not enter into any proposed contract or transaction with the Corporation except:
 - (1) On a competitive-bid basis or other similar basis in writing; and
 - (2) Where the director has declared any interest therein, and where he has absented himself from the meeting and where he has refrained from voting thereon.

- (d) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter

Any director who has declared an interest in any proposed contract or transaction or other financial interests with the Corporation which is being discussed shall absent himself or herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

INDEMNITIES TO DIRECTORS AND OTHERS

53. **INDEMNIFICATION** Every Director or Officer of the Corporation and every member of a Committee of the Corporation and their heirs, executors and administrators shall be indemnified and saved harmless, by the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or Committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she 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 willful neglect or fault.

The indemnity herein before provided for shall be applicable only if the Director, Officer or Committee member of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

54. **AUDITORS** The voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the voting members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

STANDING COMMITTEES

55. **STANDING COMMITTEES** The Board of Directors may establish such Standing Committees from time to time as they deem necessary. The Board of Directors shall establish and alter the duties of the Standing Committees and appoint or remove Standing Committee members as necessary.

SPECIAL COMMITTEES

56. **SPECIAL COMMITTEES** The Board of Directors may appoint Special Committees from time to time as deemed necessary to carry out the objectives of the Corporation or to advise the Board of Directors. The Board of Directors shall prescribe the duties of such Special Committees and appoint or remove Special Committee members as necessary.

EXECUTION OF DOCUMENTS

57. **EXECUTION OF DOCUMENTS** Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) officers. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers or a director or directors on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing as aforesaid or by any officer or any director appointed by resolution of the Board of Directors.

MINUTES OF THE BOARD OF DIRECTORS

58. **MINUTES** The minutes of the Board of Directors or the minutes of any Committee thereof shall be available to the voting members of the Corporation upon request.
59. **AMENDMENT OF BY-LAWS** The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting duly called for the purpose of considering the said by-law.

BOOKS AND RECORDS

60. **BOOKS AND RECORDS** The directors 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 required and properly kept.

RULES AND REGULATIONS

61. **RULES AND REGULATIONS** The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the voting members of the Corporation when they shall be confirmed. Such rules and regulations shall cease to have any force and effect from the date of the annual meeting of the voting members of the Corporation at which the voting members fail to confirm such rules and regulations.

FISCAL YEAR

62. **FISCAL YEAR** Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be October 31.
63. **DISSOLUTION OF CORPORATION** It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to the Canadian Cancer Society, (Manitoba Division) or more non profit corporations with similar goals and objectives or as designated by the Board of Directors.

ENACTED the XXth day of XXXXXXXX, 2013

Chair C/S Secretary