



Long Term & Continuing Care
Association of Manitoba

**LONG TERM & CONTINUING CARE
ASSOCIATION OF MANITOBA**

REVISED BYLAW

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ARTICLE I – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- a. **"Act"** means The Corporations Act (Manitoba), as amended, replaced, or re-enacted from time to time, and includes any regulations made thereunder.
- b. **"Articles"** means the Articles of Incorporation, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, or any other constating documents of the Corporation as filed under the Act.
- c. **"Board"** means the Board of Directors of the Corporation.
- d. **"By-laws"** means these By-laws and any other By-laws of the Corporation enacted or amended from time to time.
- e. **"President"** means the Director elected by the Board to serve as President of the Corporation.
- f. **"Committee"** means a standing, ad hoc, advisory, operational, or Board committee established in accordance with these By-laws.
- g. **"Corporation"** means the Long Term & Continuing Care Association of Manitoba Inc.
- h. **"Director"** means an individual elected or appointed to the Board in accordance with these By-laws.
- i. **"Executive Director"** means the individual appointed by the Board to serve as the senior administrative and operational leader of the Corporation.
- j. **"Legislation"** means any applicable legislation of the Province of Manitoba, and any applicable federal or other legislation, regulation, rule, order, or legally binding requirement having jurisdiction over the Corporation, its governance, activities, or operations, as amended, replaced, or re-enacted from time to time.
- k. **"Member"** means an organization, corporation, association, partnership, entity, or individual admitted to membership in the Corporation in accordance with these By-laws.
- l. **"Member in Good Standing"** means a Member whose membership has not been suspended or terminated, whose membership fees or dues are fully paid when due, and who remains eligible for membership under these By-laws.
- m. **"Officer"** means an individual elected or appointed to an officer position of the Corporation in accordance with these By-laws.
- n. **"Ordinary Resolution"** means a resolution approved by a majority of votes cast by those entitled to vote on the matter.
- o. **"Person"** includes an individual, corporation, partnership, association, organization, trust, government body, or other legal entity.
- p. **"Special Resolution"** means a resolution approved by not less than two-thirds (2/3) of the votes cast by those entitled to vote on the matter, unless a greater threshold is required by the Act.
- q. **"Vice-President"** means a Director elected by the Board to serve in the capacity of Vice-President.

1.2 Interpretation

In these By-laws:

- a. Words importing the singular include the plural and vice versa.
- b. Words importing one gender include all genders.
- c. References to a statute or legislation include all amendments, replacements, and successor legislation thereto.
- d. References to a section, article, policy, or document refer to the current version of that document unless otherwise stated.
- e. The headings and titles used in these By-laws are for convenience only and shall not affect the interpretation of any provision.
- f. Where a conflict exists between these By-laws and any policy of the Corporation, these By-laws shall prevail.
- g. Where a conflict exists between these By-laws and the Act, the Act shall prevail to the extent of the inconsistency.

1.3 Governance Hierarchy

The governance framework of the Corporation shall consist of the following hierarchy:

1. Applicable Federal and Provincial Legislation;
2. Articles of Incorporation and other constating documents of the Corporation;
3. These By-laws;
4. Board-approved governance policies;
5. Board-approved operational and administrative policies;
6. Procedures, guidelines, and administrative practices established from time to time.

The Board may establish, amend, repeal, and maintain policies to support the effective governance and operation of the Corporation, provided that such policies are consistent with the Act, the Articles, and these By-laws.

No policy, procedure, guideline, practice, committee mandate, or Board resolution shall override or conflict with these By-laws.

In the event of an inconsistency among governing documents, the document with the higher authority in the governance hierarchy shall prevail.

ARTICLE II – PURPOSE

2.1 Purpose of the Corporation

The Long Term & Continuing Care Association of Manitoba Inc. exists to support, represent, strengthen, and advance organizations, corporations, associations, businesses, and individuals engaged in, connected to, or supporting older adults and the long term and continuing care sector in Manitoba.

In furtherance of its purpose, the Corporation may:

- a. promote excellence, quality, innovation, and continuous improvement in long term and continuing care services;
- b. advocate on behalf of its Members and the long term and continuing care sector;
- c. provide leadership, education, information, resources, and professional development opportunities to Members and stakeholders;
- d. facilitate collaboration, communication, networking, and the sharing of knowledge, leading practices, and emerging trends;
- e. support the development and advancement of policies, standards, initiatives, and system improvements that strengthen the quality of care and services provided to older adults and other individuals receiving continuing care services;
- f. engage with governments, regulators, funders, service providers, community organizations, educational institutions, and other stakeholders on matters relevant to the Corporation's purpose;
- g. undertake research, consultation, public awareness, and advocacy activities that support the interests of the sector and the communities it serves; and
- h. carry on such other activities as are incidental or conducive to achieving the purposes of the Corporation and are permitted by applicable legislation.

2.2 Alignment with Governing Documents

The Corporation shall operate in accordance with:

- a. applicable federal, provincial, and municipal legislation;
- b. its Articles of Incorporation and other constating documents;
- c. these By-laws; and
- d. policies duly approved by the Board.

The mission, vision, values, strategic priorities, strategic plan, operating objectives, and organizational goals of the Corporation may be established, amended, or replaced by resolution of the Board from time to time and are not required to be incorporated into these By-laws.

Nothing in this Article shall limit the authority of the Board to establish strategic directions, priorities, initiatives, or programs that support the purpose of the Corporation and are consistent with its governing documents and applicable legislation.

ARTICLE III – MEMBERSHIP

3.1 Membership in the Corporation

Membership in the Corporation shall be open to organizations, corporations, associations, partnerships, businesses, agencies, and individuals engaged in, connected to, or supporting the long term and continuing care sector, subject to approval in accordance with these By-laws and any membership criteria established by the Board.

Membership in the Corporation is a privilege and not a right.

The Board may establish membership requirements, application processes, renewal procedures, eligibility criteria, and standards for membership that are consistent with these By-laws.

Only Members in Good Standing shall be entitled to exercise such rights and privileges as are granted under these By-laws.

3.2 Membership Categories

The Corporation shall maintain the following categories of membership:

- a. Care & Housing Providers;
- b. Professional Affiliates;
- c. Charitable and Not-for-Profit Organizations Serving Older Adults;
- d. Community Partners;
- e. Individuals;
- f. Private Home Care Agencies and Staffing Agencies; and
- g. Business Partners.

The Board may establish sub-categories, classifications, or membership groupings within any category for administrative, operational, or engagement purposes, provided such classifications do not alter the rights granted under these By-laws.

The eligibility criteria, qualifications, and definitions applicable to each membership category shall be established by Board policy and may be amended by the Board from time to time, provided such amendments remain consistent with these By-laws.

3.3 Rights and Privileges of Membership

Members shall be entitled to participate in the activities, programs, services, meetings, educational opportunities, communications, and other benefits of the Corporation as determined by the Board from time to time.

The rights and privileges associated with membership may vary by category where approved by the Board and communicated to Members.

Voting rights, eligibility to hold office, and participation in meetings of Members shall be governed by these By-laws.

No Member shall acquire any ownership interest in the assets, property, funds, or undertakings of the Corporation.

Membership shall not confer any financial benefit, dividend, profit-sharing entitlement, or proprietary interest in the Corporation.

3.4 Admission to Membership

Applications for membership shall be submitted in such form and manner as determined by the Board.

The Board may establish eligibility criteria, application requirements, supporting documentation requirements, membership terms, and renewal processes for each category of membership.

The Board may delegate authority to approve applications for membership to the Executive Director or another designate, subject to any limitations established by the Board.

The Board reserves the right to refuse an application for membership where it determines that admission would not be in the best interests of the Corporation or would be inconsistent with the purpose of the Corporation.

The decision of the Board respecting admission to membership shall be final.

3.5 Membership in Good Standing

A Member shall be considered a Member in Good Standing where the Member:

- a. has been duly admitted to membership in accordance with these By-laws;
- b. has paid all applicable membership fees, dues, assessments, and other amounts owing to the Corporation when due;
- c. remains eligible for membership within the applicable membership category as defined by board policy;
- d. complies with these By-laws and the policies of the Corporation; and
- e. is not subject to suspension or termination of membership.

Only Members in Good Standing shall be entitled to exercise any voting rights or other privileges reserved to Members under these By-laws.

The Board may establish additional requirements for maintaining membership in good standing, provided such requirements are consistent with these By-laws.

3.6 Membership Fees

The Board shall establish membership fees, dues, assessments, and renewal requirements for each category of membership.

Membership fees may vary among membership categories and may be amended by resolution of the Board from time to time.

Membership fees are due and payable in accordance with the policies, schedules, and procedures established by the Board.

Failure to pay membership fees or other amounts owing to the Corporation may result in suspension or termination of membership in accordance with these By-laws and any applicable policies.

Membership fees are non-refundable except where otherwise determined by the Board or required by law.

3.7 Suspension or Termination of Membership

The Board may suspend or terminate the membership of any Member who:

- a. ceases to meet the eligibility requirements for membership;
- b. fails to maintain membership in good standing;
- c. fails to pay membership fees, dues, or other amounts owing to the Corporation;
- d. contravenes these By-laws or any policy of the Corporation;
- e. engages in conduct that is detrimental to the interests, reputation, or objectives of the Corporation; or
- f. engages in conduct that may expose the Corporation to legal, financial, reputational, or operational risk.

Prior to suspension or termination, the Member shall be provided with reasonable notice of the proposed action an opportunity to respond, except where immediate action is necessary to protect the interests of the Corporation.

The decision of the Board regarding suspension or termination shall be final, subject to any appeal process established by the Board.

A Member whose membership is suspended shall forfeit all membership rights and privileges for the duration of the suspension.

A Member whose membership is terminated shall immediately cease to be a Member of the Corporation.

3.8 Resignation of Membership

A Member may resign from membership in the Corporation by providing written notice to the Corporation.

The resignation shall become effective upon receipt of the notice by the Corporation or on a later date specified in the notice.

Resignation does not relieve a Member of any financial obligations, liabilities, or commitments incurred prior to the effective date of resignation.

No refund of membership fees shall be provided unless otherwise determined by the Board.

3.9 Non-Transferability of Membership

Membership in the Corporation is personal to the Member and may not be assigned, transferred, sold, pledged, or otherwise conveyed to another person or entity.

Membership rights, privileges, and obligations shall cease upon resignation, suspension, termination, or any other cessation of membership in accordance with these By-laws.

3.10 Register of Members

The Corporation shall maintain a Register of Members in accordance with the requirements of applicable legislation.

The Register shall contain such information as may be required by law and may include:

- a. the name of the Member;
- b. the membership category;
- c. contact information;
- d. the date of admission to membership;
- e. the status of membership; and
- f. such other information as the Board may determine is necessary for the administration of the Corporation.

The Register of Members shall be maintained under the authority of the Executive Director or designate.

Access to the Register of Members shall be governed by applicable legislation and the Corporation's policies respecting privacy, confidentiality, and access to information.

ARTICLE IV – MEETINGS OF MEMBERS

4.1 Annual Meetings

An Annual Meeting of the Members shall be held not later than fifteen (15) months after the preceding Annual Meeting and at such time, date, and place as determined by the Board.

The purpose of the Annual Meeting shall include:

- a. receiving the minutes of the previous Annual Meeting and any Special General Meetings of the Members;
- b. receiving reports of the Board, Officers, Committees, and the Executive Director, as applicable;
- c. receiving the financial statements of the Corporation for the preceding fiscal year, together with the report of the auditor or public accountant, where applicable;
- d. electing Directors;
- e. appointing an auditor or public accountant, where required;
- f. considering By-law amendments requiring Member approval; and
- g. transacting such other business as may properly come before the meeting.

Failure to hold an Annual Meeting within the time prescribed shall not invalidate the actions or decisions of the Corporation, provided the Corporation acts to remedy the omission as soon as reasonably practicable and in accordance with applicable legislation.

4.2 Special General Meetings

A Special General Meeting of the Members may be called at any time by resolution of the Board.

The Board shall call a Special General Meeting upon receipt of a requisition from Members in accordance with the requirements of the Act.

The notice of a Special General Meeting shall state the purpose or purposes for which the meeting is called.

No business shall be considered or transacted at a Special General Meeting except the business specified in the notice of meeting.

4.3 Place of Meetings

Meetings of the Members may be held:

- a. at any location within Canada as determined by the Board;
- b. entirely by electronic means; or
- c. by a combination of in-person and electronic participation.

Where a meeting is conducted wholly or partially by electronic means, the Corporation shall make reasonable efforts to ensure that all participants are able to communicate adequately with one another and participate meaningfully in the proceedings.

Members participating electronically shall be deemed to be present at the meeting.

4.4 Notice of Meetings

Notice of every meeting of the Members shall be provided to all persons entitled to receive notice within the time and in the manner required by the Act.

The notice shall include:

- a. the date and time of the meeting;
- b. the location of the meeting or instructions for electronic participation, as applicable;
- c. the nature of any special business to be considered, together with sufficient information to permit Members to form a reasonable judgment on the matter;
- d. the text of any Special Resolution to be considered; and
- e. any other information required by the Act.

A Member or other person entitled to receive notice may waive notice in accordance with the Act.

The accidental omission to give notice, or the failure of a person entitled to receive notice to receive it, shall not invalidate the proceedings of the meeting, except as otherwise provided by the Act.

4.5 Quorum

Quorum for a meeting of the Members shall be the lesser of:

- a. ten (10) Members in Good Standing entitled to vote; or
- b. twenty-five percent (25%) of the Members in Good Standing entitled to vote,

present in person, participating electronically, or represented by proxy where permitted.

Quorum shall be established at the commencement of the meeting and shall be deemed to continue throughout the meeting unless a challenge to quorum is raised.

If quorum is not present within thirty (30) minutes following the scheduled commencement time of the meeting, the meeting shall stand adjourned to a date, time, and place determined by the Board.

Any adjourned meeting may proceed with the Members present, provided notice of the adjourned meeting has been given in accordance with these By-laws and applicable legislation.

4.6 Voting Rights

Only Members in Good Standing shall be entitled to vote at meetings of the Members.

For the purposes of voting:

- a. each Member that is an organization, corporation, association, agency, or business shall be entitled to one (1) vote for each facility, location, or operation in Manitoba covered by a paid membership, as approved by the Board; and
- b. each Member holding an individual membership shall be entitled to one (1) vote.

Unless otherwise provided by the Act or these By-laws, all questions arising at a meeting of the Members shall be determined by an Ordinary Resolution.

In the event of a tie vote, the motion shall be deemed defeated.

Voting may be conducted by show of hands, ballot, electronic means, voice vote, or such other method as determined by the President, unless a ballot vote is requested by a Member entitled to vote.

The President shall declare whether a motion has been carried or defeated, and such declaration shall be recorded in the minutes.

4.7 Voting by Proxy

A Member entitled to vote may appoint another individual as proxy to attend, participate, and vote on the Member's behalf at a meeting of the Members.

The appointment of a proxy shall:

- a. be made in writing;
- b. identify the Member granting the proxy and the individual appointed as proxy;
- c. be signed or otherwise authorized by the Member; and
- d. be delivered to the Corporation in accordance with any procedures established by the Board.

A proxy holder shall exercise only those voting rights granted by the Member and shall not possess any greater authority than that held by the Member.

A proxy shall be valid only for the meeting for which it is issued, including any adjournment of that meeting, unless otherwise specified in the proxy.

The Board may establish policies respecting the form, submission, verification, and administration of proxies, provided such policies are consistent with these By-laws and applicable legislation.

4.8 Member Code of Conduct and Ethics

Members shall conduct themselves in a manner that supports the purposes, values, reputation, and best interests of the Corporation.

Members shall comply with:

- a. these By-laws;
- b. policies approved by the Board;
- c. any Code of Conduct, Code of Ethics, or similar standards adopted by the Corporation; and
- d. applicable legislation relevant to their participation in the Corporation.

Without limiting the generality of the foregoing, Members shall:

- a. act honestly, respectfully, and in good faith in their dealings with the Corporation and its Members;
- b. respect the confidentiality of information obtained through their involvement with the Corporation;
- c. refrain from making unauthorized statements or representations on behalf of the Corporation;
- d. avoid conduct that could reasonably be expected to damage the reputation, credibility, or effectiveness of the Corporation; and
- e. support an environment that promotes professionalism, respect, inclusion, collaboration, and ethical conduct.

Failure to comply with this section may result in disciplinary action, suspension, or termination of membership in accordance with these By-laws and any applicable policies.

4.9 Member Expenses

Members shall serve without remuneration in their capacity as Members.

Nothing in these By-laws shall prevent a Member from receiving compensation for services provided to the Corporation in another capacity, provided that:

- a. the arrangement has been properly approved in accordance with applicable policies and conflict of interest requirements; and
- b. the individual does not participate in any decision relating to such compensation.

Members may be reimbursed for reasonable and properly authorized expenses incurred on behalf of the Corporation, in accordance with Board-approved policies and procedures.

Reimbursement of expenses shall not be considered remuneration for the purposes of these By-laws.

ARTICLE V – BOARD OF DIRECTORS

5.1 Number of Directors

The affairs of the Corporation shall be governed by a Board of Directors.

The Board shall consist of not fewer than three (3) and not more than fifteen (15) Directors.

The number of Directors within this range shall be determined by resolution of the Members from time to time.

The Board shall strive to reflect the diversity of the Corporation's membership and shall seek an appropriate balance of skills, experience, knowledge, geographic representation, and sector perspectives necessary to effectively govern the Corporation.

Directors shall serve without remuneration except as otherwise permitted by these By-laws and applicable legislation.

5.2 Election and Terms of Office

Directors shall be elected by the Members at an Annual Meeting of the Members.

Each Director shall hold office for a term of three (3) years or until their successor is elected or appointed.

The Board may establish staggered terms to promote continuity and succession planning, with approximately one-third of Director positions being elected each year whenever reasonably practicable.

A Director may serve a maximum of three (3) consecutive terms, for a total of nine (9) consecutive years.

Following completion of the maximum consecutive term limit, a former Director shall not be eligible for re-election to the Board until at least one (1) year has elapsed.

Notwithstanding the foregoing, where a Director is serving as President or Vice-President, the Members may, by Ordinary Resolution, permit that Director to exceed the maximum consecutive term limit for the duration of their term in office where doing so is considered to be in the best interests of the Corporation.

A Director shall remain in office until the close of the meeting at which their successor is elected or appointed.

Any Director may be removed from office by resolution of the Members in accordance with applicable legislation and these By-laws.

Where a Director is removed from office, the Members may elect a replacement at the same meeting to serve the remainder of the unexpired term.

5.3 Qualifications of Directors

To be eligible to serve as a Director, an individual shall:

- a. be at least eighteen (18) years of age;
- b. have the legal capacity to act as a Director;
- c. not be an undischarged bankrupt;
- d. not have been declared incapable of managing their affairs by a court of competent jurisdiction;
- e. support the purpose and objectives of the Corporation;
- f. meet any Membership eligibility requirements established by the Board and approved by the Members from time to time; and
- g. not be otherwise disqualified from serving as a Director under applicable legislation.

The Board may establish additional competency, experience, skills, or representation criteria to support effective governance, succession planning, and Board composition.

An employee of the Corporation shall not serve as a voting Director of the Corporation.

The Executive Director shall not be a Director and shall serve only in a non-voting, ex officio capacity as provided elsewhere in these By-laws.

5.4 Ceasing to Hold Office

A Director shall cease to hold office upon the occurrence of any of the following:

- a. the expiry of the Director's term of office;
- b. the Director's resignation in accordance with these By-laws;
- c. the Director's removal by the Members in accordance with applicable legislation and these By-laws;
- d. the Director becoming disqualified from serving as a Director under these By-laws or applicable legislation;
- e. the Director being declared incapable of managing their affairs by a court of competent jurisdiction;
- f. the Director becoming an undischarged bankrupt; or
- g. the death of the Director.

A Director may resign at any time by providing written notice to the Corporation.

The resignation shall become effective upon receipt of the notice by the Corporation or on a later date specified in the notice.

The cessation of a Director's office shall not relieve the Director of any obligations, responsibilities, or liabilities arising from actions taken during their term of office.

5.5 Vacancies

A vacancy on the Board shall occur whenever a Director ceases to hold office before the expiration of their term.

Where a vacancy occurs, the remaining Directors may appoint a qualified individual to fill the vacancy until the next Annual Meeting of the Members.

An individual appointed to fill a vacancy shall serve only for the remainder of the unexpired term unless subsequently elected by the Members.

The Members may elect a replacement Director at any meeting of the Members called for that purpose.

The Board may continue to conduct business and make decisions if a Board position becomes vacant, as long as enough Directors are present to meet quorum requirements.

Where the number of Directors falls below the minimum number required by these By-laws or applicable legislation, the remaining Directors shall take such action as is necessary to restore the Board to compliance.

5.6 Attendance Requirements

Directors are expected to attend and actively participate in meetings of the Board and any committees to which they are appointed.

Regular attendance is considered an essential responsibility of Board service.

Where a Director is absent from three (3) consecutive meetings of the Board without reasonable cause and without prior notice to the President, the Board may review the Director's continued participation and commitment to the responsibilities of office.

Following such review, the Board may:

- a. counsel the Director regarding attendance expectations;
- b. request the Director's resignation; or
- c. recommend to the Members that the Director be removed in accordance with these By-laws and applicable legislation.

The Board may establish attendance expectations and reporting requirements through Board policy.

5.7 Directors' Expenses

Directors shall serve without remuneration for their service as Directors.

No Director shall receive any direct or indirect financial benefit solely by virtue of holding office as a Director.

Nothing in these By-laws shall prohibit a Director from receiving reimbursement for reasonable and properly authorized expenses incurred in carrying out Board duties on behalf of the Corporation.

All reimbursements shall:

- a. comply with Board-approved policies;
- b. be supported by appropriate documentation;
- c. be reasonable and necessary to the conduct of Corporation business; and
- d. be subject to the same financial oversight and approval processes applicable to all expenditures of the Corporation.

Reimbursement of expenses shall not constitute remuneration, compensation, or a financial benefit for the purposes of these By-laws.

ARTICLE VI – MEETINGS OF THE BOARD

6.1 Meetings of the Board

The Board shall meet not fewer than four (4) times in each fiscal year and may meet more frequently as required to conduct the business of the Corporation.

Meetings of the Board may be held:

- a. in person;
- b. entirely by electronic means; or
- c. by a combination of in-person and electronic participation.

Directors participating by electronic means shall be deemed to be present at the meeting.

The Executive Director shall be entitled to attend meetings of the Board as a non-voting, ex officio participant, except during in camera sessions where the Board determines otherwise.

The Board may invite advisors, consultants, staff members, guests, or other individuals to attend meetings for specific purposes, provided such persons shall not have voting rights.

The Board shall meet in camera without management present at least once annually and more frequently as determined by the Board.

6.2 Calling and Notice of Meetings

Meetings of the Board may be called by:

- a. the President;
- b. the Vice-President acting in the absence of the President; or
- c. any three (3) Directors.

Notice of a meeting of the Board shall be provided to all Directors not less than five (5) business days prior to the meeting where notice is delivered electronically and not less than seven (7) business days prior to the meeting where notice is delivered by mail.

Notice shall include:

- a. the date and time of the meeting;
- b. the location of the meeting or instructions for electronic participation; and
- c. such supporting materials or information as may reasonably be required to enable Directors to prepare for the meeting.

A meeting of the Board may be held without formal notice where:

- a. all Directors are present; or
- b. those Directors not present have waived notice before, during, or after the meeting.

The accidental omission to provide notice to a Director shall not invalidate the proceedings of a meeting unless material prejudice can be demonstrated.

6.3 Quorum

A quorum for a meeting of the Board shall be a majority of the Directors then in office.

Directors participating in person or by electronic means shall be counted for the purpose of establishing quorum.

Quorum shall be established at the commencement of the meeting and shall be deemed to continue throughout the meeting unless a challenge to quorum is raised.

No business shall be transacted at a meeting of the Board unless quorum is present.

If quorum is lost during a meeting, the remaining Directors may continue discussions but shall not take any formal action or make any binding decision until quorum is restored.

6.4 Voting

Each Director shall be entitled to one (1) vote on every matter brought before the Board.

Questions arising at a meeting of the Board shall be determined by an Ordinary Resolution unless otherwise required by applicable legislation or these By-laws.

Voting may be conducted by:

- a. show of hands;
- b. voice vote;
- c. ballot;
- d. electronic means; or
- e. any other method determined by the President that permits the accurate recording of votes.

A Director shall not vote by proxy.

In the event of an equality of votes, the motion shall be deemed defeated.

The President shall not be entitled to a second or casting vote.

The declaration by the President that a motion has been carried or defeated shall be entered into the minutes and shall constitute prima facie evidence of the outcome of the vote unless a ballot vote is requested.

6.5 Minutes and Records of Meetings

Accurate minutes shall be prepared for all meetings of the Board and shall form part of the official records of the Corporation.

The minutes shall record:

- a. the date, time, and location of the meeting;
- b. the names of those present and absent;
- c. declarations of conflicts of interest;
- d. resolutions and decisions considered by the Board;
- e. the disposition of motions; and
- f. such other information as the Board may determine is appropriate for the corporate record.

Draft minutes shall be circulated to Directors within a reasonable time following the meeting and shall be approved by the Board at a subsequent meeting.

Approved minutes shall be maintained in accordance with the Corporation's records management policies and applicable legislation.

Directors shall maintain the confidentiality of Board discussions, materials, and records except as required by law or authorized by the Board.

The Corporation shall maintain records of all Board meetings, resolutions, and governance decisions in a manner that supports accountability, transparency, and continuity of governance.

6.6 Decisions Without a Meeting

a. Unanimous Written Resolutions

A resolution in writing signed by all Directors entitled to vote on the resolution shall be as valid and effective as if passed at a duly constituted meeting of the Board.

Such resolution may be executed in counterparts and may be delivered electronically.

A written resolution shall be retained with the minutes and records of the Corporation.

b. Electronic Motions Between Meetings

Where circumstances require a decision between scheduled meetings, the Board may conduct business by electronic means, including electronic mail or another Board-approved electronic platform.

For an electronic motion to be valid:

- i. the motion shall be circulated to all Directors;
- ii. sufficient information shall be provided to permit informed decision-making;

- iii. a deadline for response shall be established;
- iv. quorum shall participate in the vote; and
- v. the results shall be recorded and entered into the minutes of the next Board meeting.

Unless otherwise required by law or these By-laws, a motion approved by a majority of participating Directors shall be deemed valid and binding.

The Board may establish policies governing electronic voting procedures, including security, confidentiality, record retention, and verification requirements.

6.7 Electronic Participation

A Director may participate in any meeting of the Board or a committee by telephone, videoconference, web-based meeting platform, or other communication technology that permits all participants to communicate adequately with one another.

A Director participating by such means shall be deemed to be present at the meeting and shall be counted for the purposes of quorum and voting.

The Corporation shall make reasonable efforts to ensure that electronic meeting platforms support effective participation, confidentiality, security, and the accurate recording of decisions.

A failure of technology or temporary interruption in communications shall not invalidate the proceedings of a meeting provided that quorum is maintained and the Board is able to continue its business in a fair and orderly manner.

The Board may establish policies and procedures governing electronic participation, electronic meetings, and electronic voting, provided such policies are consistent with these By-laws and applicable legislation.

ARTICLE VII – OFFICERS

7.1 Officers

The officers of the Corporation shall consist of:

- a. a President;
- b. one (1) or more Vice-Presidents;
- c. a Secretary;
- d. a Treasurer; and
- e. such other officers as the Board may determine from time to time.

The offices of Secretary and Treasurer may be held by the same individual.

Officers of the Corporation shall be selected from among the Directors unless otherwise permitted by these By-laws or by resolution of the Board.

The Executive Director shall not be an Officer of the Board and shall not have voting rights by virtue of their employment position.

The Board may establish additional officer positions where it determines that doing so supports the effective governance of the Corporation.

7.2 Election and Appointment

The officers of the Corporation shall be elected or appointed by the Board from among the Directors at the first meeting of the Board following the Annual Meeting of the Members.

The Board shall consider the skills, experience, competencies, leadership capacity, succession planning needs, and governance requirements of the Corporation when selecting Officers.

The Board may establish a nomination process, officer slate, governance committee process, or other procedure to support the selection of Officers.

Where a vacancy occurs in an Officer position, the Board may appoint another qualified Director to serve the remainder of the unexpired term.

An Officer may resign from office at any time by providing written notice to the Corporation.

The Board may remove an Officer from office whenever it determines that such action is in the best interests of the Corporation, provided that the individual shall remain a Director unless otherwise removed in accordance with these By-laws.

7.3 Term of Office

Officers shall hold office for a term of one (1) year commencing upon election or appointment and continuing until their successors are elected or appointed.

Officers are eligible for re-election or reappointment, provided that the Board reviews Officer appointments annually.

In considering reappointment, the Board may take into account:

- a. leadership effectiveness;
- b. attendance and participation;
- c. succession planning considerations;
- d. organizational needs; and
- e. the best interests of the Corporation.

The expiry of an Officer's term shall not affect the individual's status as a Director.

An individual who ceases to be a Director shall automatically cease to hold any Officer position held by that individual.

Nothing in these By-laws shall prevent the Board from reassigning Officer responsibilities or restructuring Officer positions where it determines such action to be in the best interests of the Corporation.

7.4 President

The President shall provide leadership to the Board in carrying out its governance responsibilities and shall support the effective functioning of the Corporation.

The President shall:

- a. preside at meetings of the Members and meetings of the Board;
- b. ensure that meetings are conducted in an orderly, efficient, fair, and respectful manner;
- c. facilitate effective decision-making by the Board;
- d. support the Board in fulfilling its governance, fiduciary, and strategic responsibilities;
- e. serve as the primary liaison between the Board and the Executive Director;
- f. support the development of Board effectiveness, governance practices, succession planning, and Director engagement;
- g. act as an official representative and spokesperson of the Corporation when authorized by the Board; and
- h. perform such other duties as may be assigned by the Board from time to time.

The President shall not have authority to act independently on behalf of the Corporation unless specifically authorized by the Board.

The President shall have one (1) vote as a Director and shall not have a second or casting vote.

7.5 Vice-President

The Vice-President shall support the President in carrying out the responsibilities of the office and shall perform the duties of the President during the President's absence, incapacity, resignation, or inability to act.

The Vice-President shall:

- a. assist the President in supporting the effective governance of the Corporation;
- b. perform such duties as may be delegated by the President or assigned by the Board;
- c. support leadership development and succession planning within the Board; and
- d. undertake special assignments or responsibilities as directed by the Board.

When acting in place of the President, the Vice-President shall possess all powers and responsibilities of the President.

7.6 Secretary

The Secretary shall support the Board in ensuring the proper administration of corporate governance and records.

The Secretary shall:

- a. ensure that notice of meetings is provided in accordance with these By-laws;
- b. oversee the preparation, accuracy, and maintenance of minutes of meetings of the Members and the Board;

- c. support the maintenance of corporate records required by law and these By-laws;
- d. monitor compliance with governance procedures, Board processes, and record-keeping requirements;
- e. ensure that official records and governance documents are maintained in an organized and secure manner; and
- f. perform such other duties as may be assigned by the Board.

The Secretary may rely upon the Executive Director, staff, legal counsel, or other designated individuals to carry out administrative functions under the Secretary's oversight.

7.7 Treasurer

The Treasurer shall support the Board in fulfilling its financial oversight responsibilities and shall provide leadership regarding the financial stewardship of the Corporation.

The Treasurer shall:

- a. support the Board in overseeing the financial affairs of the Corporation;
- b. review and monitor financial information presented to the Board;
- c. support the Board in ensuring that appropriate financial controls, policies, and accountability mechanisms are in place;
- d. support the annual budget development and financial planning processes;
- e. support the Board in monitoring financial performance, reserves, investments, and risk management practices;
- f. liaise with the auditor or public accountant, as appropriate; and
- g. perform such other duties as may be assigned by the Board.

The Treasurer may rely upon the Executive Director, financial staff, accountants, auditors, bookkeepers, investment advisors, or other qualified professionals in carrying out the responsibilities of the office.

Nothing in this section shall be interpreted as transferring responsibility for the financial oversight of the Corporation from the Board as a whole to the Treasurer.

ARTICLE VIII –EXECUTIVE DIRECTOR

8.1 Appointment

The Board may appoint a Executive Director, or such other senior administrative officer as it considers appropriate to serve as the chief employee and operational leader of the Corporation.

The Executive Director shall be appointed by, report directly to, and be accountable to the Board.

The terms and conditions of employment, compensation, benefits, authority, performance expectations, and other employment matters shall be established by the Board and documented in an employment agreement or such other form as the Board may determine.

The Board may appoint an interim Executive Director whenever it determines such appointment to be necessary or advisable.

8.2 Authority and Responsibilities

Subject to the authority of the Board and any limitations established by these By-laws, Board policies, or applicable legislation, the Executive Director shall have responsibility for the leadership, management, administration, and operation of the Corporation.

Without limiting the generality of the foregoing, the Executive Director shall:

- a. implement the strategic directions, policies, and decisions of the Board;
- b. provide leadership for the administration and operation of the Corporation;
- c. oversee programs, services, initiatives, projects, and activities of the Corporation;
- d. manage the human resources of the Corporation, including recruitment, supervision, performance management, and organizational development, within Board-approved policies and budgets;
- e. develop and administer operational plans, budgets, and resources;
- f. support effective financial management, risk management, compliance, and organizational accountability;
- g. serve as the primary advisor to the Board on operational, strategic, and organizational matters;
- h. support productive relationships with Members, government, funders, partners, stakeholders, and the community;
- i. ensure that the Board receives timely, accurate, and relevant information to support effective governance and decision-making; and
- j. perform such other duties as may be assigned by the Board from time to time.

The Executive Director shall have authority over the day-to-day management and operation of the Corporation, subject to the policies, budgets, strategic direction, and oversight established by the Board.

8.3 Reporting and Accountability

The Executive Director shall report directly to the Board through the President.

The Executive Director shall attend meetings of the Board as a non-voting, ex officio participant unless excused by the Board or excluded for all or part of an in camera session.

The Executive Director shall provide reports, recommendations, information, and other materials reasonably required by the Board to carry out its governance responsibilities.

The Executive Director shall be accountable to the Board for:

- a. organizational performance;
- b. implementation of Board-approved strategic directions and policies;
- c. financial stewardship and operational management;
- d. compliance with applicable legislation and regulatory requirements; and
- e. achievement of performance objectives established by the Board.

The Board shall provide direction to the Executive Director collectively and not through individual Directors except where specifically authorized by the Board.

Individual Directors shall not direct, supervise, evaluate, or interfere with the day-to-day management responsibilities of the Executive Director.

8.4 Recruitment, Evaluation and Removal

The Board shall be responsible for the recruitment, appointment, supervision, evaluation, compensation, succession planning, and, where necessary, removal of the Executive Director.

The Board shall establish performance expectations and shall conduct a formal evaluation of the Executive Director on a regular basis and not less than annually.

The Board may delegate responsibility for supporting recruitment, evaluation, compensation review, succession planning, or employment-related matters to a committee, provided that final authority remains with the Board.

The Executive Director may be suspended, terminated, or removed from employment by resolution of the Board and in accordance with applicable legislation, employment obligations, and contractual requirements.

Nothing in this Article shall limit the authority of the Board to establish policies governing the employment relationship with the Executive Director.

ARTICLE IX – COMMITTEES

9.1 Establishment of Committees

The Board may establish, dissolve, restructure, or modify standing committees, ad hoc committees, advisory committees, task forces, working groups, councils, or other bodies as it considers necessary or desirable to support the work of the Corporation.

The Board shall determine the purpose, scope, authority, reporting relationships, membership requirements, and terms of reference for each committee.

The Board may delegate responsibilities to a committee but shall retain ultimate responsibility and accountability for the governance and affairs of the Corporation.

No committee shall possess authority beyond that delegated by the Board.

9.2 Authority of Committees

Committees shall operate within the authority granted by the Board and in accordance with these By-laws, Board policies, and approved terms of reference.

Unless expressly authorized by the Board, a committee shall not:

- a. bind the Corporation;
- b. enter into contracts or agreements on behalf of the Corporation;

- c. commit the Corporation to financial obligations;
- d. establish policy on behalf of the Board; or
- e. exercise authority reserved to the Board or Members under these By-laws or applicable legislation.

Committees shall provide recommendations, advice, information, and reports to the Board as required.

The Board may amend, limit, suspend, or revoke any authority delegated to a committee at any time.

9.3 Committee Membership

The Board shall determine the composition of each committee.

Committee members may include:

- a. Directors;
- b. Members;
- c. subject matter experts;
- d. stakeholders;
- e. community representatives; and
- f. other individuals whose participation supports the purpose of the committee.

The Board shall appoint the Chair of each committee or may authorize a committee to select its own Chair.

The Executive Director may serve as an ex officio, non-voting participant on committees unless otherwise determined by the Board.

The Board may establish qualifications, eligibility requirements, appointment processes, terms of service, attendance expectations, and removal procedures for committee members.

9.4 Committee Meetings

Committees shall meet as required to fulfill their responsibilities.

Meetings may be held in person, electronically, or through a combination of in-person and electronic participation.

The committee President shall be responsible for calling meetings and facilitating the work of the committee.

Committees shall maintain records of meetings, decisions, recommendations, and activities in a manner determined by the Board.

Committees shall report to the Board in accordance with their approved terms of reference and any reporting requirements established by the Board.

Unless otherwise specified by the Board, committee meetings shall be governed by the same procedural principles applicable to meetings of the Board, adapted as necessary to the work of the committee.

9.5 Quorum

Unless otherwise specified by the Board or within a committee's approved Terms of Reference, a quorum for a committee meeting shall be a majority of the appointed voting members of the committee.

Members participating in person or by electronic means shall be counted for the purposes of quorum.

No committee shall conduct official business or make formal recommendations to the Board unless quorum is present.

Where quorum is lost during a meeting, discussion may continue, but no decisions or recommendations shall be made until quorum is restored.

9.6 Decisions Without a Meeting

A committee may conduct business between meetings through written resolutions, electronic voting, or other Board-approved communication methods.

Unless otherwise directed by the Board, a committee decision made without a meeting shall:

- a. be circulated to all voting members of the committee;
- b. provide sufficient information to support informed decision-making;
- c. establish a deadline for response;
- d. receive participation from a quorum of committee members; and
- e. be recorded in the records of the committee and reported to the Board where appropriate.

A written resolution signed or approved by all voting members of a committee shall be as valid as a decision made at a duly constituted meeting of the committee.

The Board may establish policies governing electronic voting, written resolutions, record retention, and verification procedures.

9.7 Attendance Requirements

Committee members are expected to attend and actively participate in meetings of the committees to which they are appointed.

Where a committee member is absent from three (3) consecutive meetings without reasonable cause or prior notice to the committee Chair, the Board or committee Chair may review the individual's continued participation on the committee.

Following such review, the Board may:

- a. counsel the committee member regarding attendance expectations;

- b. request the committee member's resignation from the committee; or
- c. remove and replace the committee member.

The Board may establish additional attendance expectations through policy or committee Terms of Reference.

9.8 Remuneration

Committee members shall serve without remuneration for their service on a committee unless otherwise approved by the Board and permitted by applicable legislation.

Nothing in these By-laws shall prohibit reimbursement of reasonable and properly authorized expenses incurred while carrying out committee responsibilities on behalf of the Corporation.

All expense reimbursements shall comply with Board-approved policies and financial controls.

Reimbursement of expenses shall not constitute remuneration or compensation for committee service.

Nothing in this section shall prohibit a committee member from receiving compensation for services provided to the Corporation in another capacity, provided that:

- a. the arrangement has been properly approved;
- b. any actual, potential, or perceived conflict of interest has been disclosed and managed in accordance with Board policy; and
- c. the individual does not participate in decisions relating to such compensation or arrangement.

ARTICLE X – GOVERNANCE, ETHICS, ACCOUNTABILITY AND COMPLIANCE

10.1 Standard of Care and Duty of Directors and Officers

Directors and Officers shall discharge their duties honestly, in good faith, and in the best interests of the Corporation.

In carrying out their responsibilities, Directors and Officers shall exercise the care, diligence, skill, prudence, and attention that a reasonably prudent person would exercise in comparable circumstances.

Directors and Officers shall:

- a. support the purpose, mission, and strategic direction of the Corporation;
- b. comply with applicable legislation, the Articles, these By-laws, and Board-approved policies;
- c. act with integrity, professionalism, and respect;
- d. make decisions free from improper influence or personal gain;
- e. maintain the confidentiality of information entrusted to them; and

- f. place the interests of the Corporation above personal, professional, or organizational interests when acting in their governance capacity.

Directors and Officers shall be entitled to rely in good faith upon information, reports, opinions, financial statements, legal advice, professional advice, and other materials prepared by qualified individuals whom they reasonably believe to be reliable and competent.

Nothing in these By-laws shall relieve a Director or Officer from the duties and obligations imposed by applicable legislation.

10.2 Conflict of Interest

Directors, Officers, committee members, and any individual acting on behalf of the Corporation shall avoid actual, potential, and perceived conflicts of interest.

Where an actual, potential, or perceived conflict of interest exists, the individual shall:

- a. promptly disclose the nature and extent of the conflict;
- b. ensure the disclosure is recorded in the minutes or other appropriate records;
- c. refrain from participating in discussions, recommendations, negotiations, or decisions relating to the matter unless otherwise permitted by law; and
- d. absent themselves from the meeting during consideration of the matter where required by the Board or applicable legislation.

The Board may establish policies governing conflict of interest declarations, disclosures, investigations, management strategies, and reporting requirements.

Failure to disclose a conflict of interest may result in disciplinary action, removal from a committee, recommendation for removal from office, suspension of membership, or such other action as the Board considers appropriate.

The existence of a conflict of interest shall not automatically disqualify an individual from service with the Corporation, provided that the conflict is appropriately disclosed and managed.

10.3 Confidentiality

Directors, Officers, committee members, employees, contractors, volunteers, and any other individuals acting on behalf of the Corporation shall maintain the confidentiality of information obtained through their involvement with the Corporation.

Confidential information includes, but is not limited to:

- a. personnel matters;
- b. legal matters;
- c. contractual matters;
- d. financial information not publicly disclosed;
- e. information discussed during in camera meetings;
- f. personal information protected by privacy legislation; and
- g. any information designated as confidential by the Board.

Confidential information shall not be disclosed, used, copied, retained, or distributed except:

- a. as required for the proper performance of duties;
- b. as authorized by the Board;
- c. as required by law; or
- d. with the consent of the Corporation.

The obligation of confidentiality shall continue after an individual ceases to hold office, employment, committee membership, or any other relationship with the Corporation.

The Board may establish additional confidentiality policies and procedures as required.

10.4 Governance and Delegation of Authority

The Board is responsible for the governance, stewardship, strategic direction, and oversight of the Corporation.

The Board shall exercise all powers of the Corporation except those reserved to the Members by law, the Articles, or these By-laws.

The Board shall govern the Corporation through the establishment of strategic direction, policies, oversight mechanisms, and accountability systems and shall not involve itself in the day-to-day management of operations except where necessary to fulfill its governance responsibilities.

Without limiting the generality of the foregoing, the Board shall:

- a. establish and safeguard the mission, vision, values, and strategic direction of the Corporation;
- b. approve organizational priorities, plans, and policies;
- c. oversee financial stewardship, risk management, and organizational sustainability;
- d. ensure compliance with legal, regulatory, contractual, and ethical obligations;
- e. appoint, support, evaluate, compensate, and, where necessary, remove the Executive Director;
- f. monitor organizational performance and achievement of strategic objectives;
- g. ensure effective governance, succession planning, Board development, and accountability; and
- h. act in the best interests of the Corporation and its Members.

The Board delegates responsibility for the administration, management, and operation of the Corporation to the Executive Director.

The Executive Director shall have authority over day-to-day operations within the limits established by these By-laws, Board-approved policies, approved budgets, strategic plans, and applicable legislation.

Delegation of authority by the Board shall not relieve the Board of its ultimate accountability for the governance and affairs of the Corporation.

No individual Director, Officer, committee, or Member shall have authority to direct employees, commit the Corporation, or speak on behalf of the Corporation unless specifically authorized by the Board.

10.5 Discipline and Removal

The Board may take disciplinary action where it determines that a Director, Officer, committee member, Member, volunteer, or other individual acting on behalf of the Corporation has:

- a. violated these By-laws;
- b. violated a Board-approved policy, code of conduct, or code of ethics;
- c. engaged in conduct detrimental to the interests, reputation, operations, or objectives of the Corporation;
- d. breached confidentiality obligations;
- e. failed to disclose or appropriately manage a conflict of interest; or
- f. otherwise failed to fulfill responsibilities associated with their role.

Disciplinary action may include:

- a. education or coaching;
- b. a verbal or written warning;
- c. removal from a committee or appointed position;
- d. suspension of privileges or responsibilities;
- e. suspension of membership;
- f. recommendation for removal from office; or
- g. termination of membership.

Prior to imposing significant disciplinary action, the individual shall be provided with notice of the concerns and a reasonable opportunity to respond.

The Board shall act fairly, reasonably, and in accordance with the principles of procedural fairness when considering disciplinary action.

10.6 Right to Appeal

A Member, Director, Officer, committee member, or other individual affected by a disciplinary decision of the Board may submit a written request for reconsideration or appeal within thirty (30) days of receiving notice of the decision.

The Board may establish policies governing the appeal process, including timelines, procedures, eligibility, review mechanisms, and decision-making authority.

Unless otherwise required by law, the decision of the Board following an appeal or reconsideration process shall be final.

The filing of an appeal shall not automatically suspend the implementation of the original decision unless the Board determines otherwise.

10.7 Validity of Meetings and Notice Irregularities

No action, proceeding, decision, election, appointment, resolution, or vote of the Corporation, the Board, or a committee shall be invalid solely because of:

- a. an accidental error in notice;
- b. an accidental omission to provide notice;
- c. a technical defect in the delivery of notice;
- d. a procedural irregularity that does not materially affect the outcome of the matter; or
- e. a good faith error in the conduct of a meeting.

Where an irregularity is identified, the Board may take such corrective action as it considers necessary and appropriate.

Nothing in this section shall excuse a failure to comply with mandatory requirements imposed by applicable legislation.

10.8 Electronic Participation and Voting

The Corporation may use electronic means to support governance activities, meetings, communications, voting, consultations, surveys, resolutions, and other decision-making processes where permitted by law.

Electronic participation shall be conducted in a manner that promotes:

- a. accessibility;
- b. transparency;
- c. accountability;
- d. confidentiality;
- e. security; and
- f. accurate record keeping.

The Board may establish policies governing electronic meetings, electronic voting, electronic resolutions, electronic signatures, virtual participation, and the use of technology platforms.

The use of electronic processes shall have the same force and effect as comparable in-person processes where permitted by law and these By-laws.

10.9 Governance Policies

The Board may adopt, amend, suspend, repeal, and maintain governance policies to support the effective governance and administration of the Corporation.

Governance policies may address, without limitation:

- a. Board responsibilities and expectations;
- b. conflict of interest;
- c. confidentiality;
- d. code of conduct and ethics;

- e. financial oversight and controls;
- f. risk management;
- g. committee governance;
- h. succession planning;
- i. Board recruitment and development;
- j. electronic meetings and voting;
- k. records management;
- l. privacy and information management; and
- m. any other matter the Board considers necessary for good governance.

Governance policies shall be consistent with applicable legislation, the Articles, and these By-laws.

In the event of a conflict between a governance policy and these By-laws, these By-laws shall prevail.

The Board may delegate responsibility for the development, review, monitoring, and administration of governance policies, provided that ultimate authority remains with the Board.

ARTICLE XI – FINANCIAL GOVERNANCE AND ADMINISTRATION

11.1 Financial Oversight

The Board is responsible for the financial stewardship, sustainability, oversight, and accountability of the Corporation.

The Board shall:

- a. approve the annual operating and capital budgets of the Corporation;
- b. monitor the financial performance and financial position of the Corporation;
- c. oversee the establishment and maintenance of appropriate financial controls, internal controls, and accountability mechanisms;
- d. ensure that financial resources are used in a manner consistent with the purpose, strategic direction, and best interests of the Corporation;
- e. monitor financial risks and liabilities of the Corporation; and
- f. receive regular financial reports sufficient to enable informed governance and oversight.

The Board may delegate certain financial oversight responsibilities to a committee or to the Executive Director, provided that ultimate accountability remains with the Board.

11.2 Authorization of Expenditures

The Board shall establish policies governing the authorization, approval, documentation, reimbursement, and monitoring of expenditures.

The Board may delegate expenditure authority to the Executive Director and such other individuals as it considers appropriate.

All expenditures shall:

- a. support the purpose and activities of the Corporation;
- b. be consistent with approved budgets or approved by an authorized decision-maker;
- c. comply with Board-approved financial policies and procedures; and
- d. be supported by appropriate records and documentation.

The Board may establish expenditure limits and approval thresholds through policy.

Expenditures that exceed delegated authority or approved limits shall require approval by the Board or such other authority as established by Board policy.

11.3 Financial Instruments and Signing Authority

The Board shall designate the individuals authorized to execute financial instruments and conduct banking transactions on behalf of the Corporation.

Financial instruments may include, without limitation:

- a. cheques;
- b. electronic fund transfers;
- c. contracts;
- d. agreements;
- e. banking documents;
- f. investment documents; and
- g. other instruments requiring authorization on behalf of the Corporation.

The Board shall establish signing authority requirements and approval processes through policy or resolution.

Unless otherwise determined by the Board, no individual shall have sole authority to approve and execute financial transactions where dual authorization is required by policy.

The Board may amend signing authorities at any time by resolution.

11.4 Deposits

All funds received by or on behalf of the Corporation shall be deposited in the name of the Corporation at such financial institutions as may be approved by the Board.

Funds shall be deposited promptly and managed in accordance with Board-approved financial policies and sound financial management practices.

The Board may authorize electronic banking, electronic payments, electronic transfers, and other financial technologies as appropriate.

The Corporation shall maintain appropriate controls over cash handling, deposits, electronic transactions, and financial records.

11.5 Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board.

The Board may change the fiscal year where permitted by law and where it determines that doing so is in the best interests of the Corporation.

Any change to the fiscal year shall be implemented in accordance with applicable legislative, regulatory, taxation, and reporting requirements.

11.6 Auditor or Public Accountant

The Members shall appoint an auditor or public accountant at each Annual Meeting where required by applicable legislation.

The auditor or public accountant shall hold office until the close of the next Annual Meeting or until a successor is appointed.

The Board may fill a vacancy in the office of auditor or public accountant, subject to applicable legislation.

The remuneration of the auditor or public accountant shall be determined by the Board.

The auditor or public accountant shall have access to all records, books, accounts, documents, and information reasonably required to perform their duties.

The Corporation shall comply with all legislative requirements respecting audits, reviews, financial reporting, and public accounting engagements.

11.7 Books and Records

The Corporation shall maintain complete, accurate, and current books, records, and accounts in accordance with applicable legislation and generally accepted accounting principles or other applicable accounting standards.

The records of the Corporation shall include, where applicable:

- a. Articles and By-laws;
- b. Board and Member meeting minutes;
- c. resolutions;
- d. financial records and statements;
- e. membership records;
- f. governance policies; and
- g. such other records as may be required by law or determined by the Board.

The Board shall establish policies respecting records management, retention, destruction, access, security, confidentiality, and privacy.

Books and records shall be maintained in such format, including electronic format, as determined by the Board.

11.8 Financial and Investment Policies

The Board shall establish and maintain policies governing the financial management and investment activities of the Corporation.

Such policies may address:

- a. budgeting;
- b. reserves;
- c. investments;
- d. cash management;
- e. procurement;
- f. expense reimbursement;
- g. financial reporting;
- h. financial controls;
- i. risk management; and
- j. such other matters as the Board considers appropriate.

Any funds not immediately required for operational purposes may be invested in accordance with Board-approved policies and applicable legislation.

In exercising investment oversight responsibilities, the Board shall act prudently and in the best interests of the Corporation.

The Board may obtain professional financial, accounting, legal, investment, or other advice as it considers necessary.

11.9 Borrowing Authority

The Board may authorize the Corporation to borrow money, obtain credit, incur indebtedness, grant security interests, pledge assets, or enter into financing arrangements where such actions are consistent with the purpose and best interests of the Corporation.

The Board may establish borrowing limits, approval requirements, and delegated authorities through policy or resolution.

No individual Director, Officer, committee member, employee, or volunteer shall have authority to borrow money, incur debt, pledge assets, or otherwise commit the Corporation to financial obligations unless specifically authorized by the Board.

11.10 Members' Reserved Powers

The Members shall retain such powers and authorities as are reserved to them by applicable legislation, the Articles, and these By-laws.

Without limiting the generality of the foregoing, Members shall be responsible for:

- a. electing Directors;
- b. appointing the auditor or public accountant where required;

- c. approving amendments to the By-laws where Member approval is required;
- d. approving fundamental changes to the Corporation where required by law; and
- e. exercising such other rights and responsibilities as may be provided by applicable legislation.

The Board shall not exercise powers that are expressly reserved to the Members by law or these By-laws.

11.11 Limitation on Authority

No Director, Officer, committee member, employee, volunteer, or other individual acting on behalf of the Corporation shall:

- a. bind the Corporation;
- b. enter into contracts;
- c. incur liabilities;
- d. make representations;
- e. commit financial resources; or
- f. otherwise act on behalf of the Corporation,

except as authorized by these By-laws, Board-approved policies, delegated authority, employment responsibilities, or a specific resolution of the Board.

The Corporation shall not be bound by any act undertaken without proper authority.

Nothing in this section shall limit the authority lawfully delegated by the Board to the Executive Director for the management and operation of the Corporation.

ARTICLE XII – CORPORATE MATTERS

12.1 Corporate Seal

The Corporation may adopt a corporate seal in such form as may be approved by the Board.

The use of a corporate seal shall not be required for the validity or enforceability of any document, contract, agreement, instrument, or other record executed on behalf of the Corporation unless otherwise required by law.

The Board may establish policies governing the custody, use, replacement, and administration of the corporate seal.

The absence of a corporate seal on any document shall not affect the validity of that document.

12.2 Head Office

The registered office and principal place of business of the Corporation shall be located at such place as determined by the Board and as required by applicable legislation.

The Board may change the location of the registered office, principal office, or other offices of the Corporation in accordance with applicable legislation.

The Corporation may establish additional offices, locations, or places of business as the Board considers appropriate to support the activities of the Corporation.

12.3 Execution of Contracts and Documents

The Board may authorize the execution of contracts, agreements, deeds, instruments, banking documents, electronic records, and other documents on behalf of the Corporation.

The Board shall establish signing authorities and execution requirements by resolution, policy, or delegated authority.

Any contract, agreement, instrument, or document may be executed on behalf of the Corporation by such individual or individuals as are authorized by the Board.

The Board may authorize the use of:

- a. electronic signatures;
- b. digital signatures;
- c. electronic approvals;
- d. electronic records; and
- e. other forms of electronic authentication,

to the extent permitted by law.

Unless otherwise authorized by the Board, no individual shall have authority to execute contracts, agreements, instruments, or documents on behalf of the Corporation.

The Corporation shall not be bound by any contract, agreement, instrument, or commitment entered into without proper authority.

Nothing in this section shall limit the authority delegated by the Board to the Executive Director for the execution of operational documents within approved policies, budgets, and delegated authority limits.

ARTICLE XIII – INDEMNIFICATION, LIABILITY AND INSURANCE

13.1 Indemnification

To the fullest extent permitted by applicable legislation, the Corporation shall indemnify and save harmless each Director, Officer, committee member, employee, volunteer, and any other individual acting at the request of or on behalf of the Corporation from and against any liability, claim, demand, action, proceeding, judgment, penalty, fine, settlement, cost, charge, or expense, including reasonable legal fees and disbursements, incurred in connection with the performance of their duties on behalf of the Corporation.

The Corporation shall not indemnify any individual where the liability, loss, or expense arises from:

- a. fraud;

- b. dishonesty;
- c. willful misconduct;
- d. bad faith;
- e. intentional breach of duty; or
- f. any act or omission for which indemnification is prohibited by law.

The Corporation may advance funds to cover reasonable legal expenses incurred by an individual in defending a claim, action, or proceeding, subject to any conditions required by applicable legislation.

The rights of indemnification provided by this Article shall be in addition to, and not in substitution for, any rights otherwise available under law, contract, insurance, or Board-approved policy.

13.2 Limitation of Liability

No Director, Officer, committee member, volunteer, or other individual acting in a governance or authorized representative capacity for the Corporation shall be personally liable for:

- a. any debt, obligation, liability, or commitment of the Corporation;
- b. any act or omission of another Director, Officer, employee, volunteer, or representative of the Corporation; or
- c. any loss, damage, or expense arising from the exercise of their duties,

provided that the individual acted:

- i. honestly;
- ii. in good faith;
- iii. within the scope of their authority; and
- iv. in a manner reasonably believed to be in the best interests of the Corporation.

Nothing in this section shall limit liability arising from fraud, dishonesty, wilful misconduct, bad faith, or any conduct for which liability cannot be excluded by law.

13.3 Insurance

The Corporation may purchase and maintain such insurance as the Board considers appropriate to protect the Corporation and its Directors, Officers, committee members, employees, volunteers, and other authorized representatives.

Without limiting the generality of the foregoing, the Board may obtain:

- a. Directors' and Officers' Liability Insurance;
- b. General Liability Insurance;
- c. Professional Liability Insurance;
- d. Cyber Liability Insurance;
- e. Property Insurance; and
- f. such other insurance coverage as the Board considers necessary or advisable.

The Board shall periodically review the adequacy of insurance coverage having regard to the nature, activities, risks, assets, obligations, and operations of the Corporation.

The existence of insurance shall not limit or replace any rights of indemnification available under these By-laws or applicable legislation.

The failure of the Corporation to obtain or maintain insurance shall not create personal liability for any Director, Officer, committee member, employee, volunteer, or authorized representative acting in good faith within the scope of their authority.

ARTICLE XIV – AMENDMENTS

14.1 Amendment of By-Laws

These By-laws may be amended, repealed, replaced, or enacted by the Members in accordance with applicable legislation.

The Board may recommend amendments to the Members and shall provide notice of any proposed By-law amendments in accordance with these By-laws and applicable legislation.

Unless otherwise required by law, amendments to these By-laws shall require approval by Special Resolution of the Members.

Any amendment, repeal, replacement, or enactment of a By-law shall take effect in accordance with applicable legislation and any requirements imposed by the Articles or governing law.

Where a provision of these By-laws is determined by a court or other authority having jurisdiction to be invalid, unenforceable, or contrary to law, the remaining provisions shall continue in full force and effect.

The Board may make administrative, housekeeping, formatting, numbering, grammatical, typographical, or cross-referencing corrections that do not alter the intent, meaning, rights, obligations, or authority contained within these By-laws, provided such corrections are reported to the Members at the next Annual Meeting.

14.2 Corporate Governance Policies

The Board may adopt, amend, suspend, repeal, and maintain corporate governance policies, operational policies, financial policies, codes, standards, procedures, and other governance instruments necessary to support the effective governance and operation of the Corporation.

Policies adopted by the Board shall be consistent with:

- a. applicable legislation;
- b. the Articles;
- c. these By-laws; and
- d. any requirements established by the Members.

The Board may delegate responsibility for the development, implementation, monitoring, and review of policies to committees, the Executive Director, employees, or other authorized individuals, provided that ultimate accountability remains with the Board.

Policies shall not conflict with these By-laws.

In the event of a conflict between a policy and these By-laws, these By-laws shall prevail.

Nothing in this section shall be interpreted as requiring Member approval for policies unless such approval is specifically required by law, the Articles, or these By-laws.

ARTICLE XV – DISSOLUTION

15.1 Dissolution of the Corporation

The Corporation may be dissolved, wound up, liquidated, amalgamated, continued, or otherwise fundamentally reorganized in accordance with applicable legislation and these By-laws.

Upon the dissolution of the Corporation, and after payment of all debts, liabilities, obligations, and costs of dissolution, the remaining assets of the Corporation shall be distributed in accordance with:

- a. applicable legislation;
- b. the Articles of the Corporation;
- c. any restrictions, trusts, agreements, grants, donations, endowments, or funding obligations applicable to such assets; and
- d. any resolutions of the Members approved in accordance with applicable legislation.

No Member, Director, Officer, committee member, employee, volunteer, or other individual shall be entitled to receive any distribution of the assets of the Corporation solely by virtue of their relationship with the Corporation unless otherwise permitted by law and approved in accordance with the requirements applicable to the Corporation.

The Board shall take all reasonable steps necessary to ensure that the affairs of the Corporation are properly concluded, including the settlement of liabilities, protection of records, fulfillment of legal obligations, and disposition of assets.

The dissolution of the Corporation shall not affect any rights, obligations, liabilities, indemnities, protections, or proceedings existing prior to the effective date of dissolution.

Where the Corporation is subject to specific statutory, contractual, charitable, funding, regulatory, or other obligations respecting the distribution of assets upon dissolution, those obligations shall prevail to the extent required by law.

ENACTMENT

These By-laws were approved by Special Resolution of the Members of the Long Term & Continuing Care Association of Manitoba Inc. on the ____ day of _____, 2026, and replace all previous by-laws of the Corporation.

President

Secretary
