



## MANITOBA ASSOCIATION OF NEWCOMER SERVING ORGANIZATIONS

### BYLAWS

**Mission:** To provide leadership, support and a unified voice for the settlement and integration sector, including core settlement services, language training, employment services, and welcoming communities.

**MANITOBA ASSOCIATION OF NEWCOMER SERVING ORGANIZATIONS**

**BYLAW NO: 1/2015**

The bylaw relating to the regulation of the business and affairs of Manitoba Association of Newcomer Serving Organizations.

IT IS HEREBY ENACTED as Bylaw Law No: 1/2015 of Manitoba Association of Newcomer Serving Organizations, as follows:

## Article I. BACKGROUND & PURPOSE

### *Section 1.01 Background*

- (a) Manitoba Association of Newcomer Serving Organizations is a non-profit organization that acts as an umbrella organization for settlement service providers in Manitoba. It was formed through an amalgamation of two organizations, the Manitoba Immigrant and Refugee Settlement Sector Association (MIRSSA, established 2007) and Manitoba English as an Additional Language Organizations (MEALO, established 2012)

### *Section 1.02 Mission and Vision*

- (a) To provide leadership, support and a unified voice for the settlement and integration sector, including core settlement services, language training, employment services, and welcoming communities.
- (b) Newcomers to Manitoba are welcomed, supported and engaged

## Article II. INTERPRETATION

### *Section 2.01 Definitions*

- (a) In this bylaw and all other bylaws of Manitoba Association of Newcomer Serving Organizations, unless the context otherwise specifies or requires:
  - (i) *Act* - means the Corporations Act of Manitoba R.S.M. 1987, c.C225 as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in these bylaws shall be read as referring to the amended or substituted provisions therefore;
  - (ii) *Regulations* - means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in these bylaws shall be read as referring to the amended or substituted provisions;
  - (iii) *The Corporation* – means Manitoba Association of Newcomer Serving Organizations;
  - (iv) *Bylaw* - means any bylaw of Manitoba Association of Newcomer Serving Organizations from time to time in force;

- (v) *Board of Directors or Board* - means the Board of Directors of Manitoba Association of Newcomer Serving Organizations;
- (vi) *Member* - means the Members of the Corporation, also referred to as Membership as described in Section 3.3;
- (vii) *Director* - means a Director of the Board as determined and described in Section 5;
- (viii) *Officer* - An individual appointed by the Director(s) of Manitoba Association of Newcomer Serving Organizations to manage the day-to-day business of a corporation, such as President, Vice-President, Treasurer, or Secretary. The position of Officer is distinct from that of Director;
- (ix) *Executive Committee* - means a committee consisting of the President, Vice-President, Treasurer, Secretary, and the Immediate Past President as Ex Officio;
- (x) *Settlement and Integration* - Settlement refers to the short-term transitional issues faced by newcomers moving to Canada, while integration is an ongoing process of mutual accommodation between an individual and society. (CIC, <http://www.cic.gc.ca/english/department/paa/2013/activity-31.asp>)

Many organizations support immigrants and refugees during this process by providing settlement services, including: core settlement services, employment supports, language classes, community connections and specialized services;

- (xi) *Incorporated Non-Profit* - A non-profit organization is one which is created with no intention of making personal profits. It is formed for non-commercial purposes, for example, to perform community work or to establish a social or athletic club. Any profit that is made is used to further the goal or undertaking of the organization. An incorporated non-profit is a legal entity that is registered in Manitoba with the Companies Office and is governed by a Board of Directors;
- (xii) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (xiii) *Ordinary resolution* - means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution and “ordinary majority” means a majority of not less than fifty percent (50%) plus one (1);

- (xiv) *Special resolution* - means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (xv) The headings used in the bylaws are inserted for reference purposes only and are not to be taken into account in construing the bylaws; and,
- (xvi) In all questions or interpretation of these by-laws, the decision of the Board shall be final unless overruled by the Members at a General Meeting.

*Section 2.02 Registered Office*

- (a) The registered office of the Corporation shall be at 100 Adelaide Street, Winnipeg Manitoba, R3A 0W2.

## **Article III. MEMBERSHIP**

*Section 3.01 Powers of the Membership*

- (a) the Membership of the Corporation has sole authority to:
  - (i) Elect the Board of Directors;
  - (ii) Change the By-laws;
  - (iii) Approve the dissolution of the Corporation;
  - (iv) Conduct other business of the Annual Meeting, including but not limited to reviewing the audited financial statements and appointing the auditor.

*Section 3.02 Types of Membership*

- (a) Membership in the Corporation is available only to duly-constituted Organizations which meet membership criteria, as outlined in 3.03 which shall be Regular Members.
- (b) Individuals (persons) are not eligible to be Members.
- (c) The board may designate additional non-voting classes of membership.

*Section 3.03 Regular Members*

- (a) An Organization shall be eligible if, in the judgement of the Board, it is:

- (i) An incorporated, not-for-profit organization in the province of Manitoba that has been operating, and has as its prime mandate the provision of settlement and integration services to immigrants and refugees, or
- (ii) A branch, division, department or program of a not-for-profit organization or public sector organization which has as a core mandate the provision of settlement and integration services to immigrants and refugees free-of-charge or on a cost-recovery basis.
- (iii) The Board of Directors is authorized to determine Membership according to these criteria. The authority to determine Membership may be assigned to another officer, agent, or committee by a Special Resolution of the Board of Directors.

*Section 3.04 Terms of Membership*

- (a) Membership is annual; to maintain membership a Member must pay the annual fee as assessed by the Board.
- (b) The term of membership shall be for the Fiscal Year of the Corporation.
- (c) Membership in the Corporation shall not be transferrable

### *Section 3.05 Application for Membership*

- (a) To become a Regular Member, the applicant must submit its application in accordance with the application rules and procedures as adopted by the Board from time to time. The applicant shall be responsible for the delivery of all required documents to the Corporation.

### *Section 3.06 Membership Rights*

- (a) Every Member in good standing shall:
  - (i) Have one (1) vote at any Meeting of Members of Manitoba Association of Newcomer Serving Organizations.
  - (ii) Have the right to participate on Manitoba Association of Newcomer Serving Organizations committees; and shall be expected to assign the Delegate or other senior employees to support committees;
  - (iii) Be eligible for nomination and election to and service on the Board

### *Section 3.07 Termination*

- (a) The Board may expel a Member from the Corporation if the Member, or employees and agents of the Member organization have:
  - (i) Failed to abide by the Bylaws;
  - (ii) Misused the Corporation's name;
  - (iii) Carried out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or
  - (iv) For any other reason that the Board, in its sole and absolute discretion considers to be reasonable, having regard to the mission and vision of the Corporation.
- (b) In the event that the Board determines that a Member's membership should be terminated, the Board shall provide twenty (20) days' notice of said required replacement or termination to the Member and shall provide reasons of the proposed termination. The Member will be granted an additional twenty (20) days to make a written submission to the Board in response to the notice. In the event that no written submissions are received by the Board, the Board may proceed to notify the Member that its membership is terminated. If written submissions

are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date or receipt of the submissions. The Board's decisions shall be final and binding on the Member, without any further right of appeal.

- (c) The membership of a Member is terminated upon:
- (i) The Member's voluntary withdrawal. Any Member may resign from the Corporation by providing written notice of such to the Board but upon such withdrawal, the member shall not be entitled to a refund or any portions of the fees that such member has paid;
  - (ii) A Member, on the opinion of the Board, discontinuing the provision of settlement and integration services to newcomers and refugees as defined in in this Bylaw;
  - (iii) The Member's term of membership expires and is not renewed by paying the required membership fee;
  - (iv) The dissolution of the Member; or
  - (v) The liquidation or dissolution of the Corporation under the Act.

## Article IV. ANNUAL GENERAL MEETING

### *Section 4.01 Annual General Meeting*

- (a) The date, time and place of the Annual General Meeting shall be determined by the board.

### *Section 4.02 Special Meeting*

- (a) The Board may at any time call a Special General Meeting at such time and place and for such purposes as the Board determines necessary.

### *Section 4.03 Notice*

- (a) Notice of an Annual General Meeting or a Special Meeting of the Members shall be published on the Manitoba Association of Newcomer Serving Organizations web site. Notice shall also be provided to Members by post, or electronically. The notice must be provided at least twenty-one (21) days prior to the meeting.



#### *Section 4.04 Content of Notice*

- (a) Notice of the time and place of each meeting of Members shall be provided not less than twenty-one (21) days before the date of the meeting, to each Director, to the auditor, if any, and to each Member who at the close of business on the record date for notice, if any, is entered in the register as a Member. Notice of a meeting of Members called for any purpose other than consideration of the financial statement and auditor's report, election of Directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Any person entitled to notice may in any manner waive notice of or otherwise consent to a meeting of Members.

#### *Section 4.05 Waiver of Notice*

- (a) A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting and attendance of any such person at a meeting shall constitute a waiver of notice except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

#### *Section 4.06 Omission of Notice*

- (a) The accidental omission to give notice of any meeting or the non-receipt of any notice by any person or persons shall not invalidate any resolution passed or any proceedings taken at any meeting.

#### *Section 4.07 Votes*

- (a) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a member requests a ballot prior to the vote being taken.
- (b) The President has the right to vote, but does not cast the deciding vote in the event of a tie. If there is a tie, the motion is defeated.
- (c) At any meeting unless a ballot is demanded, a declaration by the President of the meeting 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.

- (d) Any member participating via telephone or electronic communication technology may cast a vote by voice or electronic means.

*Section 4.08 Right to Vote*

- (a) Each Member present at a meeting shall have the right to exercise one (1) vote.

*Section 4.09 Majority of Votes*

- (a) Non-constitutional motions shall require an ordinary majority, and constitutional motions shall require a special resolution two-thirds (66%) majority.

*Section 4.10 Adjournment*

- (a) The President of any meeting may, with the consent of the meeting, adjourn it to a fixed time and place and no notice of such adjournment need be given to the Members unless the meeting is adjourned by one or more adjournments for an aggregate of ninety (90) days or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business can be brought forward, without notice, to a subsequent meeting if such business was left unattended due to adjournment of the original meeting.

*Section 4.11 Quorum*

- (a) A quorum at any Annual General Meeting or a Special Meeting of the Members shall be at least fifty (50) percent plus one of the members of the corporation. No business shall be transacted at any such meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the opening of such meeting of the Members, the persons present and entitled to vote shall adjourn the meeting to a fixed time and place, but may not transact any other business.

*Section 4.12 Electronic Meetings*

- (a) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any

telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

- (b) For motions or resolutions approved by electronic communication, the decision shall be recorded as minutes of a duly convened meeting of the Corporation. The Corporation shall retain print or electronic copies of all votes received, until the minutes of the meeting have been approved.
- (c) A resolution in writing signed, or assented to by electronic mail, by a majority of the Members on that resolution is as valid as if it had been passed at a Meeting.

## Article V. BOARD OF DIRECTORS

### *Section 5.01 Composition and Number of Directors*

- (a) The Board shall consist of a minimum of seven (7) Directors and a maximum of eleven (11) elected from and by Regular Members at an Annual General Meeting.
- (b) The Board shall consist of at least two thirds (66%) Directors that are representatives of incorporated non-profit organizations.
- (c) The Board shall include Directors from settlement focused and language focused organizations.

### *Section 5.02 Election of Directors*

- (a) Any individual may be nominated by any other member for election as a Director. The nominating Member shall provide the name of its nominee to the Secretary thirty (30) days prior to the Annual General Meeting.
- (b) At least twenty-one (21) days prior to the AGM, the Secretary shall distribute to the Members, the names of nominees for election as Directors.
- (c) The election of Directors shall be by a show of hands of the Members present at the AGM, unless any Member requests a ballot.

### *Section 5.03 Term of Office*

- (a) A director shall serve a term of three (3) years from the date of their election. Directors shall take office immediately following the close of the AGM at which they are elected.

- (b) No director shall serve more than two (2) three-year terms consecutively. Time contributed as an Interim Director is not considered part of the Consecutive Term Limit. An Interim Director may be elected for two consecutive three-year terms, following the time as an Interim Director. After serving two consecutive terms, a Director must vacate the position for at least one (1) year before seeking re-election to another term.

*Section 5.04 Number of Directors from one Agency*

- (a) Each member as defined in Section 3 shall not have more than one member on the Board of Directors.

*Section 5.05 Qualification of a Director*

- (a) No person who is less than 18 years of age shall be elected as a Director.
- (b) No person who has been found by a court in Canada or elsewhere who has the status of a bankrupt person shall be a Director.
- (c) No person who has been found by a court in Canada or elsewhere who has been convicted of an offense involving a breach of trust shall be a Director, unless approved by a majority of the Board.
- (d) No person who has been determined to be mentally incompetent by a physician registered to practice in the Province of Manitoba shall be elected as a Director.

*Section 5.06 Remuneration*

- (a) The Directors shall not receive any remuneration for providing their services; however, Directors shall be entitled to reimbursement for such out of pocket expenses properly incurred by them in attending to the affairs of Manitoba Association of Newcomer Serving Organizations.

*Section 5.07 Ceasing to Hold Office*

- (a) A Director ceases to hold office when they:
  - (i) He or she dies;
  - (ii) He or she is removed from office by ordinary resolution of the Members;
  - (iii) He or she is found to be of unsound mind;

- (iv) He or she has the status of a bankrupt;
- (v) He or she sends a written resignation to the Corporation
- (vi) He or she is not re-elected and a successor is elected;
- (vii) He or she ceases to be the delegate of an Organization Member;
- (viii) He or she misses three consecutive meetings of the Board without being excused from attendance.

*Section 5.08 Vacancies*

- (a) Vacancies on the Board of Directors shall be filled by an interim director by a vote of the majority of the remaining members of the Board of Directors until the next Annual General Meeting of the Members.

## **Article VI. MEETINGS OF THE BOARD OF DIRECTORS**

*Section 6.01 Quorum*

- (a) Fifty percent (50%) plus one (1) Members of the elected Board of Directors shall constitute quorum.

*Section 6.02 Director's Vote*

- (a) Each Director or Officer shall have one (1) vote.

*Section 6.03 Votes to Govern*

- (a) Subject to the bylaws, at all meetings of the Board, every question shall be decided by an ordinary majority of the votes cast on the question. The President of the meeting shall not vote unless there is an equality of votes. In that event, the President may, but shall not be obligated to, cast a deciding vote. Where the President does not exercise a casting vote on a tie, the motion shall fail.

*Section 6.04 Number of Meetings*

- (a) The Board of Directors shall meet a minimum of four (4) times per fiscal year.

*Section 6.05 Calling of Meetings*

- (a) Meetings of the Board may be called by the President, the Vice-President or any three (3) Directors at any time.

*Section 6.06 Notice of Meeting*

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given by electronic mail to every Director of the Corporation not less than ten (10) days before the time when the meeting is to be held. Any member may waive their right to notice. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.
- (b) The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

*Section 6.07 Electronic Meetings*

- (a) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Board, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of Board pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

*Section 6.08 Resolutions in Writing*

- (a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

## Article VII. OFFICERS

### Section 7.01 Officers

- (a) Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the Officers of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:
- (i) *President* - The President shall, when present, preside at all meetings of the Board. The President shall have such other duties and powers as are specified or as may be determined by the Board from time to time. The President shall be an Officer of the Corporation.
  - (ii) *Vice-President* – In the event that the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board. The Vice-President shall have such other duties and powers as are specified or as may be determined by the Board from time to time. The Vice-President shall be an Officer of the Corporation.
  - (iii) *Treasurer* - The Treasurer shall ensure the care and custody of the funds and any securities held by the Manitoba Association of Newcomer Serving Organizations and shall ensure the deposit in the name of the Manitoba Association of Newcomer Serving Organizations in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall ensure the maintenance of proper books of account and shall report regularly to the Board on matters concerning the assets, liabilities, revenues and expenditures of the Manitoba Association of Newcomer Serving Organizations as well as any other matter referred to the Treasurer by the Board. The Treasurer shall have such other duties and powers as are specified or as may be determined by the Board from time to time. The Treasurer shall be an Officer of the Corporation.
  - (iv) *Secretary* – The Secretary shall ensure that accurate minutes and records of the organization are kept. The secretary shall ensure that any certificate required by any statute, civic, provincial, or federal is filed. The secretary shall ensure that notice is served to members of the organization. The Secretary shall be the official custodian of the records of the organization. The Secretary shall present to the membership any communication addressed to him/her as secretary of the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

- (b) The board may appoint additional ex officio (non-voting) members to serve terms as agreed by the board.

*Section 7.02 Selection of Officers*

- (a) At the first meeting of the Board following the AGM, the Directors shall appoint from amongst themselves Officers to the offices of: President, Vice-President, Secretary, and Treasurer. The selection and appointment of the Directors to the Officer positions must occur within one (1) month following the AGM and shall be decided by an ordinary resolution of the Directors.
- (b) If the Office of any Officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

## **Article VIII. EXECUTIVE DIRECTOR**

*Section 8.01 Executive Director*

- (a) The Board may hire an Executive Director to carry out management and professional functions under the direction and supervision of the Board. The Executive Director will be an ex officio and non-voting member of the Board and the Executive Committee.

## **Article IX. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

*Section 9.01 Conflict of Interest*

- (a) A Director or Officer who is a party to or who is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Manitoba Association of Newcomer Serving Organizations shall disclose in writing to the Manitoba Association of Newcomer Serving Organizations or request to have entered in the minutes of meetings of the Board, the nature and extent of their interest at the time, and in the manner provided by the Act. Any Director or Officer so interested shall not vote upon any Resolution to approve the contract, except as otherwise provided in the Act, and shall retire from and not participate in discussion upon such issue(s) so as to be seen as not being present to influence the decision making process.



*Section 9.02 Disclosure*

- (a) Subject to Section 115 of the *Act*, and to Section 9.01 a Director or Officer shall disclose their interest in any material contract or proposed material contract with Manitoba Association of Newcomer Serving Organizations.

*Section 9.03 Declaration of Interest*

- (a) A Director or Officer shall be obliged to make a declaration of interest in respect of any contract or proposed contract referred to in Sections 9.01 or 9.02 above, failing which the protection of those sections shall not apply; they shall refrain from voting in respect of any such contract.

*Section 9.04 Limit of Liability*

- (a) Except as otherwise provided in the *Act*, no Director or Officer for the time being of Manitoba Association of Newcomer Serving Organizations shall be liable for:
- (b) the acts, receipts, neglects or defaults of any other Director or Officer or employee nor for joining in any receipt or act for conformity;
- (c) any loss, damage or expense happening to Manitoba Association of Newcomer Serving Organizations through the insufficiency or deficiency of title to any property acquired by Manitoba Association of Newcomer Serving Organizations or for or on behalf of Manitoba Association of Newcomer Serving Organizations;
- (d) the insufficiency or deficiency of any security in or upon which any of the monies or other assets of Manitoba Association of Newcomer Serving Organizations shall be placed out or invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects of Manitoba Association of Newcomer Serving Organizations shall be lodged or deposited;
- (f) any loss, conversion, misapplication or misappropriation of, or any damage resulting from any dealings with, any monies, securities or other assets belonging to Manitoba Association of Newcomer Serving Organizations;

- (g) any other loss, damage or misfortune whatever which may happen in the execution of the duties of an office or trust or in relation thereto, unless the same shall happen by or through their gross failure to exercise the powers and to discharge the duties of their office honestly, in good faith and in the best interests of Manitoba Association of Newcomer Serving Organizations and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

*Section 9.05 Indemnities to Director and Others*

- (a) Subject to the provisions of the Act, each Director and Officer of Manitoba Association of Newcomer Serving Organizations and their heirs, executors, administrators and other legal personal representatives, and each other person acting on the instruction of Manitoba Association of Newcomer Serving Organizations shall from time to time be indemnified and saved harmless by Manitoba Association of Newcomer Serving Organizations from and against:
- (b) any liability and all costs, charges and expenses that they sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- (c) all other costs, charges and expenses which they incur in respect of the affairs of Manitoba Association of Newcomer Serving Organizations, provided they were at all relevant times acting in good faith and within the limitations set forth in this Section.

## **Article X. COMMITTEES**

*Section 10.01 Committees*

- (a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Subject to the governance regulations, any such committee may formulate its own rules of procedure.
- (b) Any committee President may be removed by ordinary resolution of the Board of Directors.

## Article XI. DEALING WITH PROPERTY OF THE CORPORATION

### *Section 11.01 Dealing with property of the corporation*

- (a) Without in any way restricting the generality of any of the foregoing dealing with the powers of the Directors, the Directors may deal with the Real Property of the Corporation in any manner deemed by them advisable but no resolution providing for the sale or other disposition of a substantial portion of the Corporation's property shall be valid unless sanctioned by a vote of more than one half of the members present at any meeting of the Corporation called to consider same.

## Article XII. CHEQUES, DRAFTS AND NOTES

### *Section 12.01 Cheques, Drafts, and Notes*

- (a) All cheques, drafts, or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officer or officers or person or person whether or not officers of the Corporation and in such manner as the Board of Directors may from time to time designate.

## Article XIII. BOOKS OF ACCOUNT

### *Section 13.01 Books of Account*

- (a) Subject to The Act, the books of account of the Corporation may be kept either at the head office or at such other places in the Province of Manitoba or elsewhere in Canada, as the directors may from time to time determine or approve.

## Article XIV. FISCAL YEAR

### *Section 14.01 Fiscal Year*

- (a) The fiscal year of the Corporation shall terminate on the 31st day of March in each year or at such other time as the directors may from time to time determine by resolution.

## Article XV. AUDITORS

### *Section 15.01 Auditors*

- (a) The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor by appointing such accountants authorized to practice in the Province of Manitoba, as directed by the members. The duties of the auditors shall be to examine the Treasurer's accounts and books every twelve (12) months, certify to their correctness and prepare a statement for presentation to the Shareholders for the fiscal year.

## Article XVI. CUSTODY OF SEAL

### *Section 16.01 Custody of Seal*

- (a) The Seal of the Corporation shall be in the custody of the Secretary or such other officer or officers as may be appointed from time to time by the Executive of the Corporation.

## Article XVII. EXECUTION OF INSTRUMENTS

### *Section 17.01 Execution of instruments*

- (a) Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two directors of the Corporation, and all contracts, documents, instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments made in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, or person or persons, appointed by resolution of the board of directors.
- (c) The term "contracts, documents, or any instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments or property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the

payment of money or other obligations, conveyances, transfers and assignments of shares, warrants, rights, stocks, bonds, debentures or other securities and all paper writings.

- (d) In particular without limiting the generality of the foregoing, any two directors of the Corporation shall have authority to sell, assign, transfer, exchange, covert or convey any and all shares, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Corporation and to sign and execute under the corporate seal of the Corporation or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, warrants, rights, stocks, bonds, debentures, or other securities.
- (e) The signature or signatures of any officer or director of the Corporation and/or any other officer or officers, person or persons appointed as aforesaid by resolution of the board of directors, may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or person whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents, or instruments in writing or bonds, debentures or other securities of the Corporation.

## Article XVIII. POLICIES AND PROCEDURES

### *Section 18.01 Policies and Procedures*

- (a) The Board of Directors may prescribe such policies and procedures not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such policies and procedures shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

## Article XIX. AMENDMENTS TO THE BYLAWS

### *Section 19.01 Amendment of Articles*

- (a) The articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the Members. Any amendment to the articles is effective on the date shown in the certificate of amendment.

### *Section 19.02 Amendment of Bylaws*

- (a) Subject to the Act, the Members may by special resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw amendment or repeal shall be effective from the date of the special resolution of the Members approving such bylaw amendment or repeal.

## Article XX. DISSOLUTION OF THE CORPORATION

### *Section 20.01 Dissolution*

- (a) The corporation may be dissolved by special resolution at a duly called annual general meeting or special meeting of the members.

### *Section 20.02 Outstanding Liabilities*

- (a) Upon dissolution all outstanding liabilities are to be paid.

*Section 20.03 Disbursement of Assets*

- (a) Should there be any assets, after the liabilities have been paid, they shall be given to a charity of the members' choosing in accordance with the Act.

**Article XXI. EFFECTIVE DATE**

*Section 21.01 Effective Date*

- (a) This bylaw shall be enacted by the Board of Directors and shall be effective on the date on which it is approved by special resolution of the Membership.

\_\_\_\_\_ President  
Name of President

\_\_\_\_\_ Secretary  
Name of Secretary

I, \_\_\_\_\_, Secretary of Manitoba Association of Newcomer Serving Organizations., hereby certify that the foregoing is a true copy of Bylaw No. 1/2015 of Manitoba Association of Newcomer Serving Organizations, enacted by the Directors of Manitoba Association of Newcomer Serving Organizations on the **XX** day of **XX**, 2015, and ratified and confirmed by the Members at the Annual General Meeting of the Manitoba Association of Newcomer Serving Organizations duly called for the purpose, inter alia, of considering the same and held on the **XX** day of **XX**, 2015 at the City of Winnipeg, in the Province of Manitoba.

\_\_\_\_\_  
Secretary