

**LIFESAVING SOCIETY  
MANITOBA BRANCH CONSTITUTION AND BY-LAW**

**THE CONSTITUTION OF THE ROYAL LIFE SAVING SOCIETY OF CANADA  
MANITOBA BRANCH INC.**

**ARTICLE 1 NAME OF ORGANIZATION**

- 1.1 The name of the organization shall be the Royal Life Saving Society Canada, Manitoba Branch Inc. The organization from time to time operates under the name of the Lifesaving Society.
- 1.2 In the event of inconsistency between the subsisting provisions of the Royal Charter incorporating the Society, the provisions of its supplemental charter, or the provisions of the Constitution of the Royal Life Saving Society Canada, the provisions of the Charter, Supplemental Charter and the Constitution of the Royal Life Saving Society Canada, shall prevail.

**ARTICLE 2 INTERPRETATION**

- 2.1 “Society” shall mean the Royal Life Saving Society Canada.
- 2.2 “National Office” shall mean the office of the Royal Life Saving Society Canada.
- 2.3 “Branch” shall mean the Manitoba Branch Inc. of the National Office established in accordance with the provisions of the Constitution of the Royal Life Saving Society Canada.
- 2.4 Whenever the word “Branch” is hereinafter used, it shall mean the Royal Life Saving Society Canada, Manitoba Branch Inc.
- 2.5 Whenever the word “Board” is hereinafter used, it shall mean the Board of Directors of the Manitoba Branch.
- 2.6 In this Constitution and By-laws, unless the context otherwise requires, words importing the singular shall include the plural and vice-versa, and words importing the masculine gender shall include the feminine gender and vice-versa. References to persons shall include firms and corporations.

**ARTICLE 3 OBJECTIVES**

- 3.1 The objectives of the Branch shall be:
  - A. To ensure the RLSSC-MB operates in an accountable, effective and efficient manner that maintains and enhances its fiscal, administrative

and historical resources.

- B. To develop the communication strategies and tools by which life saving education may be provided to Manitobans.
- C. To enhance and maintain a high public profile for the Society and a professional public image.
- D. To oversee the development, implementation and evaluation of the Canadian Lifesaving and Leadership programs.
- E. To provide the RLSSC-MB with resources necessary to effectively utilize, develop, recruit, recognize and manage volunteers and staff.

These objectives shall be interpreted in such a way as to make them most suitable to the needs of Manitoba and the Manitoba Branch.

#### **ARTICLE 4 JURISDICTION**

4.1 The Branch shall be responsible for the management of the affairs of the Society within the Province of Manitoba, and any other areas so designated by the National Office.

#### **ARTICLE 5 MEMBERSHIP**

5.1 The Branch shall consist of Honourary Members, Active Members, Affiliate Members, Associate Members, and Award Members.

#### **ARTICLE 6 HEADQUARTERS**

6.1 The Headquarters of the Branch shall be located at such place in the Province of Manitoba as shall be determined by the Board of Directors.

#### **ARTICLE 7 ROYAL LIFE SAVING SOCIETY CANADA (MANITOBA BRANCH BOARD) (HEREINAFTER CALLED THE BOARD)**

- 7.1 The Board shall be responsible for establishing the policies under which the Branch shall operate.

The Board shall be composed of representatives from each of the following areas:

- A) Chair
- B) Treasurer

- C) Executive Director (ex officio and without vote)
- D) Five Directors

7.2 The Chair and three Directors shall be elected in the even number years. The Treasurer and two Directors shall be elected in odd numbered years.

## **ARTICLE 8 COMMITTEES**

8.1 There shall be the following standing Committees:

- a) Governance and Nominating
- b) Audit and Finance

8.2 The duties of the committees shall be defined in the By-laws.

## **ARTICLE 9 MEETINGS**

9.1 There shall be an Annual General Meeting, Special and Board Meetings of the Branch as defined in the By-laws. The convening of meetings shall be as detailed in the By-laws.

## **ARTICLE 10 QUORUM**

10.1 For the purpose of conducting business of the Branch at an Annual General Meeting or a Special Meeting, any number of members in good standing and present in person shall constitute a quorum. A majority vote of the quorum shall be required to pass on motions relating to the aforesaid business.

10.2 At a Board Meeting, a minimum of four Directors excluding the Executive Director shall constitute a quorum.

## **ARTICLE 11 AMENDMENTS**

11.1 Amendments to the Constitution can be made by a two-thirds majority vote of the members present and voting at an Annual General Meeting or a Special Meeting of the Branch.

11.2 Notice of the proposed amendments must be given in writing to the Chair of the Board at least forty-five (45) days prior to the date of the Annual General Meeting.

11.3 The Board must in turn, at least thirty (30) days prior to the Annual General Meeting, send notice to all members eligible to vote that amendments will be debated at the meeting.

- 11.4 Copies of the proposed amendments shall be available from the Branch Office on request.
- 11.5 Any proposed amendments shall require the signature of one member in good standing and shall be seconded at the time of the Annual General Meeting.
- 11.6 Amendments to the Bylaws may be made by a two-thirds majority vote at an Annual General Meeting or a Special Meeting of the Branch.

**BY-LAW NO. 1 OF THE ROYAL LIFE SAVING SOCIETY CANADA  
MANITOBA BRANCH INC.**

A Bylaw relating generally to the transaction of the affairs of the Royal Life Saving Society Canada, Manitoba Branch Inc.

1. Name, Head Office and Seal
2. Interpretation
3. Membership in the Corporation
4. Board of Directors
5. Powers and Duties of the Board
6. Officers of the Corporation
7. Duties of Other Officers
8. Committees
9. Selection of Branch Board
10. Vacancies on the Board
11. Resignation of a Director
12. Indemnities to Directors and Others
13. For the Protection of Directors and Officers
14. Conflict of Interest
15. Meeting of the Board
16. Meeting of the Members of the Branch
17. Election of Officers
18. Administration and Finances
19. Referendums
20. Amendments to By-law No. 1
21. Dissolution of the Corporation

Be it enacted as a Bylaw of the Royal Life Saving Society Canada, Manitoba Branch Inc., as follows:

**ARTICLE 1 NAME, HEAD OFFICE AND SEAL**

- 1.1 Name: The Royal Life Saving Society Canada, Manitoba Branch Inc. (Hereinafter called the Corporation or the Branch). The Branch may from time to time operate under the name of the Lifesaving Society.
- 1.2 Registered Office: The Registered Office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Directors may from time to time determine.
- 1.3 Seal: The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**ARTICLE 2 INTERPRETATION**

- 2.1 "Society" shall mean the Royal Life Saving Society Canada.
- 2.2 "National Office" shall mean the office of the Royal Life Saving Society Canada.
- 2.3 "Branch" shall mean the Manitoba Branch Inc. of the National Office established in accordance with the provisions of the Constitution of the Royal Life Saving Society Canada.
- 2.4 Whenever the word "Branch" is hereinafter used, it shall mean the Royal Life Saving Society Canada, Manitoba Branch Inc.
- 2.5 Whenever the word "Board" is hereinafter used, it shall mean the Board of Directors of the Manitoba Branch.
- 2.6 In this By-law and all other By-laws of the Corporation, unless the context otherwise requires, words importing the singular shall include the plural and vice-versa, and words importing the masculine gender shall include the feminine gender and vice-versa. References to persons shall include firms and corporations.

**ARTICLE 3 MEMBERSHIP IN THE CORPORATION**

- 3.1 **Who are Members:** Membership in the Branch shall consist of all persons who are award holders of the Society and ordinarily reside in Manitoba, and such other individuals, societies and corporations whose applications for admission as members have received the approval of the Board of the Branch and who have paid the appropriate membership fee.

- 3.2 **Membership Classification:** The classes of membership in the Branch shall be: “Honorary Members”, “Active Members”, “Affiliate Members”, “Associate Members”, and “Award Members”.
- 3.3 **Honorary Members:** Honorary Members shall be the Governors and the Honorary Officers of the Branch together with such persons who are appointed from time to time by the Board of Directors. Honorary Members may attend any general or special meeting of the Branch in an ex officio capacity without vote.
- 3.4 **Active Members:** Active Members shall be those persons who pay an annual membership fee to the Branch, as set out by the Board. They shall be at least eighteen (18) years of age, and normally resident in Manitoba. Currently certified National Lifeguard Service lifeguards, currently certified instructors, and duly-appointed examiners and instructor-trainers of the Society are automatically enrolled as Active Members and their membership fee is included in their certification fee for as long as they maintain their qualifications as current, as set out by Society policies. The holding of a Proficiency Award of the Royal Life Saving Society Canada shall neither constitute voting membership in the Branch nor be a prerequisite to membership. Active Members may attend any general or special meeting of the Branch and are entitled to cast one vote in any given poll.
- 3.5 **Affiliate Members:** Affiliate Members shall be those persons, groups or organizations approved for such membership under such terms as are set out by the Board, and who have paid an annual affiliation fee to the Branch. Affiliate Members are entitled to appoint one representative (hereafter Affiliate Representative) who may attend General and Special meetings of the Branch and who is entitled to cast one vote in any given poll. If this Affiliate Representative is already an Active Member due to other circumstances he may only vote once in any given poll.
- 3.6 **Associate Members:** Associate Members shall be those persons, groups or organizations who support the aims and objects of the Branch, and who are approved for associate membership by the Board. Associate Members may attend any general or Special Meeting of the Branch in an ex officio capacity without vote.
- 3.7 **Award Members:** Award Members shall be holders of any one or more awards of the Society.
- 3.8 **Notice and Vote:** Only Active and Affiliate Members shall be entitled to formal notice of general and special meetings of members in accordance with Article 16 of this By-law and to vote at general and special meetings

of members in accordance with Articles 16 and 17 of this By-law.

- 3.9 **Resignation of Membership - Voluntary:** Any member may withdraw from the Branch by preparing a written resignation and lodging a copy of the same with the Board, with a copy to be forwarded to the Executive Director of the Branch.
- 3.10 **Revocation of Membership:** Membership in the Branch may be revoked by the unanimous vote of the Board, provided that no such vote may be taken before at least thirty (30) days' notice is given in writing to the member facing expulsion.
- 3.11 **Membership in Good Standing:** A member of any type shall be considered to be in good standing provided that the member owes the Branch no money past 30 days current billing, and is not under suspension. In addition, the member must also not be involved in any of these situations with any other Branches of the Society.
- 3.12 **Limitations on Membership:** Employees of the Branch who would otherwise hold Active or Affiliate Membership in the Branch are not considered to hold such membership during the term of their employment and are ineligible to vote in any meeting or poll of the Branch.

#### **ARTICLE 4 THE BOARD OF DIRECTORS OF THE BRANCH**

- 4.1 **Qualifications:** A director shall be at least eighteen (18) years of age, a member of the Branch, and a resident of Manitoba, but without regard to race, religion, political affiliation or sex. No employee of the Corporation is eligible for membership in the Board of the Branch.
- 4.2 **Number:** The affairs of the Corporation shall be managed by a Board of Directors of not less than four members, and a maximum number of seven.
- 4.3 **Corporation:** The Board shall be composed of representatives from each of the following areas:
- a) Chair
  - b) Treasurer
  - c) Executive Director (ex officio and without vote)
  - d) Five Directors



## **ARTICLE 5 POWERS AND DUTIES OF THE BOARD**

The Board and the employees of the Corporation will create a working environment whereby Directors and employees work cooperatively in order to implement the aims of the corporation to the best of their ability.

The Board shall have all powers necessary to direct the management of business and affairs of the Corporation, including, without limiting the generality of the foregoing, the power to:

- 5.1 Establish and approve the policies and priorities of the Corporation.
- 5.2 Establish and approve the budget of the Corporation.
- 5.3 Submit or cause to be submitted to the Annual General Meeting or any other meeting of the Corporation a report of the affairs of the Corporation.
- 5.4 Provide or cause to be provided a yearly financial and program report to its members.
- 5.5 Ensure that the books and records prescribed by “The Corporations Act” are kept by the Board, and such books, together with all other records, shall be open during business hours for inspection by the Board.
- 5.6 Appoint or cause to be appointed and remove or cause to be removed, all officers, agents and employees of the Corporation, and define or cause to be defined the duties, and fix or cause to be fixed the remuneration of the Executive Director and such other employees as they deem necessary for the carrying on of the business of the Corporation.
- 5.8 Carry out or cause to be carried out the provisions contained in any agreements entered into with members of the Corporation, and on the part of the Corporation therein agreed to be performed.
- 5.9 From time to time, borrow money upon the credit of the Corporation; hypothecate, pledge or mortgage the real or personal property of the Corporation, or both; and give promises and agreements, give security to secure any money borrowed for the purposes of the Corporation, also give additional security at any time for any money borrowed or remaining due to the Corporation.
- 5.10 Serve as an interpreter of the aims, goals and objectives of the Corporation to the community.
- 5.11 Hire an **Executive Director** who is a paid staff member. The Executive Director shall be responsible for the effective administration of the Branch

through management of financial, material, and Human Resources. The Executive Director shall be responsible for the day to day operations of the Corporation and such other duties as defined by the Board in his or her Job Description.

- 5.12 Have the authority to appoint “Ad Hoc Committees” where deemed necessary.
- 5.13 File annually within fifteen (15) days after the Branch Annual General Meeting a copy of the Branch Annual Report to the National Office.
- 5.14 Provide the manner in which cheques, agreements and correspondence shall be processed.

## **ARTICLE 6 OFFICERS OF THE CORPORATION**

### **6.1 Chair:**

- A. The Chair shall be the prime director of the Board and shall have general supervision, direction and control of the business and affairs of the Board.
- B. Shall preside at all Membership and Board Meetings.
- C. Shall see that all orders and resolutions of the Board are carried into effect.
- D. Shall, and/or other officers appointed by the Board for the purpose, sign all By-laws and other documents requiring such signature.
- E. Shall have the power to appoint committees, subject to approval of the Board.
- F. Shall serve as the Active Member Representative to vote on behalf of the Branch at all annual and special meetings of the Canadian Society, or shall appoint a representative to that position.
- G. Shall have the general powers and duties of management usually vested in the office of chair of a corporation, and shall have such other powers and duties as may be prescribed by the Board or the By-laws.

### **6.2 Treasurer:**

- A. The Treasurer shall be responsible for the maintenance of records of all receipts and expenditures, assets, credits and liabilities, and shall cause such records to be audited annually prior to the Branch Annual General Meeting.

- B. Shall present a financial report at the Annual General Meeting, and at such other times as requested by the Board.
- C. Shall, in consultation with the Chair and Executive Director, prepare and present to the Board an annual budget for the operation of the Branch, and insure that the Branch operates in accordance with the approved budget.
- D. Shall be the chair of the Audit & Finance Committee.
- E. Shall establish criteria for the investment of funds.

**6.3 Executive Director:**

- A. The Executive Director shall be an Ex Officio member of the Board with all privileges and responsibilities of an officer (except voting).
- B. Shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which shall be delivered up only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution.
- C. Shall be responsible for ensuring that minutes are recorded and presented at all regular and special meetings of the Board.
- D. Shall record and present minutes of the Annual General Meeting and/or Special Meetings of the Branch.
- E. Shall be responsible for ensuring that minutes are recorded at all committee meetings of the Branch.
- F. Shall be responsible for the maintenance of the Constitution and By-laws, ensuring that these documents are obeyed and are kept up-to-date.
- G. Shall be responsible for ensuring the maintenance of the Archives of the Branch.
- H. Shall, in consultation with the Chair, ensure that proper record keeping methods are employed in the discharge of the Branch's business.

**ARTICLE 7 DUTIES OF OTHER OFFICERS**

- 7.1 The duties of all other officers of the Corporation such as the terms of their engagements call for or the Board requires of them.

## **ARTICLE 8 COMMITTEES**

The Board may institute such committees as it shall see fit, and the duties of such committees shall be those designated by the Board from time to time. Every committee shall be responsible for communicating its activities to the Board through such representative as the Board so appoints, or as the committee decides. Every committee is also responsible for working with such committees of the National Board that fall under their terms of reference.

### **8.1 Standing Committees:**

In addition to any other committees constituted by the Board, the following standing committees shall exist:

- a) Governance and Nominating
- b) Audit and Finance

Each of these committees will be chaired by a Director as outlined in the Constitution and this By-Law with the exception of the Audit and Finance Committee, which will be chaired by the Treasurer.

### **8.2 Chairperson:**

Committee Chairs shall be appointed by the board. All Chairs of committees shall be Active Members in good standing.

### **8.3 Members and Addition of Members:**

Committee members, if not appointed by the Chair, shall be named by the Committee Chair. Each committee may also add members to the committee from time as it sees fit. All members of committees shall be members in good standing.

### **8.4 Tenure of Office:**

The term of office shall be as described in the Constitution.

### **8.5 Audit and Finance Committee:**

This committee will be responsible for the financial planning of the Branch. It will be chaired by the Treasurer and reports through him or her to the Board. Its areas of authority are preparation of the annual budget, advising the Board of possible investments, and review of financial performance. Its activities will be conducted in close coordination with the Executive Director. Its functions include:

1. Advising the Board on all financial matters.
2. Reviewing the Branch's financial performance.

## **ARTICLE 9 SELECTION OF BRANCH BOARD**

- 9.1 The Board shall be elected by the members of the Corporation at the Annual General Meeting.
- 9.2 The election of the Board shall be by secret ballot.
- 9.3 At subsequent Annual General Meetings, Directors shall be elected to replace those whose terms of office have expired.
- 9.4 A Director shall hold office until his successor is elected.
- 9.5 In the event of a vacancy on the Board, the Board may appoint a qualified person to fill the vacancy until the next Annual General Meeting.

## **ARTICLE 10 VACANCIES ON THE BOARD**

- 10.1 The position of director (and any office held by that director) shall be automatically vacated:
  - a) If a director resigns his position; or
  - b) If a director is found to be legally incompetent; or
  - c) If a director becomes bankrupt or suspends payment of his creditors; or
  - d) If a director is found guilty of an indictable offence; or
  - e) If at a meeting of the Board a resolution is passed by the votes of three-quarters of the directors present at the meeting, provided that no such vote shall be taken at a meeting of the Board before at least fifteen (15) days notice is given, in writing, to the director concerned; or
  - f) On death.
- 10.2 Should the office of Chair be vacated, a duly constituted Board meeting shall be called at the earliest opportunity for the purpose of electing a new Chair from among the Board until the next Annual General Meeting.
- 10.3 Should any offices be vacated, the Chair may appoint any vacancy for the balance of the business year upon approval of the board.

## **ARTICLE 11 RESIGNATION OF A DIRECTOR**

- 11.1 Any Director may resign at any time by giving written notice to the Chair of the Board. A copy of such resignation shall also be sent to the Executive Director of the Corporation. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein. The acceptance of such resignation will not be necessary to make it effective.

## **ARTICLE 12 INDEMNITIES TO DIRECTORS AND OTHERS**

- 12.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake liability on behalf of the Corporation and their heirs, executors and administrators, and estates and effects respectively, shall from time to time and at all times, be indemnified and saved harmless, out of funds of the Corporation from and against:
- A. All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which are brought, commenced or prosecuted against for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or herein or about the execution of the duties of his or her office or in respect of any such liability; and
  - B. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **ARTICLE 13 FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- 13.1 No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any damage or loss arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- 13.2 The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any Director or Officer of the Corporation

shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, performing services for the Corporation, the fact of his or her being such Board Member or Officer of such firm or company, as the case may be, shall not preclude such Director or Officer from receiving proper remuneration for such services.

#### **ARTICLE 14 CONFLICT OF INTEREST**

- 14.1 No Director shall be disqualified from his or her office by reason of the fact that he or she is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Corporation, whether as a vendor, purchaser, or by reason of being a member of any partnership, firm or company, or otherwise, nor shall any such contract or arrangement be liable to the Corporation for any profit realized by such contract or arrangement by reason of his or her holding office as a Director; provided only that such Director shall comply with the Companies Act, and make disclosure of the nature and extent of his or her interest. Such Director shall be precluded or disqualified from voting in connection therewith but shall be counted when it is necessary to consider whether a quorum is present.
- 14.2 In the event the Directors of the Corporation are connected with other corporations, joint stock companies, firms or associations with which from time to time the Corporation may have business dealings, no contract or other transaction between this Corporation and any corporation, joint stock company, firm or association whose stock is held in common interest or otherwise shall be affected by the fact that the Directors of this Corporation are interested in or are Board Members or Officers of such other corporation, joint stock company, firm or association.

#### **ARTICLE 15 MEETING OF THE BOARD**

- 15.1 The Board shall meet no less than four times per year.
- 15.2 **Notice of Meeting:**
- A. The Chair, or in his or her absence, a Director, shall call all meetings of the Board and shall give five days' notice in writing to each director or two days' notice thereof by electronic mail, facsimile transmission or telephone. The notice shall state the purpose, time and place of the meeting.
- B. The Chair, or in his or her absence, a Director, shall call a meeting of the Board at any time at the request in writing of any three Directors, such requisition to state clearly the business to be transacted.

- 15.3 **Quorum:**  
A minimum of four Directors shall constitute a quorum for the transaction of business at Board Meetings.
- 15.4 **Quorum Reduction:**  
If the number of Directors on the Board is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or may summon a general meeting of the Corporation for that purpose only.
- 15.5 **Voting Procedures:**  
A. A simple majority of those present and voting shall carry every issue.  
  
B. The Chair shall have no vote, except for a casting vote in the event of a tie vote.
- 15.6 **Resolution in Lieu of Meeting:**  
A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board, shall be valid and effectual as if it had been passed at a meeting of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.
- 15.7 **Openness of Meetings:**  
Meetings of the Board shall be open to the membership of the Corporation unless a confidential item pertaining to personnel or budget is to be discussed. The rights of personnel in these events are covered in the personnel policy.
- 15.8 **Delegations:**  
The Board shall receive delegations if requested to do so in writing by the delegation seven days prior to the meeting. The request shall state the purpose of the delegation.
- 15.9 **Meetings by Teleconference:**  
If all the directors consent, a meeting of the Board may be held by means of such telephone facilities as permits all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.
- 15.10 **Resolutions by Electronic Means:**  
If all the directors consent, in lieu of a meeting of the Board resolutions may be decided by means of electronic mail or such other electronic means as permits all persons participating in the resolution to be copied with all correspondence related to such resolution, and that permits a



permanent record of the resolution to be created. All correspondence related to such a resolution shall be sent to all directors simultaneously. Such resolutions shall be confirmed at the next Board meeting, and shall be subject to the normal process for the taking of minutes. A director participating in any resolution by such means is deemed to be a party to the resolution.

## **ARTICLE 16 MEETING OF THE MEMBERS OF THE BRANCH**

### **16.1 Annual Meeting:**

Subject to the Constitution and By-Laws, the annual meeting of the members of the Branch shall be held at such place in Manitoba on such day in each year as the Board may from time to time determine. The annual meeting may take place outside of Manitoba if all the members entitled to vote at the meeting so agree.

### **16.2 Special Meetings:**

Meetings of the members other than the annual meeting may be convened by order of the Chair or, in his or her absence, a Director, or by the Board at any time and/or any place. In addition, a petition signed by twenty-five (25) of members eligible to vote at an annual meeting shall convene a special general meeting in the same manner as nearly as possible as that at which meetings may be convened by the Directors.

### **16.3 Notices:**

A. A printed, written or typewritten notice stating the day, hour, and place of meeting and the information respecting the business to be transacted shall be served, either personally or by sending such notice through the post, in a prepaid wrapper or letter, or be published in the Branch Newsletter or posted on the Branch web page, no less than thirty (30) (exclusive of the day of mailing, but inclusive of the day for which notice is given), nor more than forty-five (45) days before the meeting:

- i. To each Director of the Corporation.
- ii. To the Auditor of the Corporation.
- iii. To each member of the Corporation eligible to vote at the meeting.

B. This notice, if sent by post, shall be directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such member known to the Executive Director provided always that a meeting of the members may be held for any purpose at any time and at any place without

notice if all the members eligible to vote are present in person at the meeting or if the absent members shall have signified their assent in writing that such meeting being held.

- C. Where the provisions of the By-Law as to notice have been duly observed the non-receipt of any notice by any Director or member eligible to vote shall not invalidate any proceedings or transaction at any meeting.
- D. Any member eligible to vote or Director may at any time waive any notice required to be given under this By-Law.

**16.4 Computation of Time for Notice of the Annual General Meeting:**

The day of service or posting of the notice shall, unless otherwise provided, be counted in such number of days.

**16.5 Chair of the Meeting:**

The Chair, or in his or her absence, a Director, or in the absence of both, a designate, shall preside as Chair at every general meeting of the Corporation but if they are absent, the members present shall be entitled to choose one (1) of their number as Chair.

**16.6 Voting Procedure:**

A Bylaw or resolution put to a vote shall be decided by a show of hands unless a ballot is demanded, and where a ballot is demanded, it shall be taken in such manner as the Chair directs. No member shall have more than one vote, and no member shall vote by proxy. A declaration by the Chair that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Corporation, shall be prima facie evidence of the fact, without proof of the numbers or proportion of the votes recorded in favour of, or against, that resolution.

The Chair, as a member, shall have no vote on any questions but shall have a vote in the event of a tie vote.

If at any meeting a vote is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment.

If at any meeting a vote is demanded on any other question, it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of the vote shall be deemed to be the resolution of the meeting at which the vote was demanded.

**16.7 Qualification of Voters:**

The list of members eligible to vote at a meeting shall be determined

according to the Constitution and By-Laws, and will be set on a record date twenty-one (21) days (inclusive of the record date, but exclusive of the day of the meeting) prior to the meeting. This list will consist of members in good standing only and will be posted for viewing in the office of the Branch for the twenty-one (21) day period between the record date and the meeting. Members whose status changes to make them either eligible or ineligible to vote during the period between the record date and the meeting will not have their qualification to vote changed. Copies of this list will be brought to the general meeting and will be used to verify the eligibility of members to vote at the meeting.

**16.8 Objection to Qualification of Voter:**

No objection shall be raised to the qualification of any voter except at a meeting at which a vote objected to is given and tendered. Any such objection made in due time shall be referred to the Chair of the meeting for a decision in the first instance.

**16.9 Identification of Voter:**

Members who wish to be eligible to vote at a meeting will be asked to provide identification before being issued an item denoting them as a member eligible to vote. This should take the form of one piece of photographic identification and one other piece of identification, which verifies the person's membership in the Corporation. In case of an objection to qualification of a voter, this identification must be carried for the duration of the meeting.

**16.10 Reports to be Presented at the Annual General Meeting:**

- A. The Chair's Report
- B. The annual report on the accounts of the Branch as audited by the duly appointed auditor.
- C. The Treasurer's Report
- D. The Executive Director's Report
- E. The Reports of the Committee Chairs

**16.11 Business of Annual General Meeting:**

- A. Elect Honorary Officers for the forthcoming year.
- B. Elect the Officers and Members of the Board.
- C. Appoint an Auditor for the upcoming year.
- D. Make, vary or appeal regulations covering the granting of the Society's awards in the territory under the jurisdiction of the Branch, provided

such policies do not contravene the policy of the National Branch.

- E. Consider all other items of business placed before them on the agenda approved by the Chair.

## **ARTICLE 17 ELECTION OF OFFICERS**

### **17.1 Conducting of Election:**

- A. The election of Officers required in accordance with the By-laws shall be conducted by the Chair, or by another member in good standing designated by the Chair, or in his or her absence, designated by the Board.
- B. The Chair or designate, shall appoint an Election Committee of not less than three members in good standing for the purpose of preparing, distributing and collecting the ballots and tabulating the votes in the event a poll is required.
- C. The Chair, or designate, shall be Chair of the Election Committee. He or She shall not cast a ballot on any of the Directors to be elected, unless a tie-breaking vote is required.

### **17.2 Nominating Committee**

For the purpose of selecting a slate of nominees for election as directors and officers of the Branch, the Chair or designate shall appoint a Nominating Committee with its composition and operations governed by polices established by the Board.

### **17.3 Nominations**

The slate prepared by the Nominating Committee shall be presented to the members at least thirty (30) days prior to the Annual General Meeting. Nominations will be closed fourteen (14) days prior to the Annual General Meeting. If there is a position for which no nominees are presented at the time of the Annual General Meeting, the Chair of the Election Committee may call for nominations from the floor. In all cases, the Nominating Committee shall ensure that each nominee is eligible for election and is willing to accept his or her office if elected.

### **17.3 Nominations from the Floor:**

- A. Nominations from the floor for any number of candidates shall be entertained for any office to be filled in accordance with the By-laws if any posts on the Board remain unfilled after the Nominating Committee presents its slate of directors.
- B. To qualify for nomination from the floor, the candidate shall sign a "Declaration of Candidacy" form, which shall be co-signed by two

sponsors. The candidate and both sponsors shall all be members in good standing.

- C. Each "Declaration of Candidacy" shall be examined by the Chair of the Election Committee and, on determining that the candidate is eligible to stand for the office designated shall be posted where it shall be exposed for a period of not less than one hour.
- D. After this period of time, the names of all candidates, having been posted by the Election Committee, shall be placed on the ballot for the Director to be elected.

**17.4 Election Procedure:**

- A. For each office for which nominations from the floor have been received, the election shall be conducted separately by secret ballot.
- B. Each Active Member and each Affiliate Member representative in good standing and present in person at the Annual General Meeting shall receive a ballot for the election of the officers required in accordance with the By-Laws, and shall indicate on the ballot the name or names of the candidates preferred for each particular position.
- C. The Election Committee shall collect the ballots and tabulate the votes. The candidates who received the majority of votes shall be declared elected.
- D. Should a tie vote occur, the Chair of the Election Committee shall break the tie by casting his vote.
- E. If within one hour from the time appointed for any meeting of the Corporation, a quorum is not present at the meeting convened upon the requisition of members, the meeting shall be automatically dissolved, and in any other case, shall stand adjourned, and the Directors shall reconvene such meeting within thirty days of said adjournment. This time can be extended one additional hour with the consent of two-thirds of those present.
- F. The membership may adopt the slate of officers, or any one officer proposed by the Nominating Committee, by acclamation.

**ARTICLE 18 ADMINISTRATION AND FINANCES**

**18.1 Executive Director:**

The Board may hire an Executive Director who shall manage the administrative and business affairs of the Corporation

**18.2 Cheques, Drafts, Etc.:**

All cheques, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, shall be signed or endorsed by such person or persons in such manner as shall be determined from time to time by the Board.

**18.3 Bank:**

The bank of the Corporation shall be chosen by the Board and may be changed from time to time by a majority vote of the Board.

**18.4 Fiscal Year:**

The fiscal year of the Corporation shall end December 31. The Treasurer shall present the financial statement, audited by a Chartered Accountant, to the membership at the Annual General Meeting.

**18.5 Deeds, Transfers, Licenses, Contracts and Engagements:**

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Chair and by the Executive Director, and the Executive Director shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chair, Treasurer, Executive Director or by any other person authorized by the Board.

The Chair, Treasurer, Executive Director or any one of them, or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporation seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time direct by resolution the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## **ARTICLE 19 REFERENDUMS**

- 19.1 The Board may at any time hold a referendum of the members on any matter of general concern to the members, such referendum to be held and taken at such time and in such manner as the Board determines.
- 19.2 Each Active Member and each Voting Affiliate Member shall be entitled to one vote only and the effect of a referendum vote shall be the same as if the question submitted had been voted on at a General Meeting of the members on a motion of which due notice had been given.

## **ARTICLE 20 AMENDMENTS TO BY-LAW NO. 1**

- 20.1 Amendments to the By-Laws may be made by a two-thirds majority vote of the members present and voting at an Annual General Meeting or a Special Meeting of the Branch.
- 20.2 Notice of the proposed amendments must be given in writing to the Chair of the Board at least 45 days prior to the date of the Annual General Meeting.
- 20.3 The Board must in turn, at least 30 days prior to the Annual General Meeting send notice to all members eligible to vote that amendments will be debated at the meeting.
- 20.4 Copies of the proposed amendments shall be available from the Branch Office on request.
- 20.5 Any proposed amendments shall require the signature of one member in good standing and shall be seconded at the time of the Annual General Meeting.

## **ARTICLE 21 DISSOLUTION OF THE CORPORATION**

- 21.1 The business of the corporation shall be carried out without purposes of financial gain for its members and any profit or other accretions shall be used for promoting its objectives.
- 21.2 In the event of the dissolution of the Corporation, all its remaining assets, after payment of liabilities, shall be distributed to the National Office with the provision that those funds be utilized to further the Society's mission within the Province of Manitoba.

Passed by the Board and sealed with the Corporate Seal this 23rd day of March 2019.