



LIFESAVING SOCIETY®
The Lifeguarding Experts

ANNUAL GENERAL MEETING 2020

BY-LAW No.1 AMENDMENTS

In accordance with Article 20 – AMENDMENTS TO BY-LAW NO.1

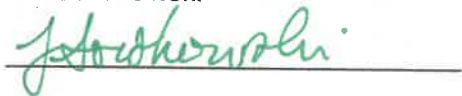
Article 20.5 Any proposed amendments shall require the signature of one member in good standing and shall be seconded at the time of the Annual General Meeting.

The proposed amendments are contained in the documents "Amended and Restated By-Law No. 1" and "Amended and Restated By-law No. 2" attached.

Signed

Name: Jon Sorokowski

Signature:



AMENDED and RESTATED BY-LAW No. 1

Being a general by-law relating to the regulation of the business and affairs of

The Royal Life Saving Society Canada – Manitoba Branch Inc.

(hereinafter called the “Corporation”).

INTERPRETATION

1.1 In this and all other by-laws of the Corporation

- (a) “Act” shall mean *The Corporations Act*, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may hereafter be substituted therefor;
- (b) “Active Member” shall mean those individuals who are at least eighteen (18) years of age, are normally resident in Manitoba, have paid the annual membership fee to the Corporation as established by the Board from time to time and are in good standing as set forth in section 8.02 hereof. Active Member shall also include: (a) lifeguards who maintain a current National Lifeguard certification, (b) currently certified instructors, (c) duly-appointed examiners of the Society and (d) instructor-trainers of the Society. Notwithstanding the foregoing, and provided that they maintain their qualifications in accordance with the policies established by the Society, there shall be no membership fee payable by the individuals described in (a), (b), (c) and (d). Each Active Member shall be entitled to receive notice of and to attend any meeting of the members of the Corporation and shall be entitled to one (1) vote thereat.
- (c) “Affiliate Member” shall mean those individuals, groups or organizations approved by the Board for such membership in its sole discretion, who have paid the annual affiliation fee to the Corporation as established by the Board from time to time and are in good standing as set forth in section 8.02 hereof. Each Affiliate Member shall be entitled to: (a) receive notice of and to attend any meeting of the members of the Corporation, (b) one (1) vote thereat and (c) appoint one (1) proxy, to exercise the same voting rights that such Affiliate Member would be entitled to exercise if present at the meeting.
- (d) “Associate Member” shall mean those individuals, groups or organizations approved by the Board for such membership in its sole discretion and who support the aims and objectives of the Corporation. Each Associate Member shall be entitled to attend any meeting of the members of the Corporation in an ex officio capacity, but shall not be entitled to vote.

- (e) **“Award Member”** shall mean those individuals who hold any one (1) or more awards of the Society. Each Award Member shall be entitled to attend any meeting of the members of the Corporation, but shall not be entitled to vote.
- (f) **“Board”** shall mean the board of directors of the Corporation;
- (g) **“Honorary Member”** shall mean those individuals approved by the Board for such membership and who are the governors and honorary officers (with no specific duties assigned by the Board) of the Corporation. Each Honorary Member shall be entitled to attend any meeting of the members of the Corporation in an ex officio capacity, but shall not be entitled to vote.
- (h) **“National Office”** shall mean the office of The Royal Life Saving Society Canada;
- (i) **“Society”** shall mean The Royal Life Saving Society Canada;
- (j) Any other word or term contained in this and in any other by-law of the Corporation which is defined in the Act shall have the meaning given thereto in the Act;
- (k) Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word “person” shall include firms and corporations.

REGISTERED OFFICE

2.1 Unless changed by special resolution, the registered office of the Corporation shall be in the place specified in its Articles of Incorporation and at such address within such place as the Board may from time to time determine.

PURPOSE

3.1 The Corporation has been organized as a non-profit corporation under the Act for the purpose of running a volunteer, charitable organization to promote the development of aquatic life saving education and research in the area of aquatic drowning fatalities.

DIRECTORS

4.1 NUMBER. Unless changed in accordance with the Act, the affairs of the Corporation shall be managed by a Board of not less than seven (7) and not more than ten (10) directors. The exact number of directors shall be fixed from time to time, within the limits specified, by resolution of the Board. The Board shall be comprised of the following individuals:

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- (a) the Chair of the Corporation;
- (b) the Treasurer of the Corporation; and
- (c) up to eight (8) directors elected by the members of the Corporation entitled to vote.

4.2 EX OFFICIO DIRECTOR. The Executive Director shall be an ex officio non-voting member of the Board.

4.3 QUALIFICATION. Every director shall be an individual who is at least eighteen (18) years of age, is ordinarily resident of Manitoba, has the power under the law to contract, does not have the status of bankrupt and is not currently an employee of the Corporation.

4.4 TERM OF OFFICE The term of office of a director upon appointment, subject to section 103 of the Act, shall be for a term of two (2) years. Each director's term shall commence on the date of the meeting at which such director is elected and cease upon the next annual meeting that corresponds to such director's term or until such director's successor is elected. Subject to the provisions of this By-law, a director shall be eligible for re-election upon the conclusion of that director's term, provided that no term shall exceed three (3) years. To ensure the continuance of staggered terms, the Chair and a minimum of three (3) other directors shall be elected in even number calendar years and the Treasurer and a minimum of two (2) other directors shall be elected in odd number calendar years. For greater certainty, the Board shall consist of not less than seven (7) directors at any given time.

4.5 VACANCY IN OFFICE. Following appointment and election of directors pursuant to section 4.04 hereof, so long as there is a quorum of directors in office, any vacancy occurring in the office of an elected director may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

The position of a director, whether elected or ex officio, shall automatically be vacated if:

- (a) the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (b) the director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Chair;
- (c) the director is found to be a mentally incompetent person or becomes of unsound mind;

- (d) the director is found guilty of an indictable offense;
- (e) at a meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the meeting removing the director before the expiration of the director's term of office;
- (f) the director dies;
- (g) the director ceases to be a member in good standing; or
- (h) the director becomes an "ineligible individual" as that term is defined in subsection 149.1(1) of the *Income Tax Act* (Canada), or any provision substituted therefor.

4.6 RESIGNATION. Directors may resign at any time by resignation in writing which shall be effective on the date of receipt of such instrument in writing by the Chair of the Corporation. A copy of any director's written resignation shall be forwarded to the Executive Director of the Corporation.

4.7 REMOVAL. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any elected director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his or her term, provided that any such member elected in his or her stead shall maintain the composition of the Board as set forth in section 4.01 hereof.

4.8 REMUNERATION OF DIRECTORS. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of the director's duties.

4.9 POWERS OF DIRECTORS. The affairs of the Corporation shall be managed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner, including, without limitation, the power to:

- (a) establish and approve the policies and priorities of the Corporation;
- (b) establish and approve the budget of the Corporation;
- (c) submit or cause to be submitted to the general meeting or any other meeting of the Corporation a report of the affairs of the Corporation;

- (d) provide or cause to be provided a yearly financial and program report to its members;
- (e) ensure that the books and records of the Corporation are maintained by the Board in accordance with the Act;
- (f) 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;
- (g) 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;
- (h) serve as an interpreter of the aims, goals and objectives of the Corporation to the community; and
- (i) appoint ad hoc committees as the Board sees fit.

4.10 POWERS OF INDIVIDUAL DIRECTORS. No individual director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation including with respect to agents or employees of the Corporation, except as provided in this by-law or by resolution of the Board.

4.11 DIRECTORS' ACCOUNTABILITY. The directors collectively and individually represent the membership of the Corporation and are directly accountable to the membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its employees for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every director of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation, and shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

4.12 CONFLICT OF INTEREST. Where a director, either personally or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, that director:

- (a) shall disclose the interest fully at a meeting of the directors in the manner prescribed by the Act;

- (b) shall disclose the interest and the general nature thereof prior to any consideration of the matter in the meeting;
- (c) shall not take part in the discussion of or vote on any question in respect of the matter; and,
- (d) shall not in any way whether before, after, or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary interest of the director.

4.13 DECLARATION OF INTEREST. It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

4.14 INTEREST OF DIRECTORS IN CONTRACTS. Subject to sections 4.12, 4.13 and the provisions of any applicable legislation, no director shall be disqualified by his or her office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director, or in which any director is in any way interested, be liable to account to the Corporation, or any of its members or creditors, for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

MEETINGS OF DIRECTORS

5.1 QUORUM. A majority of the Board shall, if present, constitute a quorum at any meeting of the Board. For greater certainty, the presence of the Executive Director shall not be counted for the purpose of establishing a quorum.

5.2 PLACE OF MEETING. Meetings of the Board may be held at any place within or outside Manitoba as the Board may from time to time determine.

5.3 NOTICE. A meeting of the Board may be convened on at least: (i) two (2) days' notice if given by telephone, facsimile or electronic mail or (ii) five (5) days' notice if given by mail. A meeting of the Board may be called by the Chair or in the absence of the Chair, by any two (2) directors of the Corporation. The notice need not specify the purpose of business to be transacted at the meeting except where any matter referred to in section 110(3) of the Act or section 4.08 of this by-law is to be dealt with at such meeting.

A meeting of the Board may be held and duly constituted at any time without notice if all the directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence.

For the first meeting of the Board to be held immediately following the election of directors by the members or for a meeting of the Board at which a director is appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors be present.

The Board must meet at least four (4) times each year in addition to any general or special meetings.

5.4 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION FACILITIES. If all the directors consent, a director may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting.

5.5 VOTING. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the Board, shall not have a second or casting vote.

5.6 RESOLUTION IN LIEU OF MEETING. Subject to the Act, the Articles of Incorporation or the By-laws, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is a valid as if it had been passed at a meeting of directors or a meeting of members, respectively. Such resolutions in writing satisfy all the requirements of the Articles and By-laws relating to meetings of directors or members.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.1 Subject to the limitations set out in the Act, each director and officer of the Corporation, former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate.

OFFICERS

7.1 APPOINTMENT. The Board may annually or more often as may be required, appoint a Chair of the Board, an Executive Director, and a Treasurer. A director may be appointed to any office of the Corporation but none of the said officers need be a director except

that the Chair of the Board and the Treasurer of the Board shall be directors of the Corporation. The Board may from time to time appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

7.2 REMUNERATION AND REMOVAL. The remuneration (if any) of all officers appointed by the Board shall be determined from time to time by resolution of the Board. An officer who is a director or member of the Corporation shall not be disqualified from receiving such remuneration as may be determined. In the absence of a written agreement to the contrary, the Board may remove at pleasure any officer of the Corporation other than the Chair at any time.

7.3 POWERS AND DUTIES. The powers and duties of the officers of the Corporation shall be as follows:

- (a) CHAIR. The Chair shall serve as chairperson of all meetings of the Board and of members of the Corporation and shall serve as the active member representative to vote on behalf of the Corporation at all general and special meetings of the Society,
- (b) SECRETARY OR SECRETARY-TREASURER. The Secretary or Secretary-Treasurer shall give, or cause to be given, all notices required to be given for all meetings of the Board, all committees of directors, if any, and all meetings of members; and shall attend all meetings of the Board, committees and members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; and shall have charge of the corporate records (other than accounting records) which the Corporation is required by the Act to prepare and maintain;
- (c) TREASURER. The Treasurer shall be the chair of the Audit and Finance Committee and shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit and establish the criteria for the investment of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the Board at the meetings thereof, or whenever requested by the Board, an account of all transactions as Treasurer and of the financial position of the Corporation; shall prepare and present, in consultation with the Chair and Executive Director an annual budget for the Corporation; and shall perform such other duties as may from time to time be prescribed by the Board;
- (d) EXECUTIVE DIRECTOR. The Board may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day-to-day operations and administration of the Corporation and shall be

responsible for overseeing the maintenance of the archives of the Corporation. The Executive Director shall confirm to all lawful orders given by the Board and shall at all reasonable times give to the Board all information they may require regarding the affairs of the Corporation. The Executive Director shall also work in conjunction with the Treasurer with respect to the Treasurer's duties;

- (e) OTHER OFFICERS. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.4 VACANCIES If the office of Chair, Executive Director, Secretary or Treasurer, or any other office, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Board by resolution may appoint an officer to fill such vacancy.

MEMBERSHIP

8.1 MEMBERS. Subject to the Act and the Articles of Incorporation, the members shall consist of such persons or corporations interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the Board and who maintain their membership in the Corporation.

8.2 MEMBERSHIP IN GOOD STANDING. A member shall be considered in good standing provided that such member is not: (i) liable for payment of any outstanding membership dues which have been levied by the Corporation or any other branch of the Society for more than (30) days and (ii) suspended from the Corporation or any other branch of the Society.

8.3 CLASSES OF MEMBERS. The Corporation shall consist of the following five (5) membership classes:

- (a) Active Member;
- (b) Affiliate Member;
- (c) Associate Member;
- (d) Award Member; and
- (e) Honorary Member.

8.4 TERM. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the death or when the member ceases to be a member by resignation or otherwise in accordance with the By-laws of the Corporation.

8.5 RESIGNATION. Members may resign at any time by resignation in writing which shall be effective on the date of receipt of such instrument in writing by the Board of the Corporation. A copy of any member's written resignation shall be forwarded to the Executive Director of the Corporation.

8.6 REMOVAL. Upon thirty (30) days' notice in writing to a member of the Corporation, the Board may, after giving the member an opportunity to be heard, pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation.

8.7 EMPLOYED MEMBERS. If an Active Member or Affiliate Member of the Corporation shall be employed by the Corporation, the fact of him or her being an employee of the Corporation shall disentitle such Active Member or Affiliate Member, as the case may be, from holding such membership and from voting in any meeting or poll of the Corporation for so long as such Active Member or Affiliate Member is employed by the Corporation.

MEETINGS OF MEMBERS

9.1 ANNUAL MEETING. The annual meeting of the members shall be held at such place in Manitoba, on such day in each year and at such time as the Board may by resolution determine, or if all of the Board agrees, at one place or more outside of Manitoba. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year, as well as any reports of the Chair, Treasurer, Executive Director and Committee Chairs.

9.2 SPECIAL MEETINGS. Special meetings of the members may be convened at any time by order of the Chair or of the Board or on the written requisition of at least twenty-five percent (25%) of the members entitled to vote at such meeting, to be held at such place within Manitoba, or if all of the members entitled to vote at such meeting agree, at one place or more outside of Manitoba.

9.3 NOTICE. No public notice or advertisement of annual or special members' meetings shall be required, but notice of the time and place of every such meeting shall be given to each member entitled thereto by sending a notice by prepaid post, by electronic mail, by hand, or by telephoning, not less than twenty-one (21) and not more than fifty (50) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without notice if all the members of the Corporation are present thereat, or if all the members of the Corporation have waived notice and at such meeting any business may be transacted which the members at annual or special meetings may transact.

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, auditors' report, election of directors, officers, and reappointment of the incumbent auditor, is deemed to be special business.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any resolution requiring the approval of two-thirds (2/3) of those members present at the meeting.

9.4 QUORUM. The quorum for the transaction of business at any meeting of members shall consist of not less than a majority of members personally present.

No business shall be transacted at any meeting unless a quorum be present at the commencement of business.

9.5 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION FACILITIES. If approved by the Chair in writing, a member may participate in a meeting of the members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting.

9.6 VOTING. Unless the Act or the By-laws otherwise provide, every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands and in case of any equality of votes the Chair shall both on a show of hands and at a poll have a casting vote. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 PROCEDURE. In the absence of the Chair, the members present entitled to vote shall choose another director as chairperson and, if no director be present or if all the directors decline to take the chair, then the members present shall choose one of their number to be chairperson.

If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken without delay and without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment, as the chairperson directs.

The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

COMMITTEES

10.1 ESTABLISHMENT OF COMMITTEES. The Board may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit, including a Governance and Nominating Committee and Audit and Finance Committee. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

GENERAL

11.1 NOTICES. A notice required by the Act to be sent to a member or director of the Corporation shall be sent in the manner and within such period of time as may be set out in the Act or in this by-law.

11.2 COMPUTATION OF TIME. In computing the date when notice must be given under any provision of the Act or this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

11.3 OMISSIONS AND ERRORS. The accidental omission to give a notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance of the notice, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

11.4 CHEQUES, DRAFTS AND NOTES. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Executive Director, the Chair, the Treasurer or such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate.

11.5 BANKING. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, credit union, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

11.6 EXECUTION OF INSTRUMENTS. Any contract, documents or instruments in writing shall be signed on behalf of the Corporation by the Chair, the Executive Director, the Treasurer or any two (2) directors of the Corporation. The Board shall have power from time to time by resolution to appoint any director or directors or officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The corporate seal of the Corporation, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed by resolution of the Board.

The term "contract, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writing.

11.7 CORPORATE SEAL. The Corporation may from time to time have a corporate seal. Such seal may be used in the execution of any instrument of the Corporation whenever so permitted under this by-law or otherwise authorized by a resolution of the Board.

11.8 FISCAL YEAR. The fiscal year of the Corporation shall terminate on December 31 in each year.

11.9 ACCOUNTING RECORDS. The books of the Corporation shall be kept at the registered office of the Corporation.

11.10 AMENDMENTS TO BY-LAW. The by-laws of the Corporation shall not be altered or added to except by a special resolution of the Corporation. A "special resolution" shall mean a resolution passed by at least two-thirds (2/3) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

ENACTED THIS ____ day of _____, 2020.

Chair

Treasurer

AMENDED and RESTATED BY-LAW No. 2

of

The Royal Life Saving Society Canada – Manitoba Branch Inc.

(hereinafter called the “**Corporation**”).

1. The directors may, without authorization of the members:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation; and
 - (d) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.

2. The words “debt obligation” and “security interest” shall have the same meaning as set out in the Act.

3. The directors may from time to time by resolution delegate to a managing director or a committee of directors all or any of the powers conferred on the directors by paragraph 1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the directors.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its directors or officers independent of this by-law and, in particular, are in addition to those given by Section 183 of the Act.

ENACTED THIS ____ day of _____, 2020.

Chair

Treasurer

