

BY-LAW NO.6

A by-law to amend Procedural By-Laws No. 1 and 5

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Pembina Trails Educational Support Fund, Inc.

1. **REGISTERED OFFICE**

The Registered Office of the Corporation shall be at in the Province of Manitoba, and at such place therein as the directors of the Corporation may from time to time decide.

2. **SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal of the Corporation shall be kept in the custody of the Secretary.

3. **AIMS AND OBJECTIVES**

The undertaking and purpose of the Corporation shall be as set forth in its Articles. In furtherance of such undertaking and purpose, the Corporation may acquire, purchase, lease, devise and gift title to any lands buildings, easements or property of any description, which may be used in connection with the undertaking and purpose of the Corporation.

4. **DIRECTORS**

4. 01 Number

The affairs of the Corporation shall be managed by a board of directors which shall consist of not more than eleven (11) nor less than three (3) members.

4. 02 Qualification

The Directors of the Corporation shall be the three Trustees elected to sit on the Corporate Board and the officers appointed pursuant to paragraph 11.01 hereof.

4. 03 Term of Office

Directors shall be elected at any general meeting of the Corporation and may hold office for a term of one (1) year each. Employees of the Corporation shall not be eligible for election to the board of directors. A director who has served a maximum of four (4) consecutive years on the board shall not be eligible for re-election as a director until the expiry of one year from his/her previous term.

4.04 Powers

Subject to the supervening authority of the Members, the directors shall act and participate in the management of the business and affairs of the Corporation and in the absence of express direction and policies of the Members, shall manage the business and affairs of the Corporation. - Any decision of the Directors pertaining to the disbursement of monies shall be subject to ratification by the Board of Trustees of the School Division. A majority of the directors shall be residents of Canada. Notwithstanding any vacancy among the directors a quorum of directors may exercise all the powers of the directors.

4.05 Vacation of Office

The office of a director shall be vacation:

- a) If he ceases to be a trustee of the School Division;
- b) Upon the expiry of his appointment (pursuant to paragraph 11. 01 hereof) as an officer of the Corporation;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- d) if he is found to be a lunatic or becomes of unsound mind;
- e) if he ceases to be a member in the Corporation or the appointee of a corporation which is a member in good standing of the Corporation;
- f) if by notice in writing to the Corporation he resigns his office; or
- g) if he dies or if he is removed from office.

4.06 Election and Removal

Election of directors need not be by ballot unless demanded. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a director in which case the director so removed shall vacate office forthwith upon the passing of resolution for his removal.

5. **MEETING OF DIRECTORS**

5.01 Place of Meeting

Notice - directors' meetings may be held either at the head office or elsewhere in Manitoba as the directors may from time to time determine at least once a year. A meeting of directors may be convened by the Chairman, or by the Vice-Chairman or by any two directors at any time. Notice of such meeting shall be delivered or mailed or telegraphed or telephoned to each director not less than ten (10) days (exclusive of the day on which the notice is delivered or mailed or telegraphed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any directors may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat.

After the election of directors at a general meeting for the first meeting of the board of directors to be held immediately following such meeting or in the case of a director elected to fill a vacancy on the board, no notice of such meeting shall be necessary to the newly elected director or directors in order to legally constitute the meeting, provided that a quorum of directors be present.

5.02

If all of the directors of the Corporation consent, a director may participate in a meeting of the board or of a committee 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 a meeting by such means is deemed to be present at the meeting. Any such consent will be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

5.03

The continuing directors may act notwithstanding any vacancy in their body but, if their number is reduced below the number necessary for a quorum, the continuing directors may act for the purposes of increasing the number of directors to that number, or of summoning a general meeting of the Corporation, but for no other purpose.

5.04 Quorum

The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors then in office.

5.05 Voting

Questions arising at any meeting of directors shall be decided by a majority of votes.

6. **DIRECTORS IN OTHER CORPORATIONS**

No director shall be disqualified from his office by reason of the fact that he 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 director interested in such contract or arrangement be liable to the Corporation for any profit realized by any such contract or arrangement by reason of his holding office as a director, provided only that such director shall comply with the Corporations Act and make disclosure of the nature and extent of his interest and such director shall not be precluded or disqualified from voting in connection therewith or from being counted when it is necessary to consider whether a quorum is present.

In the event the directors of the Corporation are connected with other corporations, joint stock companies, firms or associations which from time to time this Corporation may have business dealings, no contract or other transaction between this corporation and any other corporation, joint stock company 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 directors or officers of such other corporation, joint stock company, firm or association.

7. **REMUNERATION OF DIRECTORS AND MEMBERS**

The directors and members as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation. Any director or member who is a bona fide employee of the Corporation (whether full time or part time) may be paid remuneration with respect to services performed by him as an employee.

8. **SUBMISSION OF CONTRACTS OR TRANSACTIONS FOR APPROVAL OF MEMBERS**

The board of directors in their discretion may submit any contract, act or transaction for approval or ratification at any meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and binding upon the corporation and upon all the members as though it had been approved or ratified by every member of the corporation

9. **FOR THE PROTECTION OF DIRECTORS**

The directors and officers for the time being of the corporation and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors, or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively.

10. **INDEMNITIES TO DIRECTORS AND OTHERS**

The directors of the corporation are hereby authorized from time to time to cause the Corporation to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the corporation and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

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 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 order of the Board of Directors of the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency for 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 loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default.

11. **OFFICERS**

11.01

At the first annual general meeting, the directors of the Corporation shall appoint persons to the following positions:

Chairman
President
Vice-President
Secretary-Treasurer

at each following annual general meeting the positions coming open will be filled for one (1) year terms.

Except for the foregoing officers, the directors may elect or appoint additional officers. In addition to the duties set out herein, all officers shall perform such duties as are designated by the board, or failing such designation, they shall be those duties usually pertaining to such offices.

11.02 The President:

- a) The President shall preside at all meetings of the directors to expedite business of the meeting and all matters ordered by the directors. He shall perform all of the acts usually attendant upon a Chairman of the Board of Directors and shall have such other duties and authority as may be prescribed elsewhere in these by-laws, the articles or from time-to-time by the directors.
- b) Subject to the control and directives of the board of directors, the President shall maintain a current general overview of the affairs and business of the Corporation committees. The President shall be a member of all committees.

11.03 The Vice-President

The Vice-President shall perform the duties of the President in his/her absence and shall perform any other duties assigned to him/her by the President. The Vice-President shall be a member of all

committees. The Vice-President shall be chosen from among the Trustees of the School Division elected to sit on the Education and Public Relations Committee.

11.04 The Secretary-Treasurer

- a) The Secretary-Treasurer shall prepare the agenda for all meetings of the directors and shall be responsible for the proper maintenance of documents, records and correspondence.
- b) The Secretary-Treasurer shall be responsible for duties pertaining to the finances of the Corporation. The Secretary-Treasurer will sit as a member of the Finance Committee.

The Secretary-Treasurer shall be the Secretary-Treasurer of the Pembina Trails School Division.

11.05 Delegation of Duties

In the case of the absence, the disability, or the refusal to act of any officer or director, the Board of Directors may delegate the duties of such officer or director to any director or directors until the proper official returns or again performs his duties or his successor is elected.

12. MEMBERS OF THE CORPORATION

12.01 Number

There shall be at least five members of the Corporation. Only those persons who are from time to time trustees of the School Division, (hereinafter called "the School Trustees") The Board shall be qualified to be members of the Corporation of Directors by resolution shall admit the School Trustees as members of the Corporation. A person shall cease to be a member of the Corporation upon his ceasing to be a School Trustee of the School Division.

Subject to the foregoing, the membership in the Corporation shall consist of the persons who are admitted as members by the Board of Directors. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Any member may withdraw his membership by written resignation to the Secretary of the Corporation.

13. MEMBERS OF THE CORPORATION

13.01 Annual Meeting

The annual meeting of the Corporation shall be held at the registered office of the Corporation or elsewhere within Canada within one hundred and eighty (180) days after the fiscal year end of the Corporation in each year.

13.02 Special Meeting

The Board of Directors may whenever they think fit, and they shall upon the requisition made in writing by seven (7) or more members of the Corporation, call a special general meeting of the Corporation.

Any such requisition shall express the object of the meeting proposed to be called, and shall be delivered to the principal office of the corporation.

General and special meetings of the members (including the annual general meeting shall be convened by mailing to every member ~~at his last known address, by prepaid ordinary mail,~~ via electronic email notice of such meeting at least twenty-one (21) days before the meeting and in such notice the nature of the business (other than ordinary business) to be transacted shall be set forth. The accidental failure to give notice to any member shall not invalidate any meeting. For the purposes hereof "ordinary business" shall mean the election of directors, including the election of officers, the giving of reports and the appointment of auditors.

At every general or special meeting of members, the chair shall be taken by the President, if present, or in his absence by the Vice-President or, if absent, a chairman shall be appointed by the members present. At any meeting of members any five (5) of the members shall constitute a quorum.

The voting at general or special meetings shall be by a show of hands and proxies shall not be allowed.

Every member in good standing shall be entitled to one vote upon each question dealt with at any general meeting of the Corporation, with the exception of the presiding chairperson.

Any question arising at any general meeting of members shall be decided by a majority of votes and in the case of an equality of votes the chairperson shall have the deciding vote.

At meetings of members, any member may demand that any vote be by secret ballot, and if seconded, this motion shall take precedence over all other questions and, if carried, all votes shall be determined by secret ballot.

14. **COMMITTEES**

The Board may constitute such committees as it shall see fit, composed of such persons as it shall see fit and whether members of the Board of Directors or not, and the duties of such committees shall be those from time to time designated by the Board.

15. **NOTICES**

15.01 Signatures to Notices

The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given the day of service or position of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

16. **FISCAL YEAR**

The fiscal year of the Corporation shall end on the 30th day of June in each year.

17. **PAYMENT OF EXPENSES**

The directors may authorize the payment of all expenses incurred in incorporating and organizing the Corporation and all other expenses of or incidental to its formation and organization or which they consider preliminary.

18. **PAYMENT OF EXPENSES**

The interest of a member in the corporation shall lapse or cease to exist upon his death. A resolution or by-law signed by all of the directors shall be as valid and effective as if passed at a meeting of directors duly called, constituted and held.

If, upon the winding-up or dissolution of the Corporation, there remains, after satisfaction of all its debts and liabilities, any property, such property shall not be paid to or distributed among the members but shall be given or transferred to the South Winnipeg Technical Centre Scholarship Fund of Winnipeg, Manitoba, provided it is a registered Canadian charitable organization (within the meaning of the *Income Tax Act of Canada*) at the relevant time. In the event that the South Winnipeg Technical Centre Scholarship Fund has ceased to exist or ceased to be a registered Canadian charitable organization under the *Income Tax Act of Canada* at the time of dissolution or winding-up of the Corporation, then any property of the Corporation remaining shall be given or transferred to The Winnipeg Foundation, provided that it is a registered Canadian charitable organization under the *Income Tax Act of Canada* at the relevant time. In the event that The Winnipeg Foundation has ceased to exist or ceased to be a registered Canadian charitable organization at the time of the dissolution or winding-up of the Corporation, the property of the Corporation remaining on its dissolution or winding-up shall be distributed to other registered charities or qualified donees as defined under the *Income Tax Act of Canada* as may be determined by the directors of the Corporation, immediately prior to the dissolution or winding-up of the Corporation.

19. **EXECUTION OF CONTRACTS**

- a) Contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by the President together with either the Vice-President, Secretary or Treasurer of the Corporation and all contracts, documents, or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- b) The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer- or officers, persons or persons appointed as aforesaid by resolution of the directors.
- c) The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of properties, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all other paper writings.

20. **INTERPRETATION**

In these by-laws:

- a) "Articles" means the articles attached to the Certificate of Incorporation dated January 27, 1989 Corporation as from time to time amended;
- b) "The Act" or "The Corporations Act" means -the statute under which this Corporation has been incorporated or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
- c) "Person" shall include partnership, association companies, the singular shall include the plural and vice-versa, and the male gender shall include the female and neutral gender;
- d) "Member" shall include the members of the Corporation;
- g) "When any provision of the *Act* is referred to, the reference is to that provision as modified by any statute for the time being in force.

FIRST READING ON THIS _____ day of _____, 2021

SECOND READING ON THIS _____ day of _____, 2021

THIRD READING AND PASSED _____ day of _____, 2021

Chair of the Board

Secretary-Treasurer