



BY-LAWS

Article One

1.01 Definitions in this by-law:

“Foundation” means the Morden Area Foundation Inc.

“Board” means the Board of Directors, Morden Area Foundation Inc.

“Director” means Governors as defined in the Articles of Incorporation, Schedule A attached hereto;

1.02 Gender, etc. In these by-laws and in all other by-laws or policies of the Foundation hereafter passed, unless the context otherwise requires words imparting the singular number or the masculine gender shall, include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Article Two

Corporate Seal

2.01 The seal in the form impressed in the margin hereof, shall be the seal of the Corporation.

Custody of Seal

2.02 The Secretary shall have custody of the seal.

Sealing of Documents

2.03 Sealing of Documents: The Seal of the Corporation when required may be affixed to contracts, documents and instruments in writing by any officer or director of the Corporation.

Article Three

Head Office

- 3.01 The head office of the Foundation shall be in the City of Morden, Province of Manitoba, and at such place therein as the Board from time to time determine

Article Four

(Amended December 2013)

Powers of the Board

- 4.01 The property and business of the Foundation will be managed by the Board which shall consist of not less than three (3) directors and not more than fourteen (14) directors as the Board shall determine from time to time. All officers and committees shall be responsible to, and subject to the direction and control of the Board.

Terms of Office

- 4.02 a. Initially the Nominating Committee will appoint eight directors of whom four will be appointed for a two-year term and four will be appointed for four year term.
- b. In succeeding years all directors shall be appointed to the Board for a term of four years.
- c. Any Director who has served two consecutive terms of office shall not be eligible for reappointment to the Board until a period of at least one year has elapsed since the end of his/her second consecutive term in office.
- d. The Thomas Sill Foundation will name a representative to the Board for the period of time that our agreement with them is in effect. The representative from the Thomas Sill Foundation to the Board will not be bound by Section 4.02 (b) and (c).

Board Meetings

- 4.03.1 Meetings of the Board may be held at any time and place as determined by the Board, provided that fifteen days notice of such meeting shall be sent in writing to each director and provided there shall be at least one meeting per year.

Quorum

4.04 The quorum for any meeting of the Board shall consist of a majority of the Board.

Remuneration

4.05 The directors and members of committees shall serve without remuneration and no director or committee member shall directly or indirectly receive any profit from his/her position on the Board as such. A director or committee member may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties and any director or committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

Removal of Directors

4.06 With just cause and fifteen days notice any director may be removed at any duly convened meeting of the directors by a vote of not less than two thirds of the members present at a meeting. The Chairperson of the Board will report such removal to the Nominating Committee.

Resignation of Director

4.07 Any director may withdraw his/her membership on the Board by written resignation.

Vacancies

4.08 Vacancies on the Board, however created, shall from time to time be filled for the unexpired term by the Nominating Committee.

Article Five (Amended December 2013)

Nominating Committee

5.01 The Nominating Committee whose duty it is to appoint members to the Board shall be composed of:

- a. The past chairperson of the Foundation;
- b. The current Executive Director of the Foundation;
- c. The current serving Board members of the Foundation;
- d. At the discretion of the current Board members, they may invite up to three past Board members to participate and serve on the Committee.

Representatives

- 5.02 In the event that any member of the Nominating Committee is unable to attend a meeting of the Nominating Committee he/she will, in writing, appoint a representative on his/her behalf, provided that such a person shall, to the extent practicable, be the deputy or assistant to such person in the capacity by virtue of which he/she is a member of the Nominating Committee.

Meetings

- 5.03 The Nominating Committee will meet at least once every two years to appoint directors to the Board as contemplated by paragraph 4.02 (b). They shall meet at such other times as the Board may determine.

Procedure of Meetings

- 5.04 Procedure for meetings of the Nominating Committee will be determined by its members.

Chairperson

- 5.05 The most recent past board chairperson shall, if present, be the chairperson of all meetings of the Nominating Committee, but if he/she is not present, the meeting shall appoint another person as chairman.

Article Six

Other Committees

- 6.01 The Board may create, amend or dissolve any other committees, the terms of reference powers and membership of which shall be determined by the Board.

Article Seven

Indemnification of Directors and Officers

- 7.01 Every director or officer of the Foundation who has undertaken or is about the undertake any liability on behalf of the Foundation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, 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 is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her officer or in respect of any such liability; and
- b. All other cost, charges and expenses which he/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/her own willful neglect or default.

Article Eight

Officers

- 8.01 The officers of the Foundation shall be a Chairperson, one or more Vice-Chairpersons, a Secretary and a Treasurer, and such other offices as the Board may by by-law determine.

Appointment and Removal

- 8.02 Officers shall be appointed by resolution of the Board annually. With just cause and fifteen days notice any officer may be removed at any duly convened meeting of the directors by a vote of not less than two-thirds present at the meeting. The terms of employment of any officers, including remuneration, if any, to be paid to any officers, shall be determined by the Board.

Term of Office

- 8.03 The officers of the Foundation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed.

Chairperson

- 8.01 The Chairperson shall:
- a. Be the chief executive officer of the Foundation:
 - b. If present, preside at all meetings of the Board:
 - c. Subject to the control, supervision and direction of the Board, have general control and supervision of the affairs of the Foundation.

Vice-Chairperson

8.02 The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

Treasurer

8.03 The Treasurer shall:

- a. have the responsibility of accounting for all corporate funds and securities;
- b. keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation;
- c. deposit all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- d. Disburse the funds of the Foundation as may be directed by the Board, taking proper vouchers for such disbursements; and
- e. Render to the Board accounts of all the transactions and a statement of the financial position of the Foundation.

Secretary

8.04 The Secretary shall:

- (a) attend all Board meetings and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
- (b) give or cause to be given notice of all meetings of the Board;

Other Officers

8.08 The duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the Board requires of them.

Article Nine

Execution of Documents

9.01 The Board may from time to time by resolution appoint an officer or officers on behalf of the Foundation to sign specific contracts, documents and instruments in writing.

Article Ten

Meetings

10.01 The Annual or any other general meeting of the member shall be held at any place and time as the Board may determine.

Annual Meetings

10.01.1 At any annual meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditor shall be presented and auditors shall be appointed for the ensuing year.

Notice

10.01.2 Fifteen days prior written notice shall be given to each member of any annual or special general meeting of members.

Votes

10.02 Each director present at a meeting shall have the right to exercise one vote.

Email Votes

10.02.1 Where a Board decision is required and a meeting cannot be scheduled due to the circumstances beyond the control of the Board, the decision can be made by voting of the Board members electronically. A decision done using this process shall require 2/3 majority vote electronically, and the decision shall be confirmed by regular vote at the next Board meeting.

Article Eleven

Financial Year

11.01 Unless otherwise ordered by the Board the fiscal year end of the Foundation shall be August 31st.

Article Twelve

Amendments of By-laws

12.01 By-laws of the Foundation may be amended provided that a notice of motion to so amend has been filed with the Secretary, not less than fifteen days prior to the meeting, who shall forthwith notify all directors in writing. Such amendments shall

be effective only when the support of those voting at the meeting is equal to a majority of all the directors.

Article Thirteen

Auditor

13.01 The directors may, at each annual meeting, by resolution choose to or not to appoint an auditor to audit the accounts of the Foundation, to hold office until the next annual meeting. The remuneration of the auditor shall be fixed by the Board.

Article Fourteen

Rules and Regulations

14.01 The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Foundation as they deem expedient.

Done and passed this day of 1993

Morden Area Foundation Inc.

Per: _____
Secretary

Per: _____
Chairperson



Articles of Incorporation - Schedule "A"

To Article 6 of the Articles of Incorporation of **The Morden Area Foundation Inc. (the Corporation)**

- a. In the event of the winding up or dissolution of the Corporation, there remains any property after satisfaction of all its debts and liabilities, that property shall not be paid to or distributed among the members but shall be paid to or distributed among "qualified donees" as that term is from time to time defined under the provisions of the Income Tax Act (Canada), or for other purposes which are, by law, exclusively charitable.
- b. The affairs of the Corporation shall be directed and managed by a Board of Directors who shall be known as and referred to as Governors.
- c. The Governors of the Corporation shall not receive any remuneration for their service but shall be reimbursed for disbursements and expenses properly incurred by them in performing their service as governors.
- d. Nothing herein contained in these Articles or the By-laws of the Corporation shall preclude any member or governor from serving the Corporation or being engaged or employed by the Corporation in any capacity whether as an employee, officer or independent contractor and receiving reasonable remuneration therefore, and in particular, the Corporation may:
 - i. Engage or retain any member or governor who is a solicitor, chartered accountant or other person engaged in a profession or business, and pay that person all reasonable professional and reasonable other charges for services performed, business transacted, time expended and disbursements incurred.;
 - ii. Employ any member or governor as an officer or employee of the Corporation and pay that person reasonable remuneration for service performed;
 - iii. Engage or retain any member or governor to undertake or provide special services on behalf or to the Corporation and pay that person reasonable remuneration therefore;
 - iv. Enter into a contract for the lease of space or for the hiring of administrative and clerical services with a member or governor or firm in which a member or governor is an interested party, provided that the consideration paid by the Corporation is reasonable and fair and the contract is on terms comparable to that generally obtainable

from the person in the business of providing leased space or administrative and clerical services.

- e. Any member may be removed from membership in the Corporation (either with or without cause) if two-thirds ($\frac{2}{3}$) of the members of the Corporation at that time vote in favour of such removal at any duly constituted meeting of the members.
- f. The interest and membership of a member in the Corporation is not transferable and shall cease to exist on his or her death or when he or she otherwise ceases to be a member, whether by resignation or otherwise.
- g. The Corporation shall be empowered to invest its monies and property without restriction in such form and manner as the governors of the Corporation, in its uncontrolled discretion, from time to time, considers to be in the best interests of the Corporation.
- h. A governor of the Corporation shall not be responsible or liable to the Corporation or its member for any error in his or her judgement or from any act whatsoever by him or her of omission or commission not amounting to actual fraud in the management and administration of the Corporation's affairs. A governor of the Corporation shall not be responsible or liable to the Corporation or its members for any error in judgement or defaults of any other governor or officer or employee of the Corporation or any act by any other governor or officer or employee of the Corporation of omission or commission in the management and administration of the Corporation unless amounting to actual fraud of which the first mentioned governor was aware.
- i. Each Officer and each governor of the Corporation, and each former officer and each former governor of the Corporation, and each person who acts or has acted at the request of the Corporation as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his or her heirs and legal representatives shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by him or her in respect of any civil, criminal or administrative action or procedure to which he or she is made a party by reason of being or having been a governor or officer of the Corporation or such body corporate to the extent provided for in The Corporations Act (Manitoba) as it reads from time to time.

1. The Corporations Act Certified January 12, 1993
2. Charitable status approved in a letter of June 11, 1993