

BY-LAW NO.1

A by-law relating generally to the transaction of the affairs of

WESTSHORE COMMUNITY FOUNDATION INC. (THE WESTSHORE FOUNDATION)

SECTION ONE

INTERPRETATION

1.1 Purpose: The Westshore Foundation is established for the benefit of the Community in perpetuity as follows:

- a) to support social services, to advance the welfare of the needy and the alleviation of human suffering and poverty;
- b) to assist and promote the arts and cultural activities including, without limitation, theatre, dance, literature, film and video, music, painting and sculpture;
- c) to advance education through the establishment of scholarship funds and the funding of specific educational endeavors by providing scholarships to deserving students.
- d) to support and advance the provision of medical services through the funding of medical facilities and medical research;
- e) to support and advance other community activities or facilities which are of a charitable nature;
- f) to gift funds to qualified donees as defined in subsection 149.1(1) of the Income Tax Act.

1.2 Definitions: In this, and all other by-laws and policies of the Westshore Foundation, unless the context otherwise specifies or requires;

- a) "Community" means the land area The Westshore Foundation encompasses, which is the geographic areas in Manitoba along the west shore of Lake Winnipeg from Matlock in the south to Riverton in the North and surrounding areas including, without limiting the generality of the foregoing, the Village of Dunnottar, Town of Winnipeg Beach, the Rural Municipality of Gimli, the Community of Fraserwood, and portions of the Rural Municipalities of Armstrong, Bifrost and St. Andrews.
- b) "Act" means The Corporations Act of Manitoba, or its substitute, as amended;
- c) "Appoint" includes "elect" and vice versa;

- d) “Board” shall mean the Board of Directors of the Foundation;
- e) “By-laws” means this by-law and all other by-laws of the Foundation;
- f) “Corporation” means Westshore Community Foundation Inc., without share capital in the Foundation under the Act by Articles of Incorporation dated May 6th, 1997;
- g) “Articles of Incorporation” means the Articles incorporating the Foundation, as from time to time amended and supplemented by Articles of Amendment.
- h) “Member” means any person admitted to membership in the Corporation in accordance with Section Six of this By-law but is not a member of the Board and does not have the privileges of voting;
- i) “Recorded Address” means the person’s latest address as recorded in the records of the Foundation.

In this By-law and in all other By-Laws of the Corporation unless the context otherwise requires, the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

SECTION TWO

AFFAIRS OF THE FOUNDATION

- 2.1 Head Office:** The head office of the Corporation shall be in Gimli, in the Province of Manitoba or at such other place as the Directors may from time to time determine so long as the address is within the geographic area served by the Foundation.
- 2.2 Corporate Seal:** The Corporation’s Solicitor shall be the custodian of the Corporate Seal.
- 2.3 Financial Year:** The fiscal year shall end on the last day of December.
- 2.4 Execution of Instruments:** Contracts, documents or any other instruments in writing may be signed on behalf of the Corporation by any two Directors of the Corporation. The Board has the power to appoint by resolution a Director or Directors to sign specific contracts, documents or instruments in writing. When required, the signing Directors shall affix the Corporate Seal to any instrument.
- 2.5 Contracts and Commitments:** All contracts or a commitment on behalf of the Corporation requires a resolution approved by the Board.

- 2.6 Records:** All records of the Corporation shall be kept at the registered office of the Corporation. In the absence of a registered office the records will be kept as directed by the Board.
- 2.7 Auditor:** The Directors shall at each annual meeting, appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next annual meeting. The remuneration of the auditor shall be fixed by the Board, if authorized to do so by the members.
- 2.8 Minutes:** Minutes of all meetings of the Board and committees shall be recorded in books kept for that purpose. The minutes shall be available to members of the Foundation. Each member shall receive a copy of such minutes.
- 2.9 Amendment of By-Laws:** The By-laws of the Corporation may be added to, repealed or amended when passed by a majority of the Directors and confirmed by at least two-thirds of the members at a duly constituted meeting.
- 2.10 Rules and Regulations:** The Board may establish such rules and regulations not inconsistent with these by-laws relating to the management and operations of the Corporation. Such rules and regulations shall be in force only until the next annual meeting of the members of the Corporation. If at the annual meeting the members, the rules and regulations are not confirmed by the members, they shall then cease to have any force or effect.

SECTION THREE

THE BOARD

- 3.1 Board Composition:** Until changed by by-law, the Board shall consist of a minimum of three up to a maximum of fifteen Directors with the number to be fixed by Board Resolution.
- 3.2 Action by the Board:** The Board shall manage the business and affairs of the Corporation. The powers given to the Corporation by its Articles of Incorporation or otherwise, may be exercised by the Board at any meeting subject to Section Nine, at which a quorum is present. A resolution in writing, signed by all the Directors entitled to vote on the resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office;
- a) the property and business of the Corporation shall be managed by the Board. All officers and committees shall be responsible to, and subject to direction and control of, the Board.

b) the Board will administer, by resolution, all affairs of the Corporation as long as the resources are used in accordance with the rules and regulations of Canada Revenue Agency governing a Public Foundation.

c) the Board may create any committees the terms of reference, powers and membership of which shall be determined by the Board.

SECTION FOUR

DIRECTORS

- 4.1 Directors:** Each year, sufficient persons shall be appointed by the Nominating Committee (see paragraph 8.2) to the Board to replace the Directors whose terms have expired, who have resigned or been removed; and
- a) a Director may be elected to serve a three (3) year term of office.
 - b) any Director who has served three consecutive terms of office shall not be eligible for re-appointment to the Board until a period of a least one year has elapsed since the end of their third successive term in office.
 - c) when a Director's term expires subject to Section Four, he/she may remain as a member of the Corporation but does not have the privileges of voting.
- 4.2 Qualification:** To qualify for election, Directors must be individuals, at least eighteen (18) years of age, with power under law to contract and must reside within the community. A Director must be a member of the Corporation.
- 4.3 Removal of Directors:** At a meeting of the Board specially called for such purpose, a majority of Directors may remove any Director for cause from office. The vacancy created by such a removal may either be filled at the same meeting or later filled by a majority vote of the Board.
- 4.4 Vacation of Office:** A Director automatically ceases to hold office when:
- a) the Director dies.
 - b) the Director is no longer capable of reasonably performing the duties of a Board member.
 - c) the Director is removed from office as per paragraph 4.3.
 - d) the Director ceases to qualify for appointment.

- e) the Director submits a written resignation to the Foundation;
- f) his bankruptcy;
- g) a finding by a Canadian court of competent jurisdiction that the Director he is unsound mind;
- h) the Director fails to reside within the Community;
- i) the Director fails to attend three consecutive Board meetings without explanation or written cause to the Board.

4.5 Vacancies: A quorum of the Board may, by majority vote, appoint a qualified individual to fill a vacancy on the Board. In the absence of a quorum, the Board, if the vacancy has arisen from a failure by the members to elect the minimum number of Directors, the Board shall immediately call a special meeting of members to fill the vacancy

SECTION FIVE

OFFICERS

- 5.1 Appointment:** The Board shall appoint by resolution of the Board of Directors, a President, Vice-President, Financial Secretary and Treasurer, and whatever other officers as the Board may determine. The Board may specify the duties of any officers so appointed. The Board may also delegate to any officers appointed the power to manage the business affairs of the Corporation, in accordance with this By-law and subject to the Act. One person may hold more than one office.
- 5.2 President:** The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall have whatever other powers and duties the Board specifies. The President shall be a Director of the Corporation.
- 5.3 Vice-President:** The Vice-President shall, in the absence or disability of the President, shall have the powers and duties of that office. The Vice-President shall have whatever other powers and duties the Board specifies. The Vice-President shall be a Director of the Corporation.
- 5.4 Financial Secretary:** The Financial Secretary shall attend all Board meetings and act as Financial Secretary thereof and record all votes and minutes of all proceedings and in the books to be kept for that purpose. The Financial Secretary and shall be responsible for the deposit of money, the safekeeping of securities of the Corporation.

When asked, the Financial Secretary shall give notice of meetings to members, directors, officers, auditors and committee members. The Financial Secretary shall be the custodian of the Foundation's seal and of all books, records and instruments belonging to the Foundation, unless some other officer or agent has been appointed for any of these purposes. The Financial Secretary shall have whatever other powers and duties the Board or the Chairperson specifies.

- 5.5 Treasurer:** The Board may from time to time appoint a Treasurer. The Treasurer shall keep proper accounting records of the financial activities of the Corporation. The Treasurer has been responsible for the disbursement of funds of the Corporation. When required, the Treasurer shall give to the Board an account of all of his transactions and a statement of the financial position of the Corporation. The Treasurer shall have whatever other powers and duties the Board specifies. If a Treasurer is not appointed, the duties of the Treasurer shall be carried out by the Financial Secretary or another officer, as determined by the Board. The Treasurer shall be a Director of the Corporation.
- 5.6 Powers and Duties of Officers:** All other officers shall have whatever powers and duties the Board specifies or the terms of their engagement require. The Board may, subject to the Act, vary, add to or limit the powers and duties of any officer.
- 5.7 Term of Office and Remuneration:** The term of office of the President and Treasurer shall have a term of a maximum of three years. The Board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed by the Board shall hold office until either the officer's successor is appointed or the officer resigns. The Board shall determine the amount of remuneration that is to be received by the officers for the services.
- 5.8 Agents and Attorneys:** The Board may appoint agents or attorneys for the Corporation in Canada. The Board may give such agents and attorneys whatever powers it determines are necessary.

SECTION SIX

MEMBERS

- 6.1 Members:** Subject to the Articles of Incorporation, membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and approved for membership therein after provided. The Board has the sole power to grant or deny membership in the Corporation to any potential member.

- 6.2 Qualifications and Rights:** Any adult person who has complied with the requirement of Section 8.1 may be admitted to membership. Each member shall be entitled to receive notice of and to attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.
- 6.3 Term of Membership:** The interest of a member in the Corporation ceases to exist upon death or when the member ceases to be a member.
- 6.4 Resignation:** Members may resign at any time by delivering to the Corporation and giving to the Financial Secretary a written resignation. The effective date of a member's resignation shall be stated on the written resignation
- 6.5 Removal:** Upon thirty days' notice in writing to a member of the Corporation, a member may be required to resign by a vote of two-thirds of the voting members. The member shall first be given an opportunity to be heard. Any member that is so removed shall cease to be a member of the Corporation.

SECTION SEVEN

COMMITTEES

- 7.1 Committees of the Board:** The Board may appoint one or more committees of the Board. Whenever the Board consists of more than six (6) directors, the Board may appoint from its members not less than two of its Directors to serve on an Executive Committee with the President. Committees may be delegated any of the powers of the Board (subject to any regulations imposed from time to time by the Board) except those powers that pertain to items which, under the Act, a committee of the Board has no authority to exercise. Committee members shall serve without remuneration; however, committee members shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in the performance of their duties. The Board may, by resolution, remove a committee member and shall fill the vacancy created by such a removal by appointment.
- 7.2 Action by Committees:** The powers of a committee of the Board may be exercised at any meeting at which a quorum is present. Any resolution must be presented to the Board in writing, to be passed for approval.
- 7.3 Advisory Bodies:** The Board may appoint advisory bodies as required.
- 7.4 Quorum:** A quorum for the transaction of business at any meeting of a committee of the Board, including the executive committee (if any) shall consist of a majority of members of the committee.

- 7.5 Notice of Meetings:** Board committee meetings shall be held at whatever time and place is determined by the members of the committee. Meetings may be held in any place in or outside of Canada. Notice of time and place of each meeting shall be given in a manner provided in Section Nine to each member of the committee not less than seven (7) days before the time that the meeting is to be held. Notice of a meeting need not specify the purpose of the meeting.
- 7.6 Procedure:** Unless otherwise determined by the Board, each committee and advisory body has the power to elect its and to regulate its procedure.
- 7.7 Removal of Committee Members:** The Board may remove any member of committee created by the Board under Section 7.1.

SECTION EIGHT

NOMINATING COMMITTEE:

- 8.1 Nominating Committee:** The nominating committee will consist of 3 people, one of which must be a board member of the WCFI. This committee will bring forth the names of potential board members to ensure a balanced and inclusive board. The board will have the final approval on all appointments.
- 8.2 Meetings:** The Nominating Committee shall meet at least once a year to appoint directors to the Board as contemplated by Section 4.1 and shall meet at such other times as the Board may determine. The committee shall retain all committee documents, including working papers, correspondence and minutes of the meeting at the Corporation's Registered Office.
- 8.3** The Nominating Committee shall appoint one of its members to be the Chairperson of all meetings of the Nominating Committee, but if he is not present, the meeting shall appoint another person as Chairperson.
- 8.4 Quorum:** a majority of members of the Nominating Committee present in person or by their appointed representatives shall constitute a quorum of the Nominating Committee.
- 8.5 Duties of the Nominating Committee:** to ensure the candidates for Director:
- a) reasonably represent the Community geographically.
 - b) reasonably equal on basis of gender.
 - c) reasonably representative of the interests reflected in the Foundation's aims and objectives.

SECTION NINE

MEETINGS

- 9.1 Notice of Meeting:** The Board may set a specific day, time and place each month to hold regular meetings. Should the time, date or place of the meeting be changed, the Financial Secretary shall be asked to notify each Director in sufficient time to enable him to be present at the meeting. If notice cannot be given to an individual, the attempts made to deliver notice must be reported at the meeting and entered into the minutes. Notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business is to be specified, including a proposal to;
- a) remove a Director;
 - b) fill a vacancy among the Directors or in the office of the auditor;
 - c) approve any annual financial statements; or
 - d) adopt, amend or repeal by-laws.
- 9.2 Special Meetings:** The President shall call a special meeting of Directors on written requisition of not less than 29% of the members. The Board or President has the power to call a special meeting of members at any time. Notice shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting
- 9.3 Meeting without Notice:** If all members of the Board are present, a meeting may be held without notice.
- 9.4 Absence of the President or the Financial Secretary:** If the President or Financial Secretary is absent from any meeting, the Board will appoint another Director to act as President or Financial Secretary of that meeting.
- 9.5 Persons Entitled to be Present:** The only persons entitled to be present at a meeting of members shall be the members, the Directors, Officers and auditor of the Corporation and others, who, although not entitled to vote, are entitled to be present at the meeting. Any other persons may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the Board members present.
- 9.6 Quorum:** a quorum for the transaction of business at any meeting of the Board shall consist of the majority of the Directors.

- 9.7 Notice of Motion:** If the mover of a motion wishes, he may give notice that the motion is to be made at a future meeting.
- 9.8 Postponement of a Motion:** A motion that is being considered may be postponed by the mover and seconded, or by a resolution of the Board.
- 9.9 Adjourned Meeting:** Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 9.10 Right to Vote:** Each Director present at a meeting shall have the right to exercise one vote. Voting by proxy is allowed.
- 9.11 Votes to Govern:** At any meeting of the Board every question shall be determined by a majority of votes.
- 9.12 Show of Hands:** Any question at a Board meeting shall be decided by a show of hands. Whenever a vote by show of hands is taken, a declaration by the Chairperson of the meeting that the vote has been carried or not carried and entry in the minutes of the meeting to that effect shall be sufficient proof of the result.
- 9.13 Ballots:** On question being considered at a Board meeting the Chairperson may require a ballot, or any person present who is entitled to vote may demand a ballot. Such ballots shall be taken in whatever manner the President directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 9.14 Resolutions:** All questions considered by the Board shall be moved and seconded before consideration, and then put to a vote. The Chairperson of the meeting declares whether or not the motion is approved.
- 9.15 Conflict of Interest:** a Director who has a direct or indirect interest in any proposed contract or transaction to which the Corporation is to be party, shall declare their interest in the proposed contract or transaction at the meeting at which the proposed contract or transaction is first considered, and shall absent himself from all meetings during any discussion or voting thereon.
- 9.16 Annual Meeting:** The annual meeting of members shall be held in January following the end of the fiscal year end and the following transacted;
- a) the Board of Directors shall be appointed and shall receive a report of the Directors as to the affairs of the Corporation for the previous year.

- b) the Board shall receive a yearend financial statement of the Corporation and such other information or reports relating to the Corporation affairs as the Board may determine.
- c) the Board shall confirm or appoint news for the various committees.
- d) Auditors shall be appointed for the ensuing year.
- e) banking authority shall be named and signatories appointed by resolution.

9.17 Audit Report: The audited report shall upon receipt be reviewed at the next monthly meeting.

9.18 Adjournments: The at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall again be given.

9.19 Remuneration and Expenses: The Directors shall serve without remuneration for their services. No Director shall directly or indirectly receive any profit from his position. The Director shall only be reimbursed for traveling and other expenses properly incurred by them in the performance of their duties. Nothing in these by-laws shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable remuneration for his services.

SECTION TEN

BANKING, INVESTMENT AND SECURITY

10.1 Banking: The banking business of the Corporation, or any part thereof shall be transacted with such bank, trust company or other firm or Corporation carrying on a banking business as the Board may designate, appoint or authorize at an annual meeting by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by 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 there in provided including, but not restricting the generality of the

foregoing, the operation of the accounts of the Corporation, the making, signed, 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 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 such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act on behalf of the Corporation to facilitate such banking business.

- 10.2 Investment Policy:** Unless a contrary direction is contained in any donation, legacy, gift, grant or bequest to the Corporation, the Corporation shall in making investments of its funds be limited to investments permitted by-law for the investment of trust funds.
- 10.3 Accumulation:** The Corporation is hereby granted the power to accumulate income but only so far as that which is consistent with the legislation and regulations of Canada Revenue Agency as they vary from time to time for public foundations.
- 10.4 Encroachment:** The Foundation shall only encroach on the capital which has been donated to it to the extent as is allowed by the legislation and regulations of the Canada Revenue Agency as they vary from time to time for public foundations.
- 10.5 Financial Statements:** The Board shall cause audited financial statements to be prepared for each fiscal year of the Corporation. Such statements shall be published on the Corporations Web Site and not restricted to other publications at the discretion of the Board. The publication will be circulated within 120 days of the Corporation's fiscal year end.
- 10.6 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 such Officers, or Directors or persons, whether or not Officers of the Corporation, and in such manner as the Board may from time to time designate.

SECTION ELEVEN

INDEMNIFICATION

- 11.1 Limitation of Liability:** Every Director or Officer of the Corporation in exercising his power and discharging his duties shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted

for performed by the director or officer in executing the duties of his office. However, nothing in this by-law shall relieve any director or officer from the duty to act in accordance with the Act and the regulations, or from any liability arising from a breach of any such duty.

11.2 Indemnity: Subject to the Act, the Corporation shall indemnify a Director or Officer; a former Director or Officer; or a person who acts or acted at the Corporation's request as a Director or Officer or another Corporation of which the Corporation is or was a shareholder or creditor; and the person's heirs and legal representatives, against all expenses reasonably incurred by the Director or Officer in respect of any action or proceedings to which the officer or director is made a party by reason of being or having been a director or officer of the Foundation if:

a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Corporation; and

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his conduct was lawful.

Nothing in the by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION TWELVE

EXECUTIVE DIRECTOR

12.1 The Board may hire or appoint an Executive Director to manager the affairs of the Corporation and have such duties as set down by the Board.

12.2 The Executive Director shall carry out the duties assigned to him/her by the Board and subject to the direction of the Board shall:

- a. Be responsible for the day-to-day operation and administration of the Corporation;
- b. Draw up, prior to December 31st of each year, a budget for the Corporation's operation for its next ensuing fiscal year and submit it to the Board for approval at its regular meeting next following January 1st each year;
- c. Sign or countersign all orders, vouchers, requisitions or directions issued by the authority of the Board relating to the internal day-to-day operations of the Foundation;

- d. Negotiate, enter into and execute in the name of the Board, rental or letting or leasing arrangements.

SECTION THIRTEEN

DISSOLUTION

- 13.1 Dissolution:** The intention of the Corporation will be to continue in perpetuity, however, if the Directors decide that it is advisable to dissolve the Corporation then an application may be made to the Court of Queen's Bench for Manitoba which shall determine the disposition of the assets within the stated objectives of the Corporation and the stated objectives of the donors.

SECTION FOURTEEN

EFFECTIVE DATE

14.1 Effective Date: This By-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Board the 15th day of June 2011

President

Financial Secretary

CONFIRMED by members the 15th day of June 2011

Financial Secretary

REVISED 2011