

Lake Winnipeg Foundation Inc.
BY-LAW
A non-profit corporation organized under the laws of Canada

1. Name

The organization is called Lake Winnipeg Foundation Inc., also known as Lake Winnipeg Foundation or LWF.

2. Purpose

The Lake Winnipeg Foundation (the “Foundation”) is a non-profit corporation established under the *Canada Not-for-profit Corporations Act* for the purposes of encouraging the long-term health of Lake Winnipeg by supporting research, education and promoting the health of Lake Winnipeg.

3. Definitions and interpretation

In this By-Law and all other By-Laws of the Foundation:

“**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Articles**” means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Foundation;

“**Board**” means the Board of the Foundation;

“**Board Policy**” means a policy approved and implemented by the Board in accordance with the bylaws;

“**By-Law**” means this by-law and any other by-laws of the Foundation as amended and which are, from time to time, in force and effect;

“**Committee**” means a committee of Directors or Members, as may be determined from time to time;

“**Director**” or “**Directors**” mean a Member or Members of the Board;

“**Director under the Act**” means the individual appointed under Section 281 of the Act for the administration of the Act;

“**Executive Committee**” means a committee comprised of all the officers of the Foundation;

“**Meeting of Members**” includes an annual meeting of Members or a special meeting of Members; “**Special Meeting of Members**” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

“**Member**” means a person duly granted Membership in the Foundation;

“**Officer**” means a Director appointed to the executive committee, as detailed hereunder;

“**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Proposal” means a proposal submitted by a Member of the Foundation that meets the requirements of Section 163 of the Act;

“Public Accountant” means a public accountant as defined in the Act who meets the qualifications set out in Section 180 (Qualification of public accountant) of the Act;

“Registered Office” means the Registered Office stated in the Articles of the Foundation and required by Section 20(1) (Registered office) of the Act, or such office as may be determined by the Directors;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“Soliciting Corporation” has the meaning ascribed to it under the Act, which as of the date hereof means a corporation that received more than \$10,000 in its last financial year from the sources listed in Section 5.1 of the Act; and

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

4. **Membership**

4.1. **Eligibility & transferability**

Membership in the Foundation shall only be available to persons, as defined under the Act, interested in furthering the objects of the Foundation and who have applied for and been accepted into Membership in the Foundation in such other manner as may be determined by the Board.

Membership in the Foundation may not be transferred.

4.2. **Membership categories**

Subject to the Articles and the Act, there shall be one class of Members in the Foundation.

4.3. **Membership dues and term**

Membership dues and term shall be determined by the Board.

4.4. **Termination of Membership**

Membership in the Foundation ceases upon death of the Member, upon receipt of the Member's written resignation, or otherwise in accordance with the By-Laws and Board Policy or when the Foundation is liquidated or dissolved in accordance with the Act.

The Board has the authority to remove a Member not in compliance with the objects of the Foundation.

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Foundation, automatically cease to exist.

4.5. Rights and obligations of members

Each Member shall be entitled to receive notice of, attend, submit and discuss proposals, vote and otherwise participate in all Meetings of Members of the Foundation.

A Member shall support and promote the purpose of the Foundation, and shall be bound by the by-laws and policies of the Foundation.

5. Meetings of Members

5.1. Fundamental Changes

Pursuant to section 197 (1) of the Act, a Special Resolution of the Members is required to make any amendment to the articles or the by-laws of the Foundation to:

- a) change the corporation's name;
- b) change the province in which the corporation's registered office is situated;
- c) add, change or remove any restriction on the activities that the corporation may carry on;
- d) create a new class or group of Members;
- e) change a condition required for being a Member;
- f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) add, change or remove a provision respecting the transfer of a Membership;
- i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- j) change the statement of the purpose of the corporation;
- k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- l) change the manner of giving notice to Members entitled to vote at a Meeting of Members;
- m) change the method of voting by Members not in attendance at a Meeting of Members;
or
- n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

5.2. Annual general meeting

The Foundation shall hold an Annual General Meeting once per calendar year, no later than six (6) months after the end of the Foundation's preceding financial year.

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, the Annual General Meeting may be held at any place within Canada determined by the Board. The date and time of the Annual General Meeting will be determined by the Board.

Members, non-members, Directors and the Public Accountant of the Foundation are entitled to be present at a Meeting of Members. However, only those Members entitled to vote at a Meeting of Members in accordance with the provisions of the Act, Articles and By-Laws are entitled to cast a vote at the meeting.

5.3. Members' Proposals

Members may bring forward Proposals at Meetings of Members.

Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.

In accordance with section 163 (6) of the Act, Proposals may be refused by the Foundation if they:

- a) are not received within 90-150 days before the anniversary of the previous year's Annual General Meeting;
- b) are unrelated to the affairs of the Foundation;
- c) are primarily related to a personal claim or redress of a personal grievance;
- d) are primarily designed to attract publicity

The Member who submitted the Proposal is required to pay the cost of distributing the Proposals in advance of meeting.

5.4. Special meetings

The Board may call a Special Meeting of Members.

The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.5. Notice of meetings

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

5.6. Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty-five (25) Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.7. Rules of order

Meetings of the Members shall be presided over by the President or the Vice President of the Board, or, in the absence of each of these persons, by a Chair chosen by a majority of the Members present and entitled to vote at the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of this Foundation, or with provisions of law.

5.8. Voting

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

5.9. Absentee/proxy voting

There shall be no absentee or proxy voting at Members' Meetings.

6. Board of directors

6.1. Powers of the board

The governing body of the Foundation shall be the Board. The Directors shall possess, and may exercise, any and all powers granted to the Foundation under the Act and its Articles.

In performing its fiduciary duties, the Board shall serve the interests and objectives of the Membership in supervision, control and direction of the affairs of the Foundation. The Board may adopt rules and regulations for the conduct of business, appoint an Executive Director, and apply and expend the income of the Foundation for the purposes expressed herein.

The Board may accept donations, bequests, grants or other contributions of real and personal property on behalf of the Foundation provided the terms and conditions under which such contributions are made are not inconsistent with the purposes of the Foundation or with any guidelines which may be established, from time to time, by the board.

6.2. Composition

The Board shall consist of a minimum of five (5) and a maximum of fifteen (15) Directors.

No reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

6.3. Eligibility

Each director shall:

- i. Be at least 18 years of age;
- ii. Not be an undischarged bankrupt;
- iii. Be a Member of the organization;
- iv. Not hold a paid position with the organization and not enter into a contract for services with the organization;
- v. Be interested in furthering the objectives of the organization.

6.4. Election of directors

Subject to the Articles, the Members will elect the Directors at the first Annual General Meeting and at each succeeding Annual General Meeting at which an election of Directors is required.

6.5. Appointments

In accordance with the Articles, the Directors may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting of Members. The precise number of Directors to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

6.6. Terms of office

Each Director shall be elected for a term of two (2) years. Directors may serve a maximum of three (3) consecutive terms.

6.7. Termination

The tenure of any Director of the Foundation shall automatically terminate upon the effective date of his or her resignation submitted in writing to the Board or upon his or her death. Termination of a Director may be initiated for non-participation by way of a vote of a majority of the Directors.

6.8. Board meetings

Except as otherwise provided in these By-Laws, decisions of the Board shall be made at duly constituted meetings. Regular meetings may be held at such times and in such places as the Board may by resolution determine in advance. Special meetings shall be convened in accordance with the By-Laws and at the call of the President of the Foundation.

The Directors of the Foundation may meet by teleconference provided that either, a majority of the Directors consents to the teleconference, or meetings by teleconference have been approved by resolution passed by the Directors.

The Directors of the Foundation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- i. The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled and the procedure for recording votes;
- ii. each of the Directors has equal access to the specific means of communication used.

6.9. Notice of Meetings

Both regular and special meetings of the Board, or any change in the time or place thereof, must be preceded by written or electronic written notice thereof to each Director. Such notice shall specify the date, time and place of the meeting, and must be given not less than two (2), not more than thirty (30) days prior to the meeting date. Such notice must be either delivered personally to each Director, mailed or e-mailed. If such notice is given by mail, it shall be deemed delivered when deposited in the mail, properly addressed and with postage prepaid thereon. If such notice is given by e-mail, it shall be deemed delivered on the day after which it was sent by the sender.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Unless the By-Laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.10. Quorum

A quorum for the transaction of business by the Board shall consist of fifty percent (50%) plus one (1) of the Directors entitled to vote at a meeting, at least one (1) of whom shall be a Member of the Executive Committee, present in person or via teleconference. In the absence of a quorum, a majority of those Directors present may adjourn the meeting.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles or By-Laws of this Foundation.

The affirmative vote of a majority of the Directors present and voting at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as the vote of a greater number or proportion of the Board is, or may be, required by the Act for the taking of specific actions.

6.11. Rules of order

Meetings of the Board shall be presided over by the President of the Board or by an appointed Chair. If no such persons have been so designated, or in their absence, the Vice President of the Board shall preside over meetings or, in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the letters Patent of this Foundation, or with provisions of law.

6.12. Action taken without a meeting

Any urgent action or decision permitted to be taken at a regular or special meeting of the Board may be taken or made without the convening of a formal meeting, provided all members of the Board so consent in writing or by e-mail and set forth in the same writing or e-mail the action or decision to be taken or made. Unless resolving an action previously discussed at a regular or special meeting of the Board, this option will be avoided as much as possible and quorum as defined by this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled board meeting.

6.13. Remuneration

Except as herein provided, Directors of the Foundation shall receive no compensation for their services as Directors but by resolution of the Board, may be reimbursed for expenses paid while acting on its behalf, where such expenses are not otherwise reimbursed by the Director's business, organization, or agency.

6.14. Conflict of interest

6.14.1. Disclosure

A Director having a real, potential or perceived conflict of interest shall disclose all facts material to the conflict of interest as soon as the matter arises and prior to the board taking any action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Director is unable to attend the next board meeting they shall disclose to the chair of the meeting all facts material to the conflict of interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

6.14.2. Advice on conflict of interest

If a Director is not certain s/he is in a conflict, the matter may be brought to the Board for advice and direction. Any disclosure to the Board shall be reflected in the minutes of the meeting.

6.14.3. Disclosure by other Directors

It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director and, if still unresolved, with the chair.

6.14.4. Outside disclosure

Any other person or party may, in writing, notify the board of an actual or potential Conflict of Interest of any Director or Officer or employee.

6.14.5. Non-participation

A person who has a conflict of interest shall not participate in or be permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. That person must leave the meeting until the matter is concluded and their exit and re-entry shall be reflected in the minutes of the meeting.

6.14.6. Abstention

A person who is in conflict of interest shall not vote on that matter and shall be reflected in the minutes as an abstention.

6.14.7. Quorum

The declaration of conflict of interest shall not affect board quorum for the purposes of voting on a matter.

6.14.8. Non-influence

A person who has a conflict of interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside a meeting.

6.15. Duties of directors

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

The Board and individual Directors represent the Membership of the Foundation and are accountable to this Membership. They have a fiduciary duty to those who provide funds to the Foundation and to its staff for the sound administration of the Foundation.

6.16. Limitations of powers of individual directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Foundation except as provided in this By-Law or by resolution of the board. No individual Director shall have any authority to act on behalf of the Foundation with respect to the transaction of the affairs of the Foundation except as provided in this By-Law or by resolution of the board.

7. Appointment of executive director

The Board of Directors may employ a staff head that shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the board. The Executive Director shall hold office at the pleasure of the Board or until s/he resigned the office.

The Executive Director shall ensure overall delivery of the programs and services offered by the Foundation, adhering to its philosophical guidelines, goals and objectives, and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of the Foundation, and shall expend the funds of the Foundation within a budget approved by the Board. The Executive Director shall have the authority to execute contracts or other instruments on behalf of the Foundation. The Executive Director shall be responsible for the organization of the work of the Foundation, and for the engagement, supervision, direction and discharge of all employed personnel.

The Executive Director does not have a vote at any meeting of the Board.

8. Committees and Councils

8.1. Executive committee

8.1.1. Officers

The Officers of the Foundation are the President, Vice-President, Secretary and Treasurer, and such other Officers as the Board may from time to time appoint. Together, the Officers comprise the Executive Committee of the Board.

The Foundation may also have, as determined by the Board, a Chair of the Board.

Two or more offices may be held by the same person.

The duties and responsibilities of Officers will be specified in Board Policy.

8.1.2. Election of officers

The Board shall annually, or as often as may be required, elect Officers from among its Members, to comprise the Executive Committee.

8.1.3. Terms of office

Each Officer shall be elected for a term of one (1) year, or until his or her successor is elected. All Officers may stand for re-election as long as they are a Director in good standing.

8.2. Committees of the Board

The Foundation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may include Members who are not Directors.

Meetings and actions of committees shall be governed in accordance with the provisions of these By-Laws. The Board may also adopt rules and regulations pertaining to the conduct of Committees and their meetings.

8.3. Advisory councils

The Board may establish an independent Advisory Council to advise and aid the Foundation in fulfilling its purposes. The roles and functions of such Advisory Councils will be specified in Board Policy. The chair of such a Council shall be a Director in good standing. Persons shall be appointed to the advisory council by majority vote of the board.

9. Finances and Administration

9.1. Offices

The Registered Office of the Foundation shall be in the place specified in the Articles and at such address within such place as the Directors may from time to time determine.

9.2. Audit of accounts

The Members shall, at an annual general meeting of the Members appoint a Public Accountant to audit the accounts of the Foundation and report to the Members at the next annual meeting. The Public Accountant shall hold office until the next annual Meeting of Members. The Directors may fill any casual vacancy in the office of Public Accountant. The remuneration of the Public Accountant shall be fixed by the Board.

9.3. Fiscal year

The fiscal year of the Foundation shall be determined by the board of directors and specified in Board Policy.

9.4. Execution of documents

The Board, except as otherwise provided in these By-Laws, may by resolution authorize any Officer, agent or employee of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.5. Signing authority

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, cheques, drafts, promissory notes, orders for, the payment of money, and other evidence of indebtedness of the Foundation shall be signed by any two (2) of the four (4) Signing Officers as appointed by the Board.

9.6. Borrowing powers

The Directors may, without authorization of the Members, borrow funds to meet the objectives and operations of the Foundation.

9.7. Investment authority

The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board of Directors may deem desirable.

9.8. Corporate records

The Foundation shall keep at its office:

- a. Minutes of all meetings of Directors and Committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A copy of the Foundation's Articles and By-Laws as amended to date.

The records described above shall at all reasonable times be open to inspection by the directors. The corporation shall, at the request of any director, provide them with any extract of the records free of charge.

9.9. Annual Report

An Annual Report shall be furnished to the Members at the Annual General meeting, no later than one hundred and fifty (150) days after the close of the Foundation's fiscal year.

In addition, The Foundation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Foundation reproducing the information contained in the documents. Delivery of such documents may be made electronically. The Foundation may alternatively publish a notice to the Members that the annual financial statements and documents provided in subsection 172(1) are available on the website of the Foundation. The Foundation is not required to send the documents to a Member who, in writing, declines to receive such documents.

If at any time the Foundation is considered to be a Soliciting Corporation within the meaning of the Act, then it must send annual financial statements and the report of the Public Accountant to the Director under the Act.

10. Indemnification

The Foundation may indemnify a current or former officer, director or employee against expenses, judgements, penalties and settlements in connection with or arising out of any civil proceedings in which that person may be involved as a party of otherwise by reason of their having been such officer, director or employee so long as said person was acting in good faith and not engaging in willful, malicious or reckless behavior. Such indemnification may be made only in accordance with the procedures adopted by the Board.

11. Notice

11.1. Method of giving notice

Any notice, other than notice of a Meeting of Members or a meeting of the Board, to be given pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- (a) if delivered personally or if delivered to such person's address as shown in the records of

the Foundation;

(b) if mailed to such person at such person's recorded address, when deposited in the mail;

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Foundation to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.2. **Omissions and errors**

The accidental omission to give any notice to any Member, Director, Officer, Member of a Committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12. **Amendments**

12.1. **Invalidity of any provisions**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

12.2. **Amendments and effective date**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Foundation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-Law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-Law amendments or repeals are only effective when confirmed by Members.

13. **Dissolution**

Members of the Foundation do not have and cannot have any personal interest in the Foundation's property. If the Foundation is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered charities pursuant to the *Income Tax Act* (Canada) whose

purpose is similar to those of the Foundation at the time of wind-up. The substance of this rule may not be changed by any later amendment nor can this rule be repealed.