

**MANITOBA NON-PROFIT HOUSING
ASSOCIATION
(MNPHA)**

BY-LAWS

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MANITOBA NON-PROFIT HOUSING ASSOCIATION

1. HEAD OFFICE

The Head Office of the Association shall be in the City of Winnipeg and at such place therein as the Board of Directors may from time to time determine.

The Manitoba Non-Profit Housing Association (hereinafter referred to as the Association) was established and incorporated as at June, 2011 without share capital under the laws of the Province of Manitoba, pursuant to the Corporations Act with the purpose of providing support to the industry and to develop sustainability.

2. DEFINITIONS

In this By-Law, and in all other By-Laws of the Association, unless the context otherwise specifies or requires,

- a. “Non-profit housing corporation” or “Non-profit housing provider” shall mean a non-profit corporation which provides or is incorporated to provide housing for low and moderate income households;
- b. “Affordable housing provider” shall mean an individual, business, or corporation which provides or is incorporated to provide housing for low and moderate income households;
- c. “Non-profit and affordable housing sector” shall mean non-profit housing corporations and affordable housing providers;
- d. “Directors” or “Board of Directors” or “Board” means the Board of Directors of the Association constituted in accordance with the provisions of this By-Law;
- e. “Executive Director” means the person who is an employee of the Association approved by the Board of Directors to be the person responsible for the day to day operations of the Association.
- f. “Voting Member” is a Non-Profit and/or Affordable Housing Provider or Associate Member that has joined the Association as a member and is in good standing, as described in Section 4. Each Non-Profit and Affordable Housing Provider and/or Associate Member shall have one vote per organization.

3. PURPOSE OF THE ORGANIZATION

Except for the first Board, the Association will be a member controlled and supported organization. It is accountable directly to its membership through its Board of Directors, drawn from and selected by the membership. The Board will operate under a Policy Governance model to set the policy and direction for the Association.

The objectives of MNPHA are:

- a. To develop and build an association to support and strengthen the non-profit and affordable housing sector in Manitoba;

- b. To provide services to its members, governments or agents of the government, municipalities, or any other organization

4. MEMBERSHIP

There shall be four (4) classes of membership – Non-Profit and Affordable Housing Providers, Associates, Governments/Corporations, and Individuals whose rights and privileges shall be described in these By-Laws.

- a. **Membership Classes**

- i. **Non-Profit and Affordable Housing Providers**

- Non-Profit and Affordable Housing Provider that provides or is incorporated to provide housing for low and moderate income households. Non-profit and Affordable housing providers have voting privileges at Annual General Meeting and have the ability to sit on the Board of Directors.

- ii. **Associate Members**

- Any sole practitioner, partnership, non-profit organization, or association that provides services that support the non-profit and affordable housing sector. Associate Members have voting privileges at the Annual General Meeting and have the ability to elect a representative to the Board of Directors. They also have the right to serve on or head Committees.

- iii. **Government/Corporation/Business**

- Governments, Municipalities, Corporations and Businesses that are not Associate Members and who provide services that are complimentary to the business interests of MNPHA and our Members. There are no voting rights although they may sit on or head Committees and they may sit on the Board or Directors in an advisory, non-voting capacity.

- iv. **Individual Members**

- Individuals who do not belong to any of the above categories and who have an interest in promoting and supporting the Non-Profit and Affordable Housing Sector. They have the right to serve on or head Committees; they will not have voting rights, nor will they be eligible for election to the Board.

- b. **Membership Termination**

- A member shall cease to be a member of the Association on their death or in the case of a corporation on dissolution, voluntary withdrawal, on being terminated for arrears, and expulsion. Upon ceasing to be a member, all membership rights and privileges shall be forfeited and the member shall be struck from the roster.

- i. **Membership Withdrawal**

If a member wishes to resign, they shall deliver a written resignation to the Secretary of the Association with a copy to the attention of the Executive Director and it shall be effective at the time it is received or a time specified in the resignation, whichever is later.

ii. **Membership Termination**

Membership may be terminated if a member is 60 days or more in arrears in the payment of any required fees, dues or assessments and a payment schedule, satisfactory to the Board, cannot be arranged.

For purposes of notification the Member shall be deemed to have received notification of written notice sent by mail to the latest known address of the Member.

iii. **Expulsion of Members**

A member who believes that the continuing membership of another member is not in the best interest of the Association may so notify the Board of Directors stating their reasons in writing. The Board of Directors shall consider the complaint at its next scheduled meeting. If it considers the complaint to be frivolous or vexatious, it shall dismiss it and so notify the complaining member. If the Board of Directors does not so dismiss it, then it shall conduct a hearing and the Secretary shall notify the member whose continued membership has been questioned at least fifteen (15) days prior to the Board meeting at which the matter is to be considered and send said member a copy of the complaint. The member, so notified, shall have the right to attend such meeting together with such counsel as it may choose, if any, and to take part in the hearing in such manner and in accordance with such procedure as the Board may determine.

The Board of Directors may at the conclusion of the hearing or at any time thereafter, by a majority vote of those present, terminate the membership of the member whose continued membership has been questioned. Any decision taken by the Board concerning a member's continued membership shall be final and not subject to appeal, and shall be effective as of the date it is made or such later date as it may specify.

c. **Membership Fees**

The membership fees for all membership classes shall be as determined by the Board of Directors from time to time.

5. MEETINGS OF MEMBERS

a. **Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised edition shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Provincial Act and its Regulations, the By-Laws of the Association or any special rules of order the Association or its Board of Directors may adopt.

b. **First Annual General Meeting**

The first Annual General Meeting of the Regular Members shall be held not more than 15 months after the date of incorporation.

c. **Annual General Meetings**

The Annual General Meeting of the Association shall be held at a location in Manitoba determined by the Board of Directors, for the transaction of the following business:

- i. Approval of the minutes of the previous meeting of the Regular Members;
- ii. Receiving reports of the activities of the Association during the preceding year;
- iii. Approval of the annual audited or reviewed financial statements and the report of the accountant who completed the audit or review;
- iv. Appointment of the financial review or auditor company or individual;
- v. Election of Directors to the Board;
- vi. Amendments to the By-Laws;
- vii. Transaction of other business that is pertinent to the interest of the membership and which may properly come before the meeting without prior notice.

d. **Special Meetings of Voting Members**

A Special Meeting of the Voting Members may be called by a majority of the Board of Directors, by the President, or on receipt of a written request from at least twenty (20) of the total number of Voting Members. The business to be transacted at a Special Meeting of Voting Members shall be limited to that specified in the call for the meeting.

e. **Notice of Meetings**

Notices of Annual and Special Meetings of Voting Members shall include an agenda, time and place of meeting and shall be sent by mail or electronic mail to all those entitled to attend, fifteen (15) days (exclusive of the day on which notice is delivered or sent but inclusive of the day for which is given) before the meeting is to take place.

f. **Quorum**

A quorum for meetings of the Voting Members shall be the presence in person, of one third (1/3) of the Voting Members or a minimum of 20 Voting Members.

g. **Chair**

The President will take the chair. If the President is absent, then the Vice-President shall preside at the meeting of Voting Members, and if the Vice-President is also absent, then the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all of the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their members to be chairperson of the meeting.

h. **Voting Procedures**

A majority of the votes, unless otherwise required under the By-Laws of the Association, shall decide every question. Every question shall be decided in the first instance by a show of hands, and unless a count or a ballot is demanded by a Member, a declaration by the Chairperson that a motion has been carried or not carried, and an entry to the effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favor or against such a motion or resolution. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote in addition to the vote to which he or she may otherwise be entitled.

6. BOARD OF DIRECTORS

a. **Number of Directors**

The property and business of the Association shall be managed by a Board of Directors consisting of not more than eleven (11) persons as elected by the Voting Members of the Association at the Annual General Meeting, all of whom must be in good standing. The eleven persons will include ten (10) Non-Profit and Affordable Housing Provider members and one (1) Associate Member.

The Non-Profit and Affordable Housing Provider Members on the Board shall include a minimum of two (2) representatives from organizations with locations outside of the City of Winnipeg and the Associate Member shall represent an organization, practitioner, or partnership that has a housing mandate (e.g. Management company, neighbourhood renewal corporation, health authority, friendship centre etc).

In addition, the Board of Directors may invite a Government /Corporate/Business member to sit on the Board in an advisory, non-voting capacity.

b. **Expectations and Removal**

In the event that a Director fails to attend two regular meetings of the Board within twelve months and unless reasonable cause in writing is presented to the Executive Director, the Board of Directors will determine that their seat is in jeopardy.

A Director who ceases to be eligible for membership on the Board of Directors shall be advised of their ineligibility and removal from the Board in writing by the President on or before the date of the next Annual General Meeting.

A person may be removed as a Director of the Association if it is found that the Director wilfully contravened the By-Laws of the Association or has acted contrary to the best interests of the Association. A decision to remove a Director requires a vote of at least 75% of the Directors, excluding the Director subject to removal. Directors shall receive written notice of the pending removal of a Director not less than seven days prior to the Board meeting at which the pending removal is to be decided. The Director subject to removal shall be given the opportunity to address the Board at the meeting at which the pending removal is to be decided.

c. Duties and Responsibilities

The affairs of the Association shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are outlined in the By-Laws or by a special resolution of the Association or by statute expressly directed or required to be done by the Association at an Annual General Meeting of its Regular Members and in so doing the Board of Directors shall act at all times in the best interests of the Association.

Without limiting the generality of their duties listed above, the duties and responsibilities of the Board of Directors, more particularly, shall include the following:

- i. To develop and articulate the Association's policies, strategic plans and principles;
- ii. To approve the annual budget for the Association and any material deviations thereto;
- iii. To delegate the operational and administrative activities of the Association to the Executive Director so as to ensure that the policies, strategic plans and principles of the Association are maintained;
- iv. To make such rules and regulations consistent with these By-Laws relating to the management and operation of the Association as they deem expedient;
- v. To maintain full membership on the Board by identifying suitable candidates and filling vacancies when appropriate.

The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time, and may delegate by resolution to an Executive Officer or Executive Officers of the Association, the right to employ and to pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association.

The Board will establish committees and prescribe their terms of reference as it sees fit.

d. Elections

- i. Elections for all the positions on Board of Directors shall be held at the Annual General Meeting;
- ii. A Nomination Committee of the Board shall consist of Board Members whose terms are not open for re-election;
- iii. A notice of the positions for which elections will be held shall be included with the notice of the Annual Meeting;

- iv. Nominations shall be accepted by the Nomination Committee from the Voting Members. Any Voting Member wishing to nominate a Director of the Board shall notify the chairperson of the Nomination Committee or their designate or such intention at least seven (7) days prior to the date the AGM is to be held;
- v. Prior to the AGM, the Nomination Committee shall report to the Board all of the persons seeking election to serve as Directors on the Board;
- vi. Persons nominated at the meeting must be present;
- vii. Voting shall be by ballot;
- viii. Directors will be elected by the majority of the vote of the voting members present.

e. **Quorum**

The presence of fifty (50%) per cent of the Directors shall constitute a quorum for meetings of the Board.

f. **Term of Office**

Except for the first Board, the Directors term of office, subject to the provisions, if any, of the Articles of Incorporation of the Association, shall be three (3) years commencing on the date of the meeting at which they are elected or appointed up to a maximum of two (2) consecutive terms, for a total of six (6) consecutive years. After the completion of a Director's term(s) of office, he or she may be a candidate for election to the Board but only after an absence of one (1) year following the completion of his or her term unless the Voting Members, at a general meeting, decide that the circumstances are such that in a particular case the said one (1) year period of absence should be abridged.

g. **Vacancy**

The position of a Director of the Association shall be vacated:

- i. If he or she becomes bankrupt;
- ii. By notice of resignation in writing to the Secretary of the Association;
- iii. If he or she dies;
- iv. If he or she ceases to be an appointed representative of a Voting Member, as the case may be;
- v. If the Voting Member by whom he or she is appointed as a representative ceases to be a member of the Association;
- vi. If he or she is removed from the position by the Directors; or
- vii. If he or she is removed from office by the Voting Members.

h. **Filling Vacancies**

All vacancies for Directors will be filled by a quorum of the Board of Directors from the Voting Membership until the next Annual General Meeting.

i. **Confidentiality**

Each Director shall be obliged to hold in strict confidence all information concerning the activities of the Association which he or she is given or of which he or she becomes aware in the course of carrying out his or her duties as a Director, together with the details of all discussions regarding the activities of the Association at all meetings of the Board and its

committees, that the Board, by resolution, designates as confidential from time to time (collectively, the “Confidential Information”), and each Director shall be required to acknowledge in writing on or before becoming a Director that such obligation and covenant with the Association exists. No Director shall disclose any of the Confidential Information to any other person whatsoever, and such obligation and covenant will continue indefinitely after the Director ceases to be a Director of the Association for any reason.

Notwithstanding the provisions of the above, no Director shall be bound by the obligations set out therein in respect of the Confidential Information in the following circumstances:

- i. Where the Director is obliged to disclose the Confidential Information pursuant to the exercise of the fiduciary duty owed by him or her to the Association;
- ii. Where the Director is obliged to disclose the Confidential Information by law; or
- iii. Where the Confidential Information is or becomes generally available to the public other than as a result of a disclosure made by the Director.

j. Conflict of Interest and Disclosure

“Conflict of interest” of a Director in respect of a matter in which the Association has an interest means any interest in the matter that would reasonably be expected to result in the Director receiving any financial or other benefit or consideration.

If a conflict of interest of a Director exists in respect of a matter in which the Association has an interest, then the Director is obliged to disclose that interest at the first meeting of Directors at which the matter is discussed. Thereupon, the Director will not be permitted to take part in any discussion with respect to the matter, will not be counted in the quorum of a meeting of Directors at which the matter is discussed and shall be obliged to leave the room in which the meeting of Directors is being held to permit discussion in his or her absence.

If no notice of a conflict of interest is given, any Director who considers that a conflict of interest may exist must bring the matter specifically to the attention of the chair at the first meeting at which the matter in question is to be discussed.

If a conflict of interest of a Director exists in respect of a matter in which the Association has an interest but no notice is given in either of the circumstance set out above, then the Director in respect of whom the conflict exists will be obliged to account to the Association for all benefits that he or she directly or indirectly received as a result and, if the matter was a contract with the Association, the contract will be voidable at the instance of the Association or any other interested party for that reason.

Each Director shall be required to acknowledge in writing on or before becoming a Director that such obligation and covenant with the Association exists.

k. Meetings

The Board of Directors shall meet immediately following the Annual General Meeting of Voting Members.

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that seven (7) days' notice of such meeting shall be sent in writing or electronic means to each Director, except that in case of emergency, a meeting be called on 48 hour notice by electronic means or telephone. Meetings of the Board of Directors shall be called by the Executive Director or on instruction from the President.

1. Remuneration and Compensation

The Directors and those Directors who also serve as Executive Officers, shall serve as Directors and Executive Officers without remuneration and no Director shall, directly or indirectly, receive any profit or remuneration in any capacity whatsoever from his or her position as a Director, provided that a Director or Executive Officer may be paid reasonable out of pocket expenses incurred by him or her in the performance of his or her duties as the Directors may approve by resolution from time to time.

7. EXECUTIVE OFFICERS

a. Composition and Term

The Executive Officers of the Association shall consist of the President, Vice President, Secretary/Treasurer who shall all be elected annually by the Board from their own number at its first regular meeting immediately following the Annual General Meeting of the Association in each year and shall hold office for a term of one year and until their successors are chosen. A vacancy occurring in the post of President, Vice President or Secretary/Treasurer shall be filled for the unexpired term by the Board.

i. President

The President shall preside at all meetings of the Association and of the Board of Directors. He/she shall see that all orders and resolutions of the Board are carried into effect and he/she or the Vice President with the Secretary/Treasurer or other Executive Officers appointed by the Board for the purpose shall sign all By-Laws.

ii. Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon her/him by the Board. For succession purposes, the Vice President will assume the role of President, upon the expiry of his/her term.

iii. Secretary

The Secretary reports to the members at the Annual General Meeting on the Association's adherence to its legal obligations to provide appropriate notices and minutes of general meetings of the Association, and ensure that a quorum of the members is met at such meetings.

iv. Treasurer

The Treasurer shall ensure that the Staff is maintaining proper and safe custody of the Association funds and securities; that they are keeping full and accurate accounts of receipts and disbursements in books belonging to the Association; that they are depositing all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors from time to time; and make certain that the financial records of the Association are being audited, at agreed intervals, by the auditor appointed at Annual General Meetings. The Treasurer shall attend all sessions of the Board and all meetings of the Regular Members and be responsible for ensuring the recording of all votes and minutes of all proceedings in the books to be kept for that purpose.

v. Past President

The Past-President shall have been the President before his or her appointment as Past-President, and shall offer such advice and direction to the Association as may be requested of him or her, and shall have such other powers and duties as may from time to time be assigned to him or her by the Voting Members or by the Directors.

vi. Executive Director

The Executive Director shall be head of staff and shall be responsible for the general and active management of the business of the Association. He or she shall perform other duties as may be prescribed by the Board of Directors, under whose supervision he or she shall be. The Executive Director will have no voting rights.

b. Vacancy

With the exception of the Past-President, if the office of any Executive Officer of the Association shall be or become vacant by reason of death, resignation, disqualification or otherwise, then the Directors shall elect a person to fill such vacancy.

c. Delegation

In the case of the absence or the inability to act of any Executive Officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Executive Officer to any other Executive Officer or to any Director for the time being.

d. Remuneration

With the exception of the Executive Director, no remuneration shall be paid to any of the Executive Officer of the Association.

8. COMMITTEES

The Board of Directors may from time to time as it deems necessary appoint Committees

consisting of a Chair, and/or Co-Chair and/or a Board Liaison (appointed from the Board of Directors) and the Board of Directors shall prescribe their duties. The Chair can be appointed by the Board of Directors or elected by a majority of committee members for a period of two years, unless deemed otherwise by the Board of Directors For succession purposes a Co-Chair shall be elected by the members of the committee and succeed the Chair at the expiry of his/her term.

The Executive Director of the Association shall be, by virtue of his or her position, a non-voting member of each Committee, except for a Committee, if any, which has responsibility for the review of his or her performance or remuneration.

Any Committee so appointed shall meet for the transaction of such business as may be assigned to it by the Board of Directors. Unless otherwise set out in the By-Laws or determined by the Board of Directors, a majority of the members of a Committee shall be a quorum for any meeting of the Committee and questions arising at a meeting of a Committee shall be decided by a majority of votes cast where more than two members of the Committee are present and by two votes where two members of the Committee are present, and in the case of an equality of votes the chairperson of the meeting of the Committee shall have a second or casting vote.

9. INDEMNIFICATION OF DIRECTORS AND EXECUTIVE OFFICERS

No Director or Executive Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Executive Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person of the Association , or for any oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relations thereto unless the same shall happen through his/her own dishonesty.

Every Director and Executive Officer of the Association and his/her heirs, executors and administrators and estate and effects respectively shall, at all times, be indemnified and saved harmless out of the funds of the Association from and against:

- a. All costs, charges and expenses whatsoever which such Director or Executive Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against his/her, for or in respect of any act, deed matter or thing whatsoever hereafter made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- b. All other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs of the association; except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

10. AUDITOR OR ACCOUNTANT RESPONSIBLE FOR FINANCIAL REVIEW

- a. The first auditor or accountant responsible for the financial review (hereafter called the “accountant”) shall be appointed by the Directors.
- b. At each Annual General Meeting the Association shall appoint an auditor or accountant to hold office until they are re-elected or their successor is elected at the next Annual General Meeting.
- c. An auditor or accountant may be removed by ordinary resolution.
- d. An auditor or accountant shall be informed forthwith in writing of appointment or removal.
- e. No Director and no employee of the Association shall be auditor or accountant
- f. The auditor or accountant may attend Annual General Meetings.

11. BORROWING MONEY, ISSUING SECURITIES AND SECURING OF LIABILITIES

The Board of Directors of the Association may from time to time:

- a. Borrow money upon the credit of the Association;
- b. Limit or increase the amount to be borrowed;
- c. Issue bonds, debentures, debenture stock or other securities of the Association in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Directors may deem expedient;
- d. Secure any such bonds, debentures, debenture stock or other securities or any such present or future borrowing or liability of the Association by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association; and
- e. Delegate to such one or more of the Executive Officers and Directors of the Association as may be designated by the Directors, all or any of the powers conferred by the foregoing clauses of this By-Law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

12. EXECUTION OF INSTRUMENTS

Unless otherwise provided by the Board of Directors through a resolution or policy, all contracts documents or instruments in writing requiring the signature of the Association may be signed by any one of:

- the President or Vice-President,

Together with:

- any one of the Secretary/Treasurer;
- any two Directors

OR

- any one of the aforementioned Executive Officers together with the Executive Director

and all such contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality.

All cheques, drafts or orders for the payment of money and all notices and acceptances and bills

of exchange shall be signed by such Vice President, Secretary, Treasurer or President together with the Executive Director or as determined by the Board of Directors from time to time.

13. DISSOLUTION

It is specifically provided that in the event of dissolution or winding up of the Association all of its remaining assets shall be distributed to one or more non-profit organizations having similar objectives as the Association or to a registered charity in the Province of Manitoba.

14. FINANCIAL YEAR

The financial year of the Association shall end on the 31st day of March of each year or on such other date as the Directors may from time to time by resolution determine.

15. AMENDMENT OF BY-LAWS, RULES AND REGULATIONS

a. By-Laws

By-Laws of the Association may be repealed or amended at the annual general meeting or at a meeting duly called for the purpose of such amendments by an affirmative vote of at least two-thirds (2/3) of the quorum of Voting Members present at such meeting.

b. Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual meeting of the Voting Members of the Association when they shall be confirmed, and in default of confirmation at such Annual Meeting of Regular Members, shall at and from time, cease to have force and effect.