

HEADINGLEY COMMUNITY FOUNDATION INC.

BY-LAW NO. 1

ARTICLE ONE

INTERPRETATION

1.01 Definitions In this By-law:

“**Act**” means The Manitoba Corporations Act as amended or substituted from time to time;

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

“**Corporation**” means the Foundation;

“**Director**” means a member of the Board;

“**Foundation**” means the Headingley Community Foundation Inc.;

“**Member**” means a director of the Board;

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

“**President**” means the President or Chair of the Foundation;

“**Secretary**” means the Secretary of the Foundation; and

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.02 Gender, etc. In this by-law, and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words in the plural include the singular and vice-versa, and words imparting gender include all genders. References to person include an individual, partnership, association and corporation.

ARTICLE TWO
CORPORATE SEAL

2.01 Form of Seal. The seal in the form impressed in the margin hereof, shall be the seal of the Foundation.

2.02 Custody of Seal. The Secretary shall have custody of the Seal.

2.03 Sealing of Documents. The seal of the Foundation when required may be affixed to contracts, documents and instruments executed in writing by an officer or director of the Foundation.

ARTICLE THREE
MEMBERS

3.01 Members. Membership in the Foundation shall consist of the persons who are from time to time directors of the Board.

3.02 Withdrawal of Members. Any member may withdraw his membership in the Foundation by written resignation.

ARTICLE FOUR
HEAD OFFICE

4.01 Head Office. The head office of the Foundation shall be in the Rural Municipality of Headingley, Province of Manitoba, and at such place therein as the Board may from time to time determine.

ARTICLE FIVE
BOARD OF DIRECTORS

5.01(a) Composition of the Board. The Board shall consist of nine directors unless the Board from time to time by resolution at a regular or special meeting varies the said number of directors. At least two-thirds of all directors shall be residents of the Rural Municipality of Headingley.

(b) A resident director leaving said geographic area will resign as a director and an interim director will be appointed by the Board until the next annual meeting. Provided, however, that subparagraph (b) will not apply if at the time such resident director leaves the geographic area, the number of resident directors remaining will constitute at least two-thirds of the Board.

(c) The Council of the Rural Municipality of Headingley shall be entitled to appoint to, and at all times have, one director on the Board of the Foundation.

5.02 Term of Office:

- (a) After the first meeting of the Nominating Committee, all of the first directors shall resign and eight directors shall be appointed to the Board by the Nominating Committee.
- (b) Each director, including the director appointed by Council of the Rural Municipality of Headingley, shall be appointed for a term of three years except that when appointing the first Board, the Nominating Committee shall appoint three of the directors for a term of three years, three of the directors for a term of two years and three of the directors for a term of one year.
- (c) In each succeeding year, three persons shall be appointed to the Board for a term of three years to replace the three directors whose terms have expired. Subject to paragraph 5.01(c), the power to appoint such director shall be exercised by the Nominating Committee.
- (d) Any director who has served two consecutive terms of office shall not be eligible for re-appointment to the Board until a period of at least one year has elapsed since the end of his second successive term in office.
- (e) Each director shall hold office until the earlier of:
 - (i) the date upon which his successor is appointed in accordance with paragraph 5.02(c);
 - (ii) his bankruptcy;
 - (iii) a finding by a Canadian court of competent jurisdiction that he is of unsound mind;
 - (iv) his resignation; or
 - (v) his death.

5.03 No Remuneration of Directors. The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position on the Board as such. A

director may be reimbursed for reasonable expenses incurred by him in the performance of his duties. Any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Foundation.

5.04 Removal of Directors. Any director may be removed by the Board for any reason that it, in its sole and absolute discretion, considers reasonable, having regard to the purposes of the Foundation.

Removal may occur only by special resolution passed at a duly convened meeting of the Board. The Board's decision shall be final and binding on the director, without any further right of appeal. The said director shall not be eligible for reappointment or re-election and shall have no further involvement with the Foundation. Removal as a director will also result in removal as a member.

ARTICLE SIX

BOARD MEETINGS

6.01 Notice and Frequency. Meetings of the Board may be held at any time and place as determined by the Board, provided that seven clear days' notice of such meeting shall be sent in writing or electronically to each director. There shall be at least one meeting per year.

6.02 Waiver of Notice. A meeting of the Board may be duly constituted and held at any time without notice if all the directors are present and waive notice, or if absent, those absent have waived notice or signified their consent to the meeting being held in their absence, or thereafter have ratified and approved the proceedings thereof or action taken and any resolution passed thereat.

6.03 Means of Communication. If all directors consent, a director may participate in a meeting of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means, is deemed for the purposes of the Act and this by-law, to be present at the meeting.

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

6.05 Voting. All decisions of the Board will be by ordinary resolution, or where required by special resolution, with each director eligible to cast one vote on all motions. A tie vote will constitute a lost motion.

ARTICLE SEVEN

POWERS OF THE BOARD

7.01 The Board shall oversee the administration of the affairs of the Foundation in all things and authorize, make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such acts and things as the Foundation is, by its Articles of Incorporation, by-laws, or otherwise, authorized to do.

7.02 The Board may hire under contract or otherwise make arrangements for or with individual(s), agency(ies), corporation(s), cooperative(s) or other entities to conduct business, to limit the Foundation's liability and to ensure accountability including time-bound deliverables or activities.

7.03 The Board shall have the power to authorize or make expenditures on behalf of the Foundation from time to time and may delegate by resolution to an officer or officers of the Foundation the right to employ and pay salaries to employees.

7.04 The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments or donations of any kind whatsoever for the purpose of accomplishing the Foundation's mandate and strategic plan.

7.05 The Board shall take such steps as it may deem requisite to borrow funds for the purpose of accomplishing the Foundation's mandate, but shall not borrow an amount greater than the funds required for distribution to donees and operation of the Board in any given year.

7.06 The Board may establish policies setting out procedures for the exercise of its powers.

7.07 The Board shall create the Nominating Committee and may create any other committees. The terms of reference, powers and membership of any such other committee shall be determined by the Board.

7.08 The Board may remove any member of any committee created by the Board under s. 7.07, but the Board shall have no power to remove any member of the Nominating Committee each of whom shall serve *ex officio*.

ARTICLE EIGHT

COMMITTEES

8.01 Nominating Committee. The Nominating Committee shall be composed of the persons who hold the following offices from time to time, or such person as they may designate to serve on the Nominating Committee:

- Mayor of the Rural Municipality of Headingley;
- President of the Headingley and Regional Chamber of Commerce;
- Chair of the Headingley Recreation and Parks Advisory Committee;
- Chair of Headingley Senior's Services Inc.;
- Recreation Director of the R.M. of Headingley;
- Chair of the Headingley Historical Society;
- President of the Foundation.

8.02 Representatives. If any member of the Nominating Committee is unavailable to attend a meeting of the Nominating Committee, he may, in writing, appoint a representative to attend such meeting on his behalf.

8.03 Meetings. The Nominating Committee shall meet at least once a year to appoint directors to the Board as contemplated by paragraph 5.02(c) and shall meet at such other times as the Board may direct.

8.04 Procedure of Meetings. Procedure for meetings of the Nominating Committee shall be determined by the Nominating Committee.

8.05 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.

8.06 Chair. The Nominating Committee shall appoint one of its members to act as Chair of the Committee.

ARTICLE NINE

OFFICERS

9.01 Officers. The officers of the Foundation shall be a President (Chair), one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as the Board may by by-law determine. Any two offices may be held by the same person.

9.02 Appointment and Removal. Officers shall be appointed by ordinary resolution of the Board annually at the first meeting of the Board following the annual appointment of directors provided for in paragraph 5.02(c) and may be removed from office at any time by the Board. The terms of employment of any officers, including remuneration, if any, to be paid to any officers, shall be determined by the Board.

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

9.04 President (Chair). The President (Chair) shall:

- (a) be the chief executive officer of the Foundation;
- (b) if present, preside at all meetings of the Board;
- (c) subject to the control, supervision and direction of the Board, have general control and supervision of the affairs of the Foundation.

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

9.06 Treasurer. The Treasurer shall:

- (a) have the custody of all corporate funds and securities;
- (b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation;
- (c) deposit all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (d) disburse the funds of the Foundation as may be directed by the Board, taking proper vouchers for such disbursements; and

- (e) render to the Board accounts of all the transactions and a statement of the financial position of the Foundation.

9.07 Secretary. The Secretary shall:

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

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

ARTICLE TEN

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01 Indemnification. Every director or officer of the Foundation who has undertaken or is about to undertake any liability on behalf of the Foundation or any company controlled by it, and their heirs, executors and administrators and estates, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or arising from any claim, action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in connection with the due and proper execution of the duties of his office or in respect of any such liability arising therefrom; and
- (b) all other costs, charges and expenses which he sustains or incurs in or in relation to the affairs thereof;

except as are occasioned by his own willful neglect or default.

ARTICLE ELEVEN

EXECUTION OF DOCUMENTS

11.01 Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Foundation, shall be signed by any director or officer together with any other director or officer and all contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board may from time to time by resolution appoint an officer or officers on behalf of the Foundation to sign specific contracts, documents and instruments in writing, and may grant a power of attorney on behalf of the Foundation to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Foundation.

ARTICLE TWELVE

MEETINGS OF THE FOUNDATION

12.01 Time and Place. The annual or any other general meeting of the Foundation shall be held at any place and time as the Board may determine.

12.02 Annual Meeting. At every annual meeting, in addition to any other business that may be transacted, the Foundation's financial statements and the report of the accountants prepared on a notice to reader basis shall be presented and accountants shall be appointed for the ensuing year.

12.03 Notice. Seven clear days prior written notice shall be given to each member of any annual or special general meeting of the Foundation. A majority of the members present in person at the meeting shall constitute a quorum.

12.04 Quorum. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Foundation shall invalidate such meeting.

12.05 Votes. Each member present at a meeting shall have the right to exercise one vote.

ARTICLE THIRTEEN

FINANCIAL YEAR

13.01 Unless otherwise ordered by the Board, the fiscal year end of the Foundation shall be June 30th.

ARTICLE FOURTEEN

AMENDMENT OF BY-LAWS

14.01 By-laws of the Foundation may be enacted, repealed or amended by a majority of the directors at a meeting of the Board and sanctioned by special resolution of the members at a meeting duly called for the purpose of confirming the said by-laws.

ARTICLE FIFTEEN

FINANCIAL REPORTING

15.01 The members shall at each annual meeting appoint accountants to review the accounts of the Foundation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the accountants. The remuneration of the accountants shall be fixed by the Board.

ARTICLE SIXTEEN


RULES AND REGULATIONS

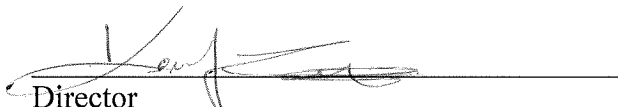
16.01 The Board may prescribe such rules, regulations, policies and plans not inconsistent with these by-laws relating to the management and operation of the Foundation as it deems expedient.

Original By-law No. 1 enacted at a meeting of the Interim Board on the 10th day of September, 2015

We, the undersigned directors, hereby certify that the attached 11 pages are a true and exact copy of By-law No. 1 of the Headingley Community Foundation Inc. enacted on the 10th day of September, 2015 as witnessed by our signatures hereto.

Dated at Headingley, Manitoba this 27th day of January, 2016.


Director Brian Anderson


Director Ken Cutts

