

BY-LAW NO. 1

THIS IS THE GENERAL BY-LAW OF ***NORTH END COMMUNITY RENEWAL CORPORATION***, (referred to as the "Corporation"). THE FOLLOWING IS HEREBY ENACTED as a By-Law of the Corporation:

CORPORATE SEAL

1. The seal of the Corporation shall be in the form prescribed by the First Directors, with the words "North End Community Renewal Corporation" inscribed on it.

AIMS & OBJECTIVES

2. The Corporation shall be incorporated as a not-for-profit Corporation, pursuant to Part XXII of the Corporations Act.

The objects of the Corporation are to alleviate poverty, reduce unemployment, and relieve suffering in the North End of Winnipeg by:

- Assisting low-income people to prepare for, find, and keep employment
- Improving the quality of affordable housing for the benefit of low-income people in the community
- Promoting industry and trade for the benefit of the North End community at large
- Reducing the level of crime and violence in the North End community

HEAD OFFICE

3. The head office of the Corporation shall be located in the City of Winnipeg, in Manitoba.
4. The Corporation may establish other offices which the Directors decide are needed.

BOARD OF DIRECTORS

5. The business of the Corporation shall be managed by a Board of not less than six (6) and not more than thirteen (13) Directors. Each Director has one vote, and fifty percent of the sitting Directors is a quorum.
6. The applicants for incorporation shall become the First Directors of the Corporation .
7. Successors to the First Directors shall be elected in accordance with sections 35-38 of this By-Law.

8. If the position of a Director becomes vacant, the Board shall appoint an eligible member of the Corporation to serve the duration of the remaining term. That replacing Director must be selected from the same Director's position identified in section 35(a) or 36 as the one that was vacated.
9. The Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director. A Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties, and may be paid reasonably for any duties they perform under contract or as an employee of the Corporation.

DIRECTORS MEETINGS AND DUTIES

10. The Directors must meet at least four times each year. Other meetings may be held at a time and place the Directors choose.
 - (a) A meeting of Directors may be convened on at least five days' notice by the President or any two directors or by the Secretary on the direction or authorization of the President or any two Directors. The notice may be in writing and delivered or mailed or may be given by telephone, telegraph, facsimile transmission, electronic mail, or Telex and need not specify the purpose of business to be transacted at the meeting.
 - (b) Formal notice is unnecessary if all the Directors are present at a meeting, or waive the notice requirement in writing or signified their consent in writing to the meeting being held in their absence.
 - (c) A Director may participate in a meeting of Directors by means of such telephone or other communication devices that 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, to be present at the meeting.
 - (d) Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall not be entitled to vote except in the case of an equality of votes whereupon the Chair of the meeting shall have the ability to cast a vote, if the Chair is a Director.
11. At the first meeting of Directors following an annual meeting, the Directors shall elect Officers of the Corporation, and make appointments to any standing committees. Election of Officers shall be by secret ballot.
12. The Directors are responsible for coordinating the work of the Corporation, and for considering resolutions made at the annual meeting of the Corporation.

13. The Directors are responsible for ensuring that funds of the Corporation are accounted for, and for ensuring that minutes of the meetings are properly maintained.
14. The Directors may exercise all the powers of the Corporation except those which the Act or a By-Law requires to be exercised by the members. Specifically, the Directors may do any of the following things:
 - (a) Conduct the financial business of the Corporation, including without limitation, the investment or borrowing of money (and the giving of security therefor), to be transacted with such credit unions, banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by Board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize;
 - (b) Make appeals for funds, to acquire, accept, or receive gifts, donations, bequests, or subscriptions of money or other real or personal, immoveable or moveable, property, whether they be unconditional or subject to special conditions, provided any special conditions are not inconsistent with the objectives outlined in Article 2 of this By-Law;
 - (c) Acquire by purchase, lease, or otherwise any real or immoveable property necessary for the carrying on of its objectives, and to sell, lease, dispose of, and convey the same or any part thereof as may be considered advisable;
 - (d) Delegate to an Officer power to employ and pay salaries;
 - (e) Make appropriate rules for the operation of the Corporation; and
 - (f) Appoint any employee to sit as an ex-officio, non-voting member of the Board.
- 14.1 The following persons are disqualified from being a director of a corporation:
 - (a) Anyone who is less than 18 years of age;
 - (b) A person who is not an individual;
 - (c) A person who is found to be of unsound mind; and
 - (d) A person who has the status of a bankrupt.

OFFICERS

15. The Officers shall be: President, Vice-President, Treasurer, and Secretary, who shall constitute the Executive Committee. At the discretion of the Board, a member at large may also be appointed to the Executive Committee. No individual shall hold more than one office.
16. Officers shall hold office for a term of one (1) year. An Officer may resign office by giving written notice to the Secretary, (or in the case of the Secretary, to the President).
17. The Board of Directors may remove an Officer by following this procedure:
 - A notice of motion to remove must be included in the notice of meeting provided to all Board members at least 5 days before the meeting which will consider the motion.
 - The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion.
 - A decision on the motion to remove must be voted on by secret ballot and be supported by two-thirds (2/3) majority for the motion to be carried.
18. If a vacancy occurs in any office, the Board will fill it from among its members.
19. If an Officer dies, resigns, retires, or is removed, any property of the Corporation in their possession is to be returned to the Board. It is the Secretary's responsibility to make sure this is done.
20. The President will preside at the Annual General Meeting and at all meetings of the Board. In addition the President is responsible for preparing and submitting a report to the annual meeting.
21. The Vice-President, in the absence of the President, shall perform the President's duties. The Vice-President will perform other duties as may be directed by the Board.
22. The Secretary shall attend all meetings of the Board, or of members, and be responsible to record all votes and minutes of the proceedings. In the absence of the Secretary, the Board may appoint another director to serve in that capacity. The Secretary is responsible to ensure that notice of Board meetings are sent to the members or of the Board. The Secretary will perform other duties as may be directed by the Board.
23. The Treasurer has responsibility for the oversight of the Corporation's money, and of the accounts which are kept of the Corporation's assets, liabilities, receipts, and disbursements. The Treasurer is responsible for providing an accounting to the

President and Directors as required. The Treasurer will perform other duties as may be directed by the Board.

24. The duties of any other Officers will be assigned by the Board after the office is created.

SIGNING DOCUMENTS

25. Any documents requiring the signature of the Corporation are to be signed by any two (2) Officers. Any properly signed document is binding on the Corporation without further authorization or formality. The Board may appoint any Officer to sign any specific document for the Corporation. The Board may also provide authority for staff members to sign any documents within parameters to be determined by the Board.
26. The Corporation's seal may be put on any document requiring it by the Officer signing the document.

COMMITTEES

27. The Board of Directors shall, on an annual basis, appoint any Ad-Hoc Committees it may require.

CONDITIONS OF MEMBERSHIP

28. The Corporation shall have three classes of membership, organizational membership, associate membership, and individual membership.
29. Organizational class of membership shall be granted to a bona fide organization within the catchment area which represents one of the categories defined in Appendix "A" to this By-Law.
30. Individual class of membership is for individual citizens who reside in the catchment area of the Corporation. Individual members shall not be eligible to vote in elections or on amendments to the Corporation's By-Laws.
- 30.1. Associate class of membership shall be assigned to individuals or organizations, not within the catchment area of the Corporation, but who wish to be associated. Associate members are non-voting.
31. The eligibility for each class of membership is contained in Appendix "A" to this By-Law. The Board, or a Committee so delegated, shall determine the eligibility of each .
32. Membership decision of any Committee may be, upon written notice, appealed to the Board of Directors. A further appeal, if required, may be made to the membership at the next Annual General Meeting.

33. Membership in the Corporation is valid until revoked by the member or terminated by special resolution of the Members at an annual meeting. The Board of Directors shall, from time to time, establish a fee for membership in the organization.
34. A member organization may resign its membership through written notification to the Secretary, and such written notice must be signed by an authorized signing authority of the member organization.

ELECTION OF DIRECTORS

35. (a) The Board of Directors may be comprised of no more than thirteen (13) Directors, twelve (12) of whom shall be elected from the organizational class of membership. At least one position will be delegated from each of the categories of organizational membership, except for the Residents' organizations which will be represented in at least 3 positions, as follows:
 - Aboriginal Organizations-one (1)
 - Cultural Organizations-one (1)
 - Business Organizations-one (1)
 - Community Service Organizations-one (1)
 - Labour Organizations-one (1)
 - Religious and Fraternal Organizations-one (1)
 - Resident's Organizations-three (3)
 - Directors from any of the above categories, but limited to one (1) additional Director per sectors
 - (b) No organization shall have more than one representative on the Board. No individual may represent more than one organizational member. The NECRC Board must be comprised of 50% plus one (1) Board member(s) that live in the NECRC catchment base.
 - (c) Nominations for candidates to unassigned seats can be from any sector such that the number of representatives on the Board, at any given time, from any one sector, not including the "Resident's' Organizations" is limited to a maximum of two (2).
36. The Board may appoint one (1) Director-At-Large to the Board, based on their specific expertise or knowledge.
 37. (a) The term of office for each Director shall be three (3) years. In order to preserve staggered terms, at the first election of Directors each class of membership shall elect half of their Directors for a two (2) year term and half of their Directors for

- a one (1) year term. At the first election of Directors, the Labour Organization members shall elect a Director for a two (2) year term, and the Religious and Fraternal Organizations shall elect a Director for a one (1) year term. Thereafter, all Directors shall be elected for a two (2) year term.
 - (b) The Board shall have the right to terminate any Director who misses three or more consecutive meetings without providing notification of reasonable cause. Any such action by the Board must be passed by a 2/3 majority of the Directors present. The Board may appoint a replacement for any Director terminated under this article. The replacement must be a member from the sector of the Director who has been terminated. The appointment will be effective until the next Annual General Meeting, at which time the position must be filled through the normal election process.
 - (c) The Board shall have the right to terminate any Director who is shown to be in violation of signed Corporation confidentiality agreements, or otherwise deliberately operating against the interests of the Corporation. Any such action by the Board must be passed by a 2/3 majority of the Directors present. The Board may appoint a replacement for any Director terminated under this article. The replacement must be a member from the sector of the Director who has been terminated. The appointment will be effective until the next Annual General Meeting, at which time the position must be filled through the normal election process.
 - (d) No Director shall serve more than 2 consecutive terms. In the event that a Director was appointed to fill a vacancy on the Board, the period in which that Director serves the remaining term of the previous Director shall not be counted as a term for the new Director.
38. Elections shall be conducted according to the following procedure:
- (a) The Board shall appoint an Electoral Officer to oversee the election process. The Electoral Officer shall, no less than twenty-one (21) days prior to the Annual General Meeting, send out a written notification of vacant positions, and any names of nominees and accompanying biographical information obtained by the Board of Directors to each organizational member of the Corporation. This notice shall be accompanied by credentials which allow an approved delegate of the organization to vote.
 - (b) Each organizational member shall have one (1) vote, to be cast by their credentialed delegate at the Annual General Meeting. Voting by proxy shall not be permitted.

- (c) Nominations may be made from the floor during the elections at the annual meeting, provided that any nominee meets the requirements to serve as a Director.
- (d) No person shall be eligible to be nominated if they are;
 - i) Under the age of eighteen (18) years
 - ii) Of unsound mind as determined by a court of Canada
 - iii) Has the status of an undischarged bankrupt
- (e) Individual members and associate members of the Corporation shall not be entitled to vote.

GENERAL MEETINGS

- 39. The annual meeting of the Corporation shall be held within four (4) months of the year end on a day and at a place which the Board decides is convenient. Each member of the Corporation shall be notified of the annual meeting by a written notice sent to their last address of record, no less than twenty-one (21) days prior to the meeting.
- 40. The annual meeting shall always:
 - (a) Receive an Activity Report.
 - (b) Receive the financial statement and the Auditor's Report.
 - (c) Conduct an Election of Directors.
 - (d) Appoint an Auditor for the following year.
- 41. The Annual General Meeting shall also be empowered to consider and debate policy resolutions which may be moved and seconded by individual or organizational members. All individual and organizational members present at the meeting shall be eligible to vote on the resolution. Those resolutions which are passed, must be reviewed by the Board and reported on at the next Annual General Meeting.
- 42. A general meeting of the Corporation may be called at any time by the Board of Directors, or the President, or the Vice-President, or by twenty-five percent (25%) of the members. Every member is to be given at least twenty-one (21) days notice of a general meeting. The notice is to state the business of the meeting, and is to be sent to the last address the member has given to the Secretary.
- 43. The lesser of twenty (20) organizational members or thirty percent (30%) of the organizational members constitutes a quorum. Each member present will have one (1) vote. Voting by proxy shall not be allowed.

44. Any error or omission in giving notice of a meeting will not invalidate the meeting, or business conducted at the meeting. Members may waive the notice requirements, and may approve and confirm anything done at a meeting held without notice.
45. Every question at any meeting will be decided by a majority of votes, unless the Act or any By-Law requires otherwise. If the vote is tied, a second vote shall be called. If the vote remains tied, the question will be defeated.
46. The rules of procedure at meetings is to be determined at the first annual meeting and may be amended at any time by ordinary motion.

RESOLUTIONS AND AMENDMENTS

47. Resolutions are either ordinary or special. An ordinary resolution may pass on a simple majority of votes. A special resolution must be identified as such in the notice of the meeting at which it will be considered, and requires a two-thirds (2/3) majority to pass.
48. By-Laws may be enacted or amended by special resolution at any general meeting. Individual members and associate members of the Corporation shall have voice, but shall not be eligible to vote on By-Law amendments.
49. Notice to introduce or amend a By-Law, including a draft of the proposed or amended By-Law, is to be given in writing to all members at least fourteen (14) days prior to the meeting at which it will be considered.

FINANCIAL YEAR AND ACCOUNTANTS

50. The Corporation's financial year shall be from April 1st to March 31st.
51. At each annual meeting the members are to appoint an accountant to serve as auditor. The auditor will hold office until the following annual meeting. If a vacancy occurs between the annual meetings, the Board will appoint a replacement. The auditor is to be paid an amount decided by the Board.
52. The Directors are responsible to ensure that the Corporation keeps whatever books or records the By-Laws or law requires.

INTERPRETATION

53. In this and any other By-Law, the following rules apply unless the context indicates otherwise:
 - (a) Singular words include the plural.

- (b) Gender specific words include the opposite gender.
- (c) Reference to persons includes corporate entities.
- (d) Reference to any By-Law, statute or law includes any later amendment or re-enactment of the By-Law, statute, or law.
- (e) Reference to the "Act" means *The Corporations Act* (Manitoba), as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may be hereafter substituted therefor.
- (f) In computing the date when notice must be given under any provision of the Act or this By-Law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
- (g) The accidental omission to give a notice to any member, Director, Officer or auditor or the non-receipt of any notice by any member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

DISPOSITION OF SURPLUSES AND DEFICITS

54. The Corporation shall use any surplus, profit, capital or asset solely for the purposes defined in Article 2 of this By-Law.

WINDING UP

55. Upon dissolution the assets of the Corporation shall be distributed to one or more qualified donees under the terms of the Income Tax Act of Canada.

INDEMNIFICATION

56. The Corporation shall indemnify Directors or Officers, former Directors or Officers, or persons who act or acted at the Corporation's request as Directors or Officers of a body corporate of which the Corporation is or was a shareholder or creditor, or persons who undertake or have undertaken any liability on behalf of the Corporation or any such body corporate, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been Directors or Officers of the Corporation or such body corporate, if:

- (a) They 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, they had reasonable grounds for believing that their conduct was lawful.

SIGNED AT WINNIPEG, MANITOBA ON THE _____ DAY OF _____, 2007 BY THE CORPORATION'S OFFICERS.

President _____

Vice-President _____

Secretary _____

Treasurer _____

APPENDIX "A"

ELIGIBILITY FOR MEMBERSHIP

Pursuant to Section 31 of this By-Law, the Board or its committee shall be responsible for determining eligibility for membership in each of the various classes. As a general criteria, the Board or committee should ensure all applicant organizations:

- a) Support the aims and objectives of the Corporation
- b) Pay the appropriate membership fee (see Section 33)
- c) Meet the eligibility criteria specific to the appropriate class of membership, as outlined below

ORGANIZATIONAL MEMBERS

Organizations which operate primarily in the catchmentⁱ area of the Corporation, whos aims and objectives are compatable with the Corporation, and who fall into at least one (1) of the following categories:

Business Organizations

- Any bona fide registered business organization located and representing businesses within the catchment area that has a specific mandate to represent or service businesses and that is controlled by members of the business community shall be elligible for membership in this category. Eligible organizations include Business Improvement Zones, North Chapters of the Chamber of Commerce and Better Business Bureau, Between the Parks Business Association, etc.

Aboriginal Organizations

- Any bona fide organization that has a specific mandate to represent or service Aboriginal people, and is controlled by members of an Aboriginal community, shall be eligible for membership in this category. For purposes of eligibility, Aboriginal shall be deemed to include Metis, Status Indian, Non-Status Indian, and Inuit persons.

Resident's Organizations

- Any bona fide organization that represents residents of the catchment area as a substantial portion of their constituency, and is democratically selected, shall be eligible

ⁱ The catchment area, commonly referred to as the “**North End of Winnipeg**” are the city neighbourhoods bordered by the CPR railyards on the South, McPhillips Street on the West, Carruthers Avenue on the North, and the Red River on the East.

for membership. This may include, but is not restricted to, parent councils, tenant's associations, housing groups, and resident's associations. It shall not include organizations or committees where the leadership is appointed.

Community Service Organizations

- Any bona fide not-for-profit corporation or other democratically elected organization that provides community services and has operations located within the catchment area, is eligible for membership in this category.

Religious and Fraternal Organizations

- Any bona fide religious or fraternal organization that has premises or operations located within the catchment area shall be eligible for membership in this category.

Labour Organizations

- Any bona fide local union or labour umbrella organization that represents workers employed at work sites within the catchment area shall be eligible for membership in this category. This shall include the Winnipeg Labour Council and the Manitoba Federation of Labour.

Cultural Organizations

- Any bona fide organization that has a specific mandate to represent or service Ethnic peoples, and is controlled by members of an ethnic community, shall be eligible for membership in this category. For purposes of eligibility, ethnic shall be deemed to include all cultural groups not defined under Aboriginal Organizations.

INDIVIDUAL MEMBERS

Any individual citizen whose permanent residence is within the catchment area of the Corporation shall be eligible to hold individual membership in the Corporation.

ASSOCIATE MEMBERS

Individuals or organizations who do not live within the boundary areas of the Corporation, but who would like to help. Associate memberships are non-voting memberships.