



TITLE: Incorporation of Brandon General Museum and Archives Inc.		
PRESENTER: Brian MacRae	AGENDA NO:	
DEPARTMENT: City Manager	DATE: February 11, 2009	
CLEARANCES: N/A	ATTACHMENTS: Articles of Incorporation (# of pages = 2) Organizational By-law (# of pages = 14)	
APPROVALS:  <hr/> City Manager		
Feb. 11/09 Date		

SUMMARY OF HISTORY/DISCUSSION & FUNDING:

The General Museum Advisory Committee was established by City Council on March 19, 2007 as per the following motion:

“That a City Council Committee be established to prepare a plan for the formation of a general museum that would include an evaluation of potential sites, estimate of capital costs, identification of funding sources and a detailed plan for the ongoing operation of the museum, as well as an assessment of the possibility of including within the museum, a community archives;
and further, that the Committee include a Councillor from the Brandon Municipal Heritage Committee and two other Councillors and at least three citizen representatives;
and further, that the Committee submit a report on its progress to City Council by October 31st, 2007 and a final report prior to budget deliberations for 2008.”

Further to the above resolution, City Council, at its meeting held December 3, 2007, adopted the following resolutions:

“That the mandate of the General Museum Advisory Committee be extended to December 1, 2008.”

“That the present members of the General Museum Advisory Committee have their terms extended until an alternative non-profit, community-based organization is established to assume responsibility for the management of the museum/archives.”

While considerable progress had been made toward the creation of an incorporated organization, in the fall of 2008 the Committee recognized that it would not be possible to complete the Incorporation process prior to the end of 2008. As a result, the Committee tabled a report with Council asking that its mandate be extended to December 1, 2009. Accordingly, the following resolution was adopted by City Council at its meeting of October 7, 2008:

“That the mandate of the General Museum Advisory Committee as originally established by City Council at its meeting held March 19, 2007 be extended to December 1, 2009.”

Since that time, the Committee has been working with legal counsel to complete its Incorporation. At its meeting of January 14, 2009, the Committee reviewed draft Incorporation documents and, with some minor amendments that have now been made, approved the documents for filing with the Companies Offices. Key elements of the Incorporation documents are outlined below.

Similar to the Brandon Downtown Development Corporation (Renaissance Brandon), the plan is to proceed with incorporation of a “Without Share Capital” Corporation. The Corporation “shall have as its mandate authority to collect, conserve, study, exhibit and interpret historic and heritage materials relating to the City of Brandon, and its place within the history of Southwestern Manitoba.” As is the case with the Brandon Downtown Development Corporation, the sole member will be the City of Brandon. As a consequence, unless and until membership is changed (which would require the approval of the City of Brandon), appointments to the Corporation’s Board will be made by Brandon City Council.

The Founding Board will be the three (3) members of Brandon City Council currently sitting as members of the General Museum Advisory Committee (Councillors Black, Harwood and Paterson). Once initial organization matters are concluded, the Board will be increased to, and consist of, three (3) City Councillors for the City of Brandon, and a maximum of nine (9) citizens-at-large. All such citizens-at-large shall be primarily resident in the City of Brandon, the RM of Cornwallis, the RM of Elton or the RM of Whitehead. The Organizational By-law provides for a staggering of terms to ensure Board continuity. Current members of the General Museum Advisory Committee are to make up the initial twelve (12) member Board.

If, for any reason, the Corporation were to wind up its affairs, the Articles of Incorporation provide that any remaining assets (once all debts and liabilities are satisfied) will be paid and distributed to the City of Brandon.

As the sole member of the new Corporation, the Articles of Incorporation and the Organizational By-law are attached for City Council’s review and consideration.

RECOMMENDATION:

That the creation of Brandon General Museum and Archives Inc. be hereby approved in accordance with the Articles of Incorporation and Organizational By-law attached to report of the City Manager dated February 11, 2009 and entitled Incorporation of Brandon General Museum and Archives Inc.



The Corporations Act
Loi sur les corporations
ARTICLES OF INCORPORATION (without Share Capital)
STATUTS CONSTITUTIFS (corporations sans capital-actions)

1. Name of Corporation / Dénomination sociale

Brandon General Museum and Archives Inc.

2. The address in full of the registered office (include postal code)
Adresse complète du bureau enregistré (inclure le code postal)

410-9th Street
Brandon, MB R7A 6A2
Attention: Mr. Con Arvisais, City Clerk

3. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum 3; Maximum 12

4. First directors / Premiers administrateurs

Name in full / Nom complet	Address in full (include postal code) / Adresse complète (inclure le code postal)
John Errol Black (Councillor for the City of Brandon)	212 - 13 th Street East, Brandon, MB R7A 5X7
Douglas Arthur Stuart Paterson (Councillor for the City of Brandon)	8 Kasiurak Bay, Brandon, MB R7A 5A6
Jeffrey William Harwood (Councillor for the City of Brandon)	269 McDiarmid Drive, Brandon, MB R7B 2H3

5. The undertaking of the corporation is restricted to the following
Les activités de la corporation se limitent à ce qui suit

The "Without Share Capital" Corporation is intended to and shall have as its mandate authority to collect, conserve, study, exhibit and interpret historic and heritage materials relating to the City of Brandon, and its place within the history of Southwestern Manitoba.

6. Other provisions, if any / Autres dispositions, s'il y a lieu

Schedule "A" attached to these Articles of Incorporation

7. The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.
La corporation n'a pas de capital autorisé et exercera ses activités sans que ses membres en tirent profit sur le plan pécuniaire; tout bénéfice réalisé par la corporation sera consacré à l'avancement de ses activités.
8. Each first director named herein becomes a member of the corporation upon incorporation. Chacun des premiers administrateurs nommés dans les présentes devient membre de la corporation à la constitution de celle-ci.
9. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain. / Lorsque les activités de la corporation sont à caractère social, indiquer l'adresse au complet du lieu où elle les poursuivra.

Not Applicable

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.
Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société en nom collectif ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11. Incorporators / Fondateurs

Name in full / Nom complet	Address in full (include postal code) Adresse complète (inclure le code postal)	Signature / Signature
The City of Brandon	410-9 th Street, Brandon, MB R7A 6A2	City of Brandon Per: _____ Name/Title Authorized Signatory

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of three directors is required for incorporation. State full civic address in paragraphs 2, 4 and 11 — a P.O. box number alone is not acceptable.

Remarque : Si Pun des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Aux fins de la constitution en corporation, il doit y avoir au moins trois administrateurs. Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

OFFICE USE ONLY / RESERVE À L'ADMINISTRATION

Corporation Number: / N° de la corporation : _____

Business Number: / Numéro d'entreprise : _____

BY-LAW NO. 1

BEING A BY-LAW OF BRANDON GENERAL MUSEUM AND ARCHIVES INC. relating to the transaction of the Business and Affairs of BRANDON GENERAL MUSEUM AND ARCHIVES INC. and to be known as the “ORGANIZATIONAL BY-LAW”.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.01 DEFINITIONS

In the By-laws of Brandon General Museum and Archives Inc. (the “Corporation”), and unless the context otherwise requires:

"ACT" means The Corporations Act (Manitoba) and all Regulations passed pursuant to that Act and any legislation that may be substituted therefor;

"ARTICLES" means the Articles of Incorporation incorporating the Corporation, as from time to time amended;

"BOARD" means the Board of Directors of the Corporation;

"BY-LAWS" means this Organizational By-law, and all other By-laws of the Corporation from time to time enacted by the Corporation and being in force and effect;

"COUNCIL" means the Council of the City of Brandon, elected in accordance with The Municipal Councils and School Boards Elections Act (Manitoba), The Municipal Act (Manitoba), The Brandon Charter and any and all other legislation and Regulations as are applicable and as may be substituted therefor;

"CORPORATION" means the body corporate incorporated or continued under the Act and named in the Articles;

"FIRST DIRECTORS" means the persons named as such in the Articles;

"FOUNDING BOARD" means the Board of the First Directors;

"MEMBER" and **"MEMBERS"** means the person and persons respectively as described in Section 9.01 herein;

"PERSON" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.

1.02 INTERPRETATION

For interpretation purposes:

- a) all terms which are contained in the By-laws of the Corporation, and which are defined in the Act, but not defined in any By-law, shall have the meanings given to such terms in the Act;
- b) words importing the singular number include the plural, and vice versa, and words importing gender shall include the masculine, feminine and neuter genders;
- c) words importing persons shall include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

ARTICLE 2 **BUSINESS OF THE CORPORATION**

2.01 HEAD OFFICE

The Head Office or Registered Office of the Corporation shall, initially, be at the City of Brandon, City Hall, 410-9th Street, Brandon, MB R7A 6A2 (attention City Clerk). However, the Directors may, from time to time, determine another location of the Head Office or Registered Office in accordance with the Act.

2.02 CORPORATE SEAL

If obtained, and if so until changed or eliminated by the Board, the Corporate Seal of the Corporation shall be in the form impressed.

2.03 FINANCIAL YEAR

The financial or fiscal year of the Corporation shall be on such date as the Directors may from time to time by Resolution determine.

2.04 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by the Chief Executive Officer (if one shall be appointed by the Board) and one of the Chair or Vice Chair of the Board, or alternatively, by the Chair and Vice Chair of the Board. Contracts, documents or instruments in writing executed as aforesaid shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time, by Resolution, to appoint any Officer or Officers or Director or Directors or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "**contracts, documents, or instruments in writing**" as used in this Organizational By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or securities and all other papers or writings.

2.05 VOTING RIGHTS IN OTHER CORPORATIONS

The signing Officers of the Corporation may execute and deliver proxies and/or arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons, as may be determined by the Officers executing such proxies and/or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

ARTICLE 3
BORROWING, BANKING AND ACCOUNTS

3.01 BORROWING POWER

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Directors may, pursuant to the Resolution, from time to time on behalf of the Corporation, without authorization of the Member:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immovable, property of the Corporation including book debts, rights, powers, franchises, and undertakings to secure any such bonds, debentures, notes, or other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 BANKING ARRANGEMENTS

The banking business of the Corporation, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking 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.

3.03 RECORDING OF MONIES

All monies received by the Corporation shall be deposited in the Corporation's bank account as nearly as possible from day to day and all payments shall be made by cheque on the Corporation's bank.

3.04 ACCOUNTING RECORDS

The Directors shall cause proper accounts to be kept of the assets and liabilities of the Corporation, of all monies received by the Corporation, of all monies invested by the Corporation and of all monies distributed by the Corporation and of the matters in respect of which credits and expenditures take place.

The books of the Corporation shall be kept at the Head Office of the Corporation or such other location(s) as may be approved by Resolution of the Board in compliance with the Act.

3.05 TREASURER'S REPORT

The Secretary-Treasurer shall at least once in every year, and more often if deemed proper by the Board, place before the Board a statement of receipts and disbursements and a balance sheet.

3.06 APPOINTMENT OF ACCOUNTANTS AND/OR AUDITORS

The Member shall annually, after considering the recommendation of the Board, appoint an independent chartered accountant or a firm of independent chartered accountants to be the accountant(s) and/or auditor(s) of the Corporation for the coming year, and to report in writing on all of the accounts, records, and financial affairs of the Corporation and/or audit or otherwise comment and report to the Board, and Member, within ninety (90) days following the end of each fiscal year of the Corporation.

ARTICLE 4 **DIRECTORS**

4.01 NUMBER AND COMPOSITION OF DIRECTORS

The Founding Board shall consist of three (3) City Councillors for the City of Brandon. However, and once all initial organizational matters for the Corporation are completed, in accordance with the Act and the Articles, the Board shall be increased to and consist of three (3) City Councillors for the City of Brandon, and a maximum nine (9) citizens-at-large, for a maximum total of twelve (12) Directors, in accordance with the Articles.

4.02 QUALIFICATION

No person shall be qualified for election as a Director if he is less than eighteen (18) years of age, if he is of unsound mind, and has been so found by a court in Canada or elsewhere, if he is not an individual, if he has the status of a bankrupt, or suspends payments or makes a compromise with his creditors. In addition, and with respect to the maximum nine (9) citizens-at-large who may serve as Directors of the Corporation, all such citizens-at-large shall be primarily resident in the City of Brandon, the Rural Municipality of Cornwallis, the Rural Municipality of Elton, or the Rural Municipality of Whitehead.

4.03 APPOINTMENT AND TERM OF OFFICE

With respect to the First Directors comprising the Founding Board, the appointment of Directors, and the term of service for Directors:

- a) The First Directors comprising the Founding Board shall all be considered to be elected as Directors.
- b) The Member (as represented by Council on behalf of the Member) shall determine the length of term each of the First Directors shall serve (the three (3) Councillors for the City of Brandon to serve from and effective January 1, 2009 to and inclusive of December 31, 2009, or beyond December 31, 2009 until a successor(s) is appointed).
- c) Concerning the maximum nine (9) citizens-at-large who may be appointed to serve as Directors by the Member (as represented by Council on behalf of the Member), a maximum three (3) of such Directors shall serve a term commencing from and effective January 1, 2009 to and inclusive of December 31, 2009, and a maximum of six (6) of such Directors shall serve for a term commencing from and effective January 1, 2009 to and inclusive of December 31, 2010.

- d) Save and except the provisions within Section 4.03 (a), (b) and (c) (immediately preceding this clause), all subsequent and future Directors appointed by the Member (as represented by Council on behalf of the Member) shall serve a term of two (2) years, or a period in excess of two (2) years until a successor(s) is appointed.
- e) Save and except the Councillors for the City of Brandon serving as Directors for the Corporation, no Director shall serve more than three (3) consecutive terms as a Director. However, once a former Director has not served on the Board for a term of a minimum two (2) years, such former Director may apply to once again become a Director of the Corporation, in accordance with Section 5.06 herein.

4.04 REMOVAL OF DIRECTOR

Subject to the provisions of the Act, and the provisions herein, the Member may remove any Director from office for inefficiency, non-attendance at three (3) consecutive meetings without prior permission in writing from the Board or reasonable excuse, neglect of duty, misconduct, conflict of interest or malfeasance by the Director. Prior to removal of any Director as aforesaid, such Director shall be given not less than seven (7) days prior to the proposed date of his removal a written notice setting out in reasonable detail the effective date of his removal, the reasons for his removal and a date, time and place, being a date prior to the effective date of his removal, at which he may have an opportunity to be heard by the Member and the other Directors.

4.05 VACATION OF OFFICE

A Director ceases to hold office when:

- a) he dies;
- b) he is removed from office in accordance with Section 4.04;
- c) he is of unsound mind and has been found so by a Court in Canada or elsewhere;
- d) he has the status of a bankrupt, or suspends payments, or makes a compromise with his creditors;
- e) his written resignation is sent or delivered to the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- f) he is not re-appointed and his successor is appointed.

The Board may continue to act notwithstanding any vacancy in their number.

4.06 ACTION BY THE BOARD

Subject to the provisions of the Act, the Board shall have the full power in all things to manage and administer the business and affairs of the Corporation, which shall, for greater certainty, include the authorization for and on behalf of the Corporation to purchase stocks, bonds, debentures and other securities and to invest the funds of the Corporation therein. Subject to Sections 4.07 and 4.08, the powers of the Board may be exercised by Resolution passed at a meeting at which a quorum is present **or** by Resolution in writing signed by all the Directors entitled to vote on that Resolution. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.07 RESOLUTION IN WRITING

The powers of the Board or a committee of the Board may be exercised by a Resolution in writing, signed by all the Directors (entitled to vote on that Resolution at a meeting of the Board or of a committee of the Board) and the Resolution shall:

- a) be effective from the date specified in the Resolution, but that date shall not be prior to the date on which the first Director signed the Resolution, and;
- b) be kept with the minutes of the proceedings of the Directors or committee of Directors, as the case may be.

4.08 MEETINGS BY TELEPHONE

If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other methods that will permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.

4.09 PLACES OF MEETINGS

Meetings of the Board may be held at any place in Canada.

4.10 CALLING OF MEETINGS

Meetings of the Board shall be held from time to time and at such place as the Chair, failing whom, the Vice-Chair, failing whom, not less than two (2) Directors, may determine.

4.11 NOTICE OF MEETING

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.01 to each Director not less than fourteen (14) days before the time when the meeting is to be held. A notice of meeting of Directors shall specify the general purpose or nature of the business to be transacted at the meeting subject to the provisions as applicable within the Act. A Director may in any manner waive notice of or otherwise consent to a meeting of the Board. Except as provided herein, no public notice or advertising of any meeting of the Board shall be required.

4.12 FIRST MEETING OF NEW BOARD

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of the Member at which such Board was appointed.

4.13 REGULAR MEETINGS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of Resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting. It is expected the Board shall convene and hold a regular meeting each month, save and except in July and August annually.

4.14 ADJOURNED MEETING

If a meeting of the Directors is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Directors is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

4.15 CHAIR

The Chair of the Corporation, failing whom, the Vice-Chair, shall be the chair of any meeting of the Board. If no such Officer is present, the Directors present shall choose one of their number to be the chair.

4.16 QUORUM

The quorum for the transaction of business at any meeting of the Board shall consist of a majority of Directors then in holding office.

4.17 VOTES TO GOVERN

At all meetings of the Board, every question and all powers, authority and discretion exercised by the Board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair shall not be entitled to cast a second vote, and in circumstances where there is an equality of votes, the question shall be deemed to have been lost or defeated. Roberts Rules of Order shall be utilized unless approved otherwise by the Board for purposes of meetings of the Board.

4.18 DUTIES AND RESPONSIBILITIES

The Directors shall have the following duties and responsibilities, which shall include but are not necessarily limited to the following:

- a) Establishment of policies related to the activities of the Museum and Archives;
- b) In conjunction with the individual(s) expected to hold the position(s) of Curator and Archivist, define the core themes relating to the materials to be collected, conserved and made accessible to citizens of and visitors to the City of Brandon;
- c) With input from and after consultation with the individual(s) expected to hold the position(s) of Curator and/or Archivist, define the format and contents of exhibits in the Museum, and establish policies regulating accessibility to materials housed in the Museum and Archives.
- d) Consider fundraising options and pursue grants, that are required for the acquisition and establishment of facilities for the Museum and Archives, and for the development of ongoing plans and initiatives for future development and operations of the Museum and Archives;
- e) Implement necessary staffing for the Museum and Archives, including recruitment and hiring of qualified personnel.

4.19 CONDUCT OF DIRECTORS

All Directors shall conduct themselves in their activities relating to and concerning the Corporation in a manner so as to promote and advance the best interests of the Corporation.

4.20 CONFLICT OF INTEREST

A Director or Officer who is a party to or who is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of meetings of the Board, the nature and extent of his interest at the time, and in the manner provided by the Act. Any Director or Officer so interested shall not vote upon any Resolution to approve the contract, except as otherwise provided in the Act, and shall retire from and not participate in discussion upon such issue(s) so as to be seen as not being present to influence the decision making process.

4.21 REMUNERATION AND EXPENSES

The Board may fix the remuneration of the employees of the Corporation and may formulate the policy of the Corporation in relation to the reimbursement of expenses. The Directors or Officers of the Corporation shall not receive any remuneration for the providing of their services to the Corporation. However, and if pursuant to a decision of the Board, Directors shall be entitled to be reimbursed for such out of pocket expenses properly incurred by them in attending to the affairs of the Corporation. Unless approved in advance, and in writing by the Board, Directors shall not provide goods and/or services to the Corporation on the basis of expecting and/or receiving remuneration from the Corporation. The Board may appoint such Officers and engage such employees, solicitors, property managers, agents, consultants and developers and other persons at such salaries or for such remuneration as the Board may deem proper or necessary and may incur such expenditures incidental to the conduct of the affairs of the Corporation and carry out its objects as may appear proper and the Board shall approve the payment of all such salaries, remuneration and expenditures.

ARTICLE 5 **COMMITTEES**

5.01 EXECUTIVE COMMITTEE

Should the Board determine it necessary, from time to time, the Board shall elect from the Directors comprising the Board an Executive Committee consisting of not less than three (3) Directors, which Executive Committee shall have the power to fix its quorum at not less than a majority of its number and may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board. Notice of the time and place of each meeting of the Executive Committee or other committee of the Board shall be given in the manner provided in Article 10 with each committee member to receive not less than three (3) days (and not less than ten (10) days if sent by mail) notice before the date of the meeting and such notice shall specify the general nature or purpose of or the business to be transacted at the meeting. The Board may, by Resolution remove any Director serving upon the Executive Committee, or other committee of the Board, and may fill the vacancy created by such removal with another Director. The Directors serving upon the Executive Committee or other committees of the Board shall serve as such without remuneration. However, such Directors serving upon the Executive Committee or other committees of the Board shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of committees.

5.02 OTHER COMMITTEES OF THE BOARD

The Board may appoint any number of other committees of Directors and delegate by Resolution to such committee powers permitted to be delegated to the committee by Article 7 hereof, provided that a majority of the members of such committee(s) shall be residents of Manitoba.

5.03 TRANSACTION OF BUSINESS

Subject to the provisions of Section 4.07 hereof, the powers of a committee of Directors may be exercised by Resolution passed at a meeting at which a quorum is present, or by Resolution in writing signed by all the members of such committee (who would have been entitled to vote on that Resolution at a meeting of the committee). Meetings of such committee(s) may be held at any place in Canada.

5.04 ADVISORY COMMITTEES

The Board may, from time to time, appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

5.05 PROCEDURE

Unless otherwise determined by the Board, each committee shall have the power to:

- (a) fix its quorum at not less than a majority of its members;
- (b) elect its chair; and
- (c) regulate its proceedings.

5.06 NOMINATING COMMITTEE

In each year, and for purposes of Section 4.03 and the subsections thereof, applications from citizens of the City of Brandon, citizens of the Rural Municipality of Cornwallis, citizens of the Rural Municipality of Elton, or citizens of the Rural Municipality of Whitehead whom are interested in serving on the Board shall be sought by the Board, through public notice, and all applications received shall be presented by the Board to the Member for consideration, with appointment to the Board as approved and decided upon by the Member to be in accordance with Section 4.03 and all subsections herein.

ARTICLE 6 **OFFICERS**

6.01 APPOINTMENT

Subject to Section 6.02, the Board shall, from time to time and from among its own members, appoint a Chair, a Vice-Chair and a Secretary-Treasurer, and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of any such Officers.

6.02 CHAIR

The First Chair of the Board shall be one of the three (3) Councillors of the City of Brandon, being First Directors of the Founding Board. The Chair shall preside as and chair all meetings of the Board. The Chair shall have such other powers and duties as the Board may specify, from time to time, by Resolution, and in accordance with the Act.

6.03 VICE-CHAIR

A Vice-Chair shall, in the absence of the Chair, perform the functions of the Chair and shall have such powers and duties as the Board may specify by Resolution.

6.0 SECRETARY-TREASURER

The Secretary-Treasurer, in his capacity as Secretary, shall be the secretary of all meetings of the Board, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings. The Secretary-Treasurer shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, auditors and members of committees of the Board and shall be the custodian of the stamp or mechanical device generally used for affixing the Corporate Seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose. The Secretary-Treasurer shall also have such other powers and duties as the Board may specify by Resolution.

The Secretary-Treasurer, in his capacity as Treasurer, shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall provide to the Board annually and whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation.

6.05 PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board may, if the Board determines it necessary, from time to time, appoint a Chief Executive Officer. The Chief Executive Officer shall be the chief operating officer and, subject to the authority of the Board, shall have general supervision of the business and affairs of the Corporation. The Chief Executive Officer shall have such other powers and duties as the Board may specify by Resolution.

6.06 POWERS AND DUTIES OF OTHER OFFICERS

The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify by Resolution.

6.07 VARIATION OF POWERS AND DUTIES

The Board may, from time to time, and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer by Resolution.

6.08 INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES

If any Director or Officer is unable to perform his functions or discharge his duties as such Director or Officer, the Board may appoint such other Director(s) or Officer(s), from the then existing Directors (Section 4.03 herein specifies the process for appointment of Directors to the Board by the Member) to perform the functions and/or to discharge the duties of that Director or Officer.

6.09 TERM OF OFFICE

Save and except one of the three (3) Councillors of the City of Brandon, who as a First Director of the Founding Board, served as the First Chair of the Board, and excluding the Chief Executive Officer, if any, each Officer appointed by the Board shall hold office for a term of two (2) years or until his successor shall be appointed. The Chief Executive Officer, if appointed, shall hold office for a term as determined by the Board at the time of the appointment or reappointment of the Chief Executive Officer.

6.10 DISCLOSURE OF INTEREST

An Officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with Section 4.20.

6.11 AGENTS AND ATTORNEYS

Subject to Section 7.02, the Board shall have power, from time to time, to appoint agents or attorneys for the Corporation in or outside Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be determined reasonable and necessary by the Board pursuant to Resolution.

ARTICLE 7
DELEGATION

7.01 DELEGATION BY THE BOARD

Subject to 7.02, the Board may, from time to time, delegate to the Chief Executive Officer or to the Executive Committee or to such one or more of the Directors and Officers of the Corporation, as may be designated by the Board, all or any of the powers conferred upon the Board pursuant to the Act or the Articles or By-laws of the Corporation, to such extent and in such manner as the Board shall determine at the time of each such delegation, pursuant to Resolution of the Board.

7.02 EXCEPTION

The Board shall not delegate any authority or power exclusively conferred upon it by the Act.

ARTICLE 8
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01 LIMITATION OF LIABILITY

No Director or Officer shall be liable for the acts, receipts, neglects, omissions or defaults of any other Director or Officer or employee, or for joining in any other act or conformity, or for any loss, damage or expense occurring to the Corporation through the insufficiency or deficiency of Title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the provisions thereof.

8.02 INDEMNITY

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or an Officer of the Corporation, a former Director or Officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has made a party by reason of being or having been a Director or Officer of the Corporation such body corporate (or having undertaken any such liability) if:

- (a) he 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, he had reasonable grounds for believing that his conduct was lawful;

and shall so indemnify such a person as aforesaid who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such acts or proceedings, notwithstanding subparagraph (a) and (b) above.

The Corporation shall also indemnify such person in such circumstances as the Act or law permits or requires. Nothing in this Organizational By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Organizational By-law.

8.03 INSURANCE

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

ARTICLE 9 **MEMBERS**

9.01 MEMBERSHIP

Subject to the Act and the Articles, and solely for organizational purposes of the Corporation, the initial Members shall consist of the First Directors of the Corporation as named within the Articles of Incorporation. However, and upon enactment of this Organizational By-law by the First Directors and effective upon the date of confirmation of this Organizational By-law by the Members pursuant to Resolution, membership within this Corporation shall immediately and from that point forward be comprised of one and only one Member, which shall be the City of Brandon, unless and only if the City of Brandon (as represented by Council on behalf of the City of Brandon) is agreeable to and approves, in advance and in writing, there being more than one Member of the Corporation. Membership fees or dues, if any, shall be in such amount and payable pursuant to such circumstances as may be directed by the Member.

ARTICLE 10 **NOTICES**

10.01 METHOD OF GIVING NOTICE

Any notice (which term includes any communication or document) to be given (which term includes but is not limited to any communication, document, email, or otherwise) pursuant to the Act, the By-laws or otherwise, to the Member, or any Director, Officer, auditor or member of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication or if sent and confirmed via email. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given on the third (3rd) day after deposit in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative. The Secretary-Treasurer may change or cause to be changed the recorded address of the Member, or any Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

10.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 UNDELIVERED NOTICES

If any notice given to any person pursuant to Section 10.01 is returned on two (2) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such person until he informs the Corporation in writing of his new address.

10.04 OMISSIONS AND ERRORS

The accidental omission to give any notice to the Member, or any Director, Officer, auditor or member of a committee of the Board, or the non-receipt of any notice to the Member or any Director, Officer, auditor or member of a committee of the Board, or any error contained in any such notice not affecting the substance of the notice, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.05 WAIVER OF NOTICE

The Member (or his duly appointed proxyholder), or any Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice required to be given to him under any provision of the Act, the Regulations thereunder, the By-laws or otherwise, and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE 11
EFFECTIVE DATE AND AMENDMENT

11.01 EFFECTIVE DATE

This Organizational By-law shall come into full force and effect upon the date this Organizational By-law is confirmed by Resolution of the Members (the Resolution to specify the date of approval) in accordance with this Act (the Members for these organizational purposes being the First Directors, who shall only be Members of the Corporation in accordance with Section 9.01 herein).

11.02 AMENDMENT

The provisions of this Organizational By-law or any other By-law of the Corporation may be altered, modified, amended or rescinded at any meeting provided that the proposed By-law amendment accompanies and is provided as an attachment to the notice of the meeting of the Board; any such amendment to this Organizational By-law or any By-law of the Corporation shall be confirmed and passed by a two-thirds (2/3) majority vote of all of the Directors present at such meeting in accordance with the Act, and all such amendments to this Organizational By-law or any other By-law of the Corporation, without exception, shall be immediately presented to the Member for approval in accordance with the Act (the Member being the City of Brandon as represented by Council, pursuant to Section 9.01 herein).

**THIS ORGANIZATIONAL BY-LAW ENACTED BY THE FIRST DIRECTORS THIS _____
DAY OF FEBRUARY, 2009.**

Witness (if no Corporate Seal as of
this date)

John Errol Black

Witness

Douglas Arthur Stuart Paterson

Witness

Jeffrey William Harwood