

# **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

## **CONDITIONS OF MEMBERSHIP**

1. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
2. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
3. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
4. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.
5. A Family Membership entitles all dependant family members to full membership benefits. However, only members over 18 years of age are entitled to vote.

## **Board of Directors**

6. The property and business of the Corporation shall be managed by the Board of ten (10) Directors, of whom five (5) shall constitute a quorum. Directors must be individuals, 18 years of age or over, with power under law to contract. Directors must be members.
7. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until successors are elected.

At the first meeting of members, the Board of Directors then elected shall replace the Provisional Directors named in the Letters Patent of the Corporation.

8. Directors shall be elected for a term of two years by the members at an annual meeting of members.
9. The Office of Director shall be automatically vacated:
  - a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation'
  - b) if he is found by a court to be of unsound mind;

## MANITOBA TEAM PENNING ASSOCIATION BY-LAWS

- c) if at a special General Meeting of members a resolution is passed by 75% of the members present at the meeting that he be removed from office;
- d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by a majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

10. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Directors of the Corporation shall invalidate such a meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in such a meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

11. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
12. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
13. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons

## **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

shall have such authority and perform duties as shall be prescribed by the Board of Directors at the time of such appointment.

14. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.
15. Every Director or officer of the Corporation or other persons who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
  - a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings 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 about the execution of his office or in respect of any such liability.
  - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

### **POWERS OF DIRECTORS**

16. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter of otherwise authorized to exercise and do.
17. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of

## **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

18. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
19. The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer and any such other offices as the Board of Directors may by by-laws determine. Any two offices may be held by the same person. Officers need not be Directors.
20. Officers shall be elected at the annual meeting of the members.
21. The Officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

### **DUTIES OF OFFICERS**

22. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
23. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
24. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking vouchers for such regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

## **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

He shall also perform such other duties as may from time to time be directed by the Board of Directors.

25. The Secretary may be empowered by the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.
26. The duties of all other officer of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **EXECUTION OF DOCUMENTS**

27. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization of formality. The Directors shall have the power from time to time by resolution to appoint an officer to officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's Power of Attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

### **MEETINGS**

28. The annual or any other general meeting of the members shall be held in the Province of Manitoba as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of the members be held outside Canada.
29. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of the members on written requisition of members carrying not less than 20% of the voting rights.

## **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

Five (5) Directors and ten (10) general members present in person as a meeting will constitute a quorum.

30. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of the members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of the members must remind the member that he had the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

31. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his last address recorded on the books of the Corporation.

### **VOTING OF MEMBERS**

32. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise provided by statute or by these by-laws.

### **FINANCIAL YEAR**

33. Unless otherwise ordered by the Board of Directors the fiscal year of the Corporation shall be December 31.
34. The Board of Directors may appoint committee whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the duties of such committees.

### **AMENDMENT OF BY-LAWS**

## **MANITOBA TEAM PENNING ASSOCIATION BY-LAWS**

35. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted up on until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

### **AUDITORS**

36. The members shall at each annual meeting appoint an auditor to audit the accounts of Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

### **BOOKS AND RECORDS**

37. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable state or law are regularly and properly kept.

### **RULES AND REGULATIONS**

38. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

### **INTERPRETATION**

39. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.