

West Interlake Community Development Corporation General By-Law No. 1

Head Office

1. The Head Office of the West Interlake Community Development Corporation shall be located in Eriksdale, Manitoba.

Name

2. The name of the corporation shall be West Interlake Community Development Corporation.

Mission

3. The mission of the West Interlake Community Development Corporation is to foster the social and economic development of the Rural Municipality of West Interlake.

Definitions

4. **A) Person:** In all by-laws of the Corporation, the singular includes the plural and the plural the singular. The word “person” shall include firms and corporations; and the masculine shall include the feminine.

B) Shareholder: For the purpose of the West Interlake Community Development Corporation, the Rural Municipality of West Interlake will be the sole shareholder of the Corporation. The Corporation shall appoint a Board of Directors to carry out the corporation business.

C) Municipal Ward: For the purpose of the West Interlake Community Development Corporation, a municipal ward is the local authority area used in the municipal election.

Board of Directors

5. **Numbers:** No more than nine Directors shall manage the affairs of the Corporation. The board of Directors shall be made up of eight community members and one appointed member of Council. One additional director position may be added for a youth representative.
6. **Qualifications:** A Director shall be a resident, ratepayer, or business owner of the Rural Municipality of West Interlake.

7. **Terms of Office:** Directors shall be elected for a three (3) year term and shall commence holding office on the date of the annual general meeting (subject to Paragraph 8). A vacancy on the Board created prior to the annual general meeting may be filled, for the balance of the term, by the appointment of a director by the Board of Directors, and ratified by the Shareholder.
8. **Elections:** Election of Directors shall be held at the annual general meeting and shall be by ballot. A slate of potential directors will be presented and nominations taken from the floor at the annual general meeting. One appointed Council representative of the Rural Municipality of West Interlake shall be a Director of the Corporation by virtue of their office.
9. **Removal:** A Director forfeits his office due to:
 - (a) his written resignation;
 - (b) he ceases to be a resident, ratepayer, or business owner of the Rural Municipality of West Interlake;
 - (c) he is found to be of unsound mind;
 - (d) absent from 3 consecutive meetings without notice.

Directors' Meetings

10. **Location:** The Board of Directors shall meet at a location predetermined by the Board or as called by the Chairman. Meeting may be convened by the Chairman or Vice Chairman or by any two Directors. Notice of meetings may be by telephone, by mail, by fax, by email, or by personal contact. Notice of meetings shall be provided one week in advance unless the Directors agree to waive this notice by mutual consent.
11. **The First Meeting:** The first meeting of the Board shall be held immediately following the Annual General Meeting of the corporation and the election of Directors.
12. **Quorum:** The attendance of a majority of sitting directors shall form a quorum for the transaction of business. Resolution of the Board shall be decided by a majority of votes. In case of an equality of votes the motion shall be declared lost.
13. **Remuneration:** Directors shall serve without remuneration but an honorarium may be established subject to approval at a general meeting. Directors shall be reimbursed for travel and other expenses duly incurred while on authorized business for the Corporation.

Directors and Officers

14. **Directors and Officers:** Each year immediately after the annual general meeting, the elected Directors shall meet to elect Directors to the following positions, namely:
- (a) **Chairman:** The Chairman shall act as a Chairman of the Board, as well as Chief Executive Officer of the Corporation. His duties shall be to possess and exercise such powers and fulfill such duties as the Board of directors shall from time to time determine by resolution.
 - (b) **Vice Chairman:** The Vice-Chairman shall, in the absence of the Chairman, assume the duties and responsibilities of the Chairman and such other responsibilities that the Board may direct from time to time.
 - (c) **Secretary, Treasurer, or Secretary/Treasurer:** The Secretary, Treasurer, or Secretary/Treasurer, as the Board deems necessary from time to time, may be a member of the Board or appointed from outside the Board.
 - i. **The Secretary Shall Ensure:**
 - 1. issue all notices of meetings of the Directors, Executive Committees and Shareholders.
 - 2. record the resolutions at all meetings and have charge of the minute book of the Corporation,
 - 3. hold, in safe keeping, all records and documents of the Corporation.
 - ii. **The Treasurer Shall Ensure:** have the care and custody of all funds and securities of the Corporation, and shall deposit them in such Bank or Credit Union as the Board directs from time to time, by resolution. The Board may require the Treasurer to be bonded.
 - (d) **Development Officer:** The Board shall prescribe in writing the responsibilities and terms of this office. The incumbent shall conform to all lawful orders given him by the Board. He shall give the Board all information it requires regarding the affairs of the Corporation.
 - (e) **Other Officers:** Other Officers may be appointed as required by the Board to fulfill the mandate of the Directors and perform such duties as directed.
 - (f) **Youth Member:** A Youth Member must be aged between 13 and 19 years of age.

Signing Authority

15. **Signing Authority:** All cheques, documents, and instruments of the Corporation shall be signed by two of the Executive members as appointed by the Board.
16. **Fiscal Year:** The Fiscal year of the Corporation shall be terminated on the 31st day of December in each year.

General Meetings

17. **Annual General Meeting:** The Annual General Meeting shall be held at a date, time, and place in the Rural Municipality of West Interlake, Manitoba that the Board determines by resolution but shall be held within 6 months of the fiscal year end.
18. **Other General Meetings:** Other General Meetings may be convened at any time or place by order of the Chairman or Vice-Chairman, or by the Board on their own motion, or at the request of the Shareholder.
19. **Notice of General Meeting:** Notice of General Meetings shall be given in writing to the Shareholder as well as residents, ratepayers and business owners of the RM of West Interlake, stating the time, place, date, and purpose of the meeting. Notice shall be given fifteen days in advance of the meeting. Such written notice may be in the form of notices posted in public places throughout the Municipality, and /or notices placed in local or regional newspapers, and/or notices posted on the West Interlake community website and/or social media platforms, and/or direct mailings.
20. **Omission of Notice:** The accidental omission to give notice of any meeting to or the non-receipt of any notice by any Director shall not invalidate any resolution passed or proceedings taken at a General Meeting of the Corporation.
21. **Votes:** At every General Meeting every resident, ratepayer, and business owner shall be entitled to cast one vote on each motion made at the meeting. Voting shall be by show of hands unless a ballot is requested.
22. **Proxies:** No proxy votes will be recognized at General Meetings. In the absence of the Chairman or Vice-Chairman, the directors present shall choose one of their number to be the Chairman of that General Meeting of the Corporation.

23. **Vote:** A majority of votes at any General Meeting of the Corporation will determine a decision of the meeting.
24. **Adjournment:** A Chairman may, with consent of any meeting, adjourn a General Meeting.

Shares & Securities in Other Companies

25. Where the Corporation owns voting shares in other companies, the Board may appoint a person to represent the Corporation as directed by the Board and issue voting certificates and other evidence of the right to vote in such names as it may determine.

Inspection of the Books By Shareholders

26. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation shall be opened for inspection by the Shareholder. No resident, ratepayer or business owner shall have any given right to inspect any accounts or book or document of the Corporation except as conferred by statute or authorization by the Board or by a resolution of the West Interlake Community Development Corporation at a General Meeting.

Investments

27. In particular without limiting the generality of the foregoing, the Chairman or Vice Chairman and the Secretary and the Treasurer and two Directors shall have authority, on behalf of the Corporation, to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Protection of Directors

28. No contract between this Corporation and any other company, corporation, or association shall be affected by the fact that Directors of the Corporation are interested in or are shareholders, directors or officers of such other company, corporation or association. Every Director who is in any way, whether directly or indirectly, interested in a

contract or arrangement or proposed contract with the Corporation, shall declare such interest and shall refrain from voting on matters related to the contract. Directors will at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses whatsoever which may be sustained or incurred in or about actions, suites or proceedings that are brought, commences or prosecuted against him in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Coming Into Force

- 29. This by-law shall come into force and effect on the day and year it is sanctioned at a General Meeting of the Corporation.

Amendments

- 30. This by-law may be amended from time to time at any General Meeting of the West Interlake Community Development Corporation provided 15 days notice is given to the Shareholder and the residents, ratepayers and business owners of the Rural Municipality of West Interlake in the manner described in article 19 above.

Passed and Enacted at a General Meeting held this _____ Day of _____, AD. 20____.

West Interlake Community Development Corporation

Chairman

Secretary