

WINNIPEG ARTS COUNCIL

AMENDED AND RESTATED BY-LAW NO. 1/2005

Being a general by-law relating to the regulation of the business and affairs of

WINNIPEG ARTS COUNCIL INC.

Part 1 - Interpretation

1.01 Definitions

In all By-Laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means The Corporations Act, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may hereafter be substituted therefore;
- (b) "Annual Meeting" means the Annual Meeting of the Members called pursuant to Section 9.01;
- (c) "Arts Community Director" means a Director that is elected by the Arts Community Members pursuant to Section 5.01(b);
- (d) "Arts Community Members" means those persons who become Members of the Corporation in accordance with Section 4.01;
- (e) "Board" means the Board of Directors of the Corporation;
- (f) "Citizen Members" means those persons who become Members of the Corporation in accordance with Section 4.01;
- (g) "City" means the City of Winnipeg;
- (h) "City's Representative" means the Chair of the City's Standing Policy Committee on Protection and Community Services, or his or her delegate provided such delegate is a member of the City's Standing Policy Committee on Protection and Community Services;
- (i) "Corporation" means the Winnipeg Arts Council Inc.;
- (j) "Council" means the Council of the City of Winnipeg;

- (k) “Council Director” means a Director that is appointed by Council in accordance with Section 5.01(a);
- (l) “Director” means any member of the Board;
- (m) “Members” means, collectively, the Arts Community Members, Citizen Members, and the City as represented by the City’s Representative.

Any other word or term contained in this and in any other by-law of the Corporation which is defined in the Act shall have the meaning given thereto in the Act.

1.02 Interpretation

Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine and neuter genders. Words importing a person include a body corporate.

1.03 Headings

The headings preceding the clauses of the By-Laws have been inserted for convenience of reference only and shall not be considered or taken into account to constrain the terms or provisions of the By-Laws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

Part 2 – Authority and Undertaking

2.01 Mandate and Undertaking

The Corporation is an independent not-for-profit Corporation, created and mandated by the City to carry out the objects stipulated in its Articles of Incorporation by undertaking the following responsibilities:

- (a) managing and carrying out the City's arts and cultural funding programs, exercising final arm's length authority to approve and issuing cultural grants;
- (b) presenting for approval to the Standing Policy Committee on Protection and Community Services, a three (3) year Arts and Culture Business Plan to be adopted on an annual basis;
- (c) managing a conditional grant from the City designated to fund the approved programs;
- (d) advising the City on cultural policy;

- (e) exploring partnerships and initiatives with other funding bodies, foundations and other groups;
- (f) presenting to the City an Annual Report and an Audited Financial Statement;
- (g) developing and maintaining a cooperative relationship with all City departments and staff working in cultural areas.

Part 3 - Registered Office

3.01 Registered Office

Unless changed by special resolution, the registered office of the Corporation shall be at such place in the City as the Board may decide from time to time.

Part 4 – Members

4.01 Eligibility for Membership

The Members of the Corporation shall be comprised of the Arts Community Members, Citizen Members and the City.

Membership for Citizen Members shall be open to any person who is a citizen of the City of Winnipeg, upon payment of a fee which shall be determined by the Board from time to time.

The Arts Community Members shall be comprised of individuals, associations, organizations, corporations, partnerships, trusts or other persons representing artistic groups or disciplines. Arts Community Membership shall be open to all individuals or organizations that are eligible for funding support from the Corporation under any of its grant programs, whether or not the individual or organization is actually receiving such support.

4.02 Arts Community Membership Rights

All Arts Community Members shall:

- (a) have a vote at the Annual Meeting of Members or any other meeting of Members; and
- (b) if an individual, may be elected as an Arts Community Director.

4.03 Resignation of an Arts Community Member

An Arts Community Member may resign from membership at any time, provided such resignation is in writing and delivered to the Chair of the Board. Such written resignation shall be effective from and after the date of receipt of same.

4.04 Termination of an Arts Community Member

An Arts Community Member may be terminated from membership by a vote of 66 2/3% of the Arts Community Members present at a special meeting of the Arts Community Members called for the purpose of removing that Arts Community Member.

Part 5 - Board of Directors

5.01 Board of Directors

The business and affairs of the Corporation shall be managed by a Board, that may be comprised of not less than eleven (11) and no more than fifteen (15) Directors as the Directors may from time to time determine. Until changed in accordance with this By-law, the Board shall consist of a number of Directors, elected as follows:

- (a) four (4) to six (6) Council Directors shall be citizens-at-large appointed by Council. Nominees shall be recruited according to the City's process for Appointments to Boards and Commissions. These nominations shall be forwarded to the Corporation for subsequent recommendation by the Nominating Committee to the Executive Policy Committee of the City.
- (b) four (4) to six (6) Arts Community Directors shall be elected as representatives of the Arts Community Members. They shall be elected by and from arts constituent groups or disciplines comprising the Arts Community Members as shall be determined by the Board from time to time; provided that there shall be an equal number of Council Directors and Arts Community Directors;
- (c) one (1) Director shall be the City's Representative; and one (1) non-voting Director shall be a member of the administrative staff of the City, who shall sit on the Board in a non-voting capacity.
- (d) from the Directors, one (1) Director shall be elected as Chair, in which case, the Board shall replace him or her pursuant to Section 5.05. The City's Representative shall not be eligible for election as Chair. The Chair shall only be entitled to vote in the circumstances contemplated in section 7.06.

Except as otherwise expressly set forth herein, once elected to the Board, these Directors will serve the Corporation and not the particular group that nominated them.

Every effort shall be made to reflect a Board that is composed of Directors who have interest, expertise and experience in the arts. To the extent reasonably possible without compromising its integrity, the Board shall have fair representation from the francophone community, the first nations community, different ethnic communities and both males and females.

5.02 Qualification

Individual persons who are over the age of eighteen (18) years and residents of Winnipeg are eligible to be Directors, provided they do not have the status of a bankrupt.

5.03 Term

The Directors shall serve for a term of two (2) years. A Director may serve for a maximum of three (3) consecutive terms.

An individual who has served three (3) consecutive terms and thereafter has not participated on the Board for a period of one (1) year is again qualified to be elected to the Board.

Elections and appointments of Directors shall be held on a staggered basis to ensure continuity on the Board.

5.04 Removal of Directors

The office of a Director shall be automatically vacated:

- (a) if the Director shall resign the office by delivering a written resignation to the Corporation;
- (b) if the Director misses three (3) consecutive Board Meetings;
- (c) if the Director resorts to or seeks the protection of any statute relating to bankruptcy or insolvency or compounds with its creditors;
- (d) if, at a properly constituted Annual Meeting or special meeting of the Members of the Corporation, a resolution removing an Arts Community Director from office is passed by at least seventy-five (75%) per cent of voting Arts Community Members present;

- (e) if, at a properly constituted Annual Meeting or special meeting of the Members of the Corporation, a resolution removing a Council Director from office is passed by the City's Representative after the City's Representative has received the recommendation for such removal signed by a majority of the Directors; or
- (f) on the death or incapacity of a Director.

5.05 Vacancies

The Directors may, by a majority of votes, from time to time, appoint a person as a Director for the purpose of filling a vacancy on the Board created by the resignation, removal or election as Chair of a Director, provided that an Arts Community Director shall be replaced by an Arts Community Member or an employee or other representative thereof.

Such appointments shall continue until the next Annual Meeting of the Members and shall not be considered part of the said Director's official term for the purpose of Section 5.03.

5.06 Remuneration and Expenses

Directors shall serve without remuneration and shall not directly or indirectly receive any profit from the position as Director. A Director may be paid reasonable expenses incurred by the Director in the performance of a Director's duties.

5.07 No Liability

No Director or officer of the Corporation is liable for the acts, receipts, neglects or defaults, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board 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 contributed, or for any loss or damage arising from the bankruptcy or insolvency or tortous act of any person with whom any monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on the Director's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's office or undertaking or in relation thereto, unless the same happened through the Director's or officer's own dishonesty or willful neglect.

5.08 Indemnity by the Corporation

Subject to such limitations as may be imposed by law, every Director and officer of the Corporation and the Director's and officer's heirs, executors, administrators, and other legal personal representatives shall be indemnified by the Corporation against, and the Board shall pay out of funds of the Corporation, any liability and all costs, charges and expenses that such Director or officer shall sustain or incur in respect of any action, suit or proceedings that is proposed or commenced against the Director or officer by reason of any act or thing done or permitted by the Director by reason of the execution of the Director's or officer's office or undertaking, if:

- (a) the Director and officer 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, the Director or officer had reasonable grounds for believing that the conduct was lawful.

The Corporation shall purchase directors and officers liability insurance in such amounts determined by the Board from time to time.

5.09 Conflicts of Interest

A Director shall not be disqualified by reason of his or her office from contracting with the Corporation or a subsidiary thereof. Subject to the provisions of the Act, a Director shall not by reason only of his or her office be accountable to the Corporation or its members for any profit or gain realized from a contract or transaction in which he or she has an interest. Such contract or transaction shall not be voidable by reason only of such interest, or by reason only of the presence of a Director so interested at a meeting, or by reason only of his or her presence being counted in determining a quorum at a meeting of the Directors at which such a contract or transaction is approved, provided that a declaration and disclosure of such interest shall have been made at the time and in the manner prescribed by section 115 of the Act, and the Director so interested shall have refrained from voting as a Director on the resolution approving the contract or transaction (except as permitted by the Act) and such contract shall have been reasonable and fair to the Corporation and shall have been approved by the Directors or Members as required by section 115 of the Act.

In addition each Director shall comply with the Corporation's Conflict of Interest and Confidentiality Policy established by the Board from time to time. Where the provisions of this By-law and the provisions of such Conflict of Interest and Confidentiality Policy conflict, the provisions of this By-Law shall govern.

Part 6- Committees of the Board

6.01 Committees

In addition to such special or ad hoc committees and chairpersons therefore as the Board may decide from time to time, the following standing committees of the Board are established and shall be respectively chaired as follows:

<u>Committee</u>	<u>Chairperson</u>
(a) Audit	As appointed by the Board
(b) Nominations	As appointed by the Board

6.02 Appointment of Committee Members

At the first meeting of the Board following each Annual Meeting, or so soon thereafter as possible, the Board shall appoint Directors to committees. The Chair may, at his or her sole discretion, be a member of all committees except the Nominations Committee. The Board may alter the membership and terms of reference of any committee.

6.03 Standing Committees

Audit Committee

The Audit Committee shall be composed of no fewer than three (3) nor more than five (5) Directors as appointed by the Board. The Audit Committee shall, among other things, from time to time review the financial position of the Corporation and make recommendations to the Board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments.

Nominations Committee

The Nominations Committee shall be appointed by the Board and shall be composed of no fewer than three (3) or more than five (5) Directors who are not standing for re-election. In lieu of Directors the Board may appoint a maximum of three (3) persons from the community at large. The Nominations Committee shall assist the Board with the election of Directors as set forth in Section 9.06 hereof.

6.04 Executive Committee

The Board, may at its sole discretion, elect an Executive Committee which shall be composed of such membership and shall have such duties as determined by the Board from time to time.

6.05 Terms of Reference

Standing committees other than the Audit Committee and the Nominations Committee shall be guided by the terms of reference for such committee as set out in Board resolutions adopted from time to time.

6.06 Committee Terms

Appointment to a standing committee shall be until the first Board meeting following the next Annual Meeting.

6.07 Quorum

The quorum for the Audit Committee, the Nominations Committee and all other standing committees of the Board is three (3) committee members unless otherwise specified in the terms of reference for such other standing committee.

6.08 Sub-Committees

Each committee of the Board may from time to time appoint subcommittees and shall prescribe their duties, name the chairperson and reporting requirements. Each subcommittee shall be made up of members of the appointing standing committee. The standing committee shall have the power to add interested persons from the community to the subcommittee, provided that such additional persons shall have no right to vote.

Part 7 - Meetings of Directors

7.01 Quorum

A majority of the Arts Community Directors and a majority of the Council Directors shall constitute a quorum at any meeting of Directors.

7.02 Place of Meeting

Meetings of the Board may be held at any place in Manitoba as the Directors may from time to time determine.

7.03 Notice

A meeting of Directors may be convened on at least two (2) days' notice by the Chair or any three (3) Directors or by the Secretary on the direction or authorization of the Chair or any three (3) Directors. The notice may be in writing and delivered or mailed or may be given by telephone, facsimile transmission or

electronic mail and need not specify the purpose of business to be transacted at the meeting except where any of the following matters is to be dealt with:

- (a) the filling of a vacancy in the office of the auditor; or
- (b) the adoption of an amendment or repeal of any By-law.

A meeting of the Board may be held and duly constituted at any time without notice if all the Directors are present or, if any be absent, those absent have waived notice either before or after the meeting or signified their consent in writing to the meeting being held in their absence.

For the first meeting of the Board to be held immediately following the election of Directors by the Board or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of Directors be present.

7.04 Rules of Procedure

Unless otherwise accepted by the Chair of the Board, meetings of the Board shall be carried out according to the rules of order adopted by the City.

7.05 Participation by Telephone or Other Communication Facilities

A Director may participate in a meeting of Directors by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting.

7.06 Voting

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 case of an equality of votes, in which case the Chair shall have a casting vote.

Part 8 - Officers

8.01 Appointment

The Board shall annually, or as often as may be required, elect a Chair, Vice-Chair and Secretary-Treasurer. The Board may from time to time appoint such other officers as it shall deem necessary, who shall perform such duties as shall be assigned to them and have such powers as shall be delegated to them from time to time by the Board and as permitted by the Act.

8.02 Powers and Duties

- (a) Chair. The Chair, when present, shall preside at all meetings of the Board, be a spokesperson for the Corporation and shall perform such other duties as may from time to time be prescribed by the Board.
- (b) Vice-Chair. The Vice-Chair shall act in the absence of the Chair and shall perform such other duties as may from time to time be prescribed by the Board.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall: (i) cause to be kept full and accurate books in which shall be recorded all minutes of all meetings of the Board and Members; (ii) oversee the financial position of the Corporation and report thereon to the Board; (iii) cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation; and (iv) perform such other duties as may from time to time be prescribed by the Board.
- (d) Other Officers. The duties of any officers of the Corporation shall be as the Board designates. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs and shall perform such other duties as may from time to time be prescribed by the Board.

8.03 Vacancies

If the office of Chair, Vice-Chair, Secretary-Treasurer or any other office, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Directors by resolution may appoint a Director to fill such vacancy.

8.04 Executive Director

The Board shall employ a chief executive officer and designate that officer as Executive Director or such other title as the Board may approve. The Executive Director shall be appointed by the Council, on recommendation of the Executive Policy Committee of the City, in consultation with the Corporation. The Executive Director shall report to the Board from time to time as requested by the Board and shall have all of the duties and responsibilities usually associated with such office including, without limitation, all operations, formulation of policies for consideration of the Board and the implementation of all adopted policies, and shall be a spokesperson for the Corporation. In addition the Executive Director shall, as appropriate, function in an advisory capacity to the Mayor and Council.

Part 9 - Meetings of Members

9.01 Annual Meeting

The Annual Meeting of the Members shall be held in Winnipeg, on such day in each year and at such time as the Board in consultation with the Members may determine within five (5) months after the fiscal year end.

At the Annual Meeting, the Members shall, among other matters considered, receive reports from the Board and its Officers, receive confirmation of the Directors appointed by Council and elected by the Arts Community Members and appoint an auditor.

The Board shall present to the Members, among other things, its annual report which shall include, without limitation, the audited financial statement; an annual state of the arts report; and other areas as deemed of interest to the Members.

9.02 Special Meetings of Members

Special meetings of the Members may be convened at any time in Winnipeg by a written request to the Chair signed by either the City's Representative or not less than twenty (20%) of the Arts Community Members at such time as the Board in consultation with the Members may determine, or upon the request of two thirds (2/3) of the Directors.

9.03 Notice of Members' Meetings

At least thirty (30) days prior written notice of any Annual Meeting or special membership meeting, stating the business to be considered shall be sent to each Member. The notice may be in writing and delivered or mailed or may be given by telephone, facsimile transmission or electronic mail and need not specify the purpose of business to be transacted at the meeting.

A meeting of the Members may be held and duly constituted at any time without notice if all the Members are present or, if any be absent, those absent have waived notice either before or after the meeting or signified their consent in writing to the meeting being held in their absence.

9.04 Quorum for Meeting of Members

A quorum for any meeting of Members shall consist of at least ten (10) Members present at the duly called meeting. Except as otherwise provided herein, the decision of a simple majority of the Members present shall constitute the decision of the Members upon any resolution.

9.05 Voting

Each Member shall be entitled to one vote. Any non-individual Arts Community Member shall exercise its right to vote through a duly appointed representative or alternate provided notice of such representative or alternate has been filed with the Secretary prior to the scheduled meeting of Members signed by an authorized officer of the Arts Community Member.

9.06 Election of Directors

Directors shall be elected as follows:

- (a) On or before October 25th of each year, the Nominations Committee shall send a notice to each arts group or discipline identified pursuant to Section 5.01(b) requesting nominees for election to fill positions of Arts Community Directors whose terms are expiring on December 31st of that year, or who have resigned, been terminated or died since December 31st of the previous year. Such notice shall require the arts group or discipline to respond, in writing, by mail or personal delivery, posted or delivered no later than November 7th of such year, with its list of nominees. All such nominations shall be accompanied by the consent to serve in writing of the nominees and a biography of the candidate of approximately 200 words.
- (b) On or before October 31st of each year, the Board shall appoint two (2) persons to act as scrutineers for the election of Arts Community Directors.
- (c) On or before November 15th of each year, the Nominations Committee shall circulate to the relevant Arts Community Members, by mail or personal delivery, the list of candidates for election as Arts Community Directors and their biographies, along with a plain ballot for election.
- (d) On or before November 30th of each year, as contemplated in section 5.01(a) above, the Nominations Committee shall obtain from the City the City's list of nominees to fill the vacancies of Council Directors whose terms are expiring as of December 31st of that year or who have resigned, been terminated or died since December 31st of the previous year.
- (e) From those names of nominees which were circulated to the Arts Community Members representing the group or discipline identified

pursuant to Section 5.01(b) along with the plain, sealed ballot provided pursuant to paragraph (c), the Arts Community Members shall return by mail or delivery, posted or delivered before the date specified in the circulation contemplated in paragraph (c), which date shall be prior to November 30th of each year. Arts Community Members shall vote for their representative Director for the appropriate artistic group or discipline.

- (f) On a day that is at least five (5) days after the posting or delivery deadline specified in the circulation referred to in paragraph (c), the sealed ballots shall be opened by the Secretary of the Corporation and counted by the scrutineers. The nominees receiving the greatest number of votes shall be deemed elected.
- (g) In the event that two (2) or more candidates have received an equal number of votes, another vote shall be held by re-circulation of the names of the candidates receiving an equal number of votes on or before seven (7) days after the ballots are opened pursuant to paragraph (f). The applicable Arts Community Members voting shall then elect, by a plain, sealed ballot returned by mail, or delivered, posted or delivered by the date specified in the re-circulation notice which date shall be at least fifteen (15) days after the mailing or delivery of the re-circulation notice, their representative Director from the candidates.
- (h) On a day that is at least five (5) days after the delivery deadline specified in the re-circulation notice referred to in paragraph (g), the sealed ballots received pursuant to subparagraph (g) shall be opened by the Secretary of the Corporation and counted by the scrutineers. The nominees receiving the greatest number of votes shall be deemed elected.
- (i) In the event of a recurring equality of votes, the Board shall have the authority to decide between the candidates which decision shall be announced by the Board within fifteen (15) days after the counting of the votes pursuant to paragraph (i).
- (j) After each vote is counted, the Secretary of the Corporation shall keep a record of the votes in a book provided by the Corporation. Any Arts Community Member entitled to vote during an election process is entitled to be present at the counting of votes.
- (k) The scrutineers shall report on the results of all such election processes at the next following Annual Meeting.
- (l) On or before December 31st of each year, the Nominations

Committee shall advise the Executive Policy Committee of the City of its preferred nominees from the list received by the Nominations Committee pursuant to paragraph (d) above.

- (m) On or before January 15th of each year, Council shall provide the Secretary of the Corporation with its list of appointees.

Part 10 – Banking and Borrowing

10.01 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate.

10.02 Banking

The banking business of the Corporation shall be constituted in two parts, namely the general operating expenses and the annual appropriation of grants funding, until such time as the Board in consultation with the City's Representative deems a change to be necessary and appropriate following a mutually agreed upon transition period of up to two (2) years commencing on the date of the first Annual Meeting of the Corporation.

The banking business of the Corporation related to:

- (a) the general operating expenses shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business; and

- (b) the annual appropriation of grants funding, shall be the responsibility of the City's Standing Committee of Protection and Community Services for the execution of any agreement between the Corporation and the arts and cultural organization or individual artist who is designated to receive grants funding from the Corporation and the disbursement of grant monies following the adoption of such grants recommended by the Corporation. The Standing Committee of Protection & Community Services shall have no power or authority to alter the recommendations of the Corporation in the areas of doing all things necessary to facilitate such banking business related to the annual appropriation of grants funding.

Part 11 - Execution of Instruments

11.01 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) officers or Directors and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers 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 corporate seal of the Corporation, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.

The term "contract, documents or instruments in writing" as used in this 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 other securities and all other paper writing.

Part 12 - General

12.01 Notices

A notice required by the Act to be sent to the Members or Directors of the Corporation shall be sent in the manner and within such period of time as

may be set out in the Act or in this by-law.

12.02 Computation of Time and Timing

In computing the date when notice must be given under any provision of the Act or this By-law requiring a specific 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. If any action is required to be taken pursuant to this By-Law on or by a specified date which is not a business day, then such action shall be valid if taken on or by the next succeeding business day. Where used herein "business day" means any day other than a Saturday, Sunday or a day which is a civic or statutory holiday in Winnipeg, Manitoba.

12.03 Omissions and Errors

The accidental omission to give a notice to any Member, or any Director or the non-receipt of any notice by any Member or any Director, 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.

12.04 Corporate Seal

The Corporation shall have a seal, the impression of which is impressed in the margin hereof. Such seal may be used in the execution of any instrument of the Corporation whenever so authorized by a resolution of the Directors.

12.05 Fiscal Year

The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

12.06 Additional By-Laws, Repeal, Amendments or Re-enactment

New By-laws shall only be passed, and this By-law and any other existing By-law shall only be repealed, amended or re-enacted, by a two-thirds (2/3) vote of the Board present at a duly called and constituted special meeting of the Board called for that purpose, PROVIDED that all such By-Laws, repeals, amendments or re-enactments are subject to confirmation by two-thirds (2/3) of the Arts Community Members and two-thirds (2/3) of the Citizen Members present at a meeting called for such purpose after first giving to the Members of the Corporation thirty (30) days' notice of such meeting. Notice of the Board Meeting and the Members Meeting at which the new By-Law, or repeal, amendment or re-enactment of an

existing By-Law is to be considered shall contain the exact wording of the proposed By-Law, repeal, amendment or re-enactment and shall also contain a clear and concise explanation of the purpose and intention thereof. Any addition or amendment to the By-laws shall require the assent of the Council.

AMENDED AND RESTATED as of the 5th day of April, 2005.

WITNESS the Corporate seal of the Corporation.

Chair – Spencer Duncanson

Finance Officer – Nestor Dudych

[Ratified by Council the 27th day of July, 2005.]