



General Council of Winnipeg Community Centres

# General Governance

By-law No. 1

Date Adopted: \_\_\_\_\_

Dates Amended \_\_\_\_\_

Contents

ARTICLE 1 — NAME, PURPOSE, AND NON-PROFIT CHARACTER ..... 4

    1.1. Name ..... 4

    1.2. Purpose ..... 4

    1.3. Non-Profit Character ..... 4

ARTICLE 2 — Membership..... 5

    2.1. Members ..... 5

    2.2. Rights of Members and Voting..... 5

    2.3. Members in Good Standing..... 5

    2.4 Cessation and Non-Transferability of Membership..... 5

    2.5 Responsibilities of Members ..... 5

ARTICLE 3 — Board of Directors: Role and Authority..... 6

    3.1 Governance Role of the Board ..... 6

    3.2 Authority and Duties of Directors..... 6

    3.3 Executive Director Appointment and Oversight..... 6

    3.4. Policy Authority ..... 6

ARTICLE 4 — Board Composition ..... 7

    4.1 Composition of the Board ..... 7

        4.1.1 District Representation Formula ..... 7

    4.2 Size of the Board ..... 7

    4.3 Board Diversity and Skills..... 8

ARTICLE 5 — Directors: Appointment, Terms and Continuity..... 8

    5.1 Election and Appointment of Directors..... 8

    5.2 Term of Office ..... 8

    5.3 Vacancies..... 8

    5.4 Resignation ..... 9

    5.5 Removal of Directors ..... 9

    5.6 Remuneration..... 10

ARTICLE 6 — Officers..... 10

6.1 Executive Officers of the Council.....	10
6.2 Election and Term of Officers.....	10
6.3 Duties of Officers.....	10
6.4 Vacancies and Removal of Officers .....	11
ARTICLE 7 — Meetings of Members .....	11
7.1 Meetings of Members.....	11
7.2 Notice of Meetings.....	11
7.3 Quorum.....	12
7.4 Voting.....	12
7.5 Order of Business .....	12
7.6 Participation by Electronic Means.....	12
ARTICLE 8 — Meetings of the Board .....	12
8.1 Board Meetings — Frequency and Schedule .....	12
8.2 Special Meetings of the Board.....	13
8.3 Notice of Board Meetings .....	13
8.4 Quorum .....	13
8.5 Voting at Board Meetings.....	13
8.6 Participation by Electronic Means.....	13
8.7 Minutes .....	14
8.8 Delegations.....	14
8.9 In Camera Sessions.....	14
ARTICLE 9 — Committees.....	14
9.1 Establishment of Committees .....	14
9.2 Standing Committees .....	15
ARTICLE 10 — Executive Director and Staff .....	15
10.1 Executive Director .....	15
10.2 Authority and Responsibilities of the Executive Director .....	15
10.3 Staff .....	16
ARTICLE 11 — Financial Administration .....	16
11.1 Fiscal Year.....	16
11.2 Financial Oversight .....	16

11.3 Annual Budget .....	16
11.4 Membership Fees.....	16
11.5 Fundraising Under the Council’s Auspices .....	16
11.6 Banking and Custody of Funds .....	16
11.7 Signing Authority.....	17
11.8 Financial Records and Reporting.....	17
11.9 Auditor or Independent Reviewer.....	17
ARTICLE 12 — Conflict of Interest and Code of Conduct .....	17
12.1 Conflict of Interest.....	17
12.2 Code of Conduct.....	17
ARTICLE 13 — General Provisions .....	18
13.1 Indemnification and Insurance.....	18
13.2 Amendments to the By-Law .....	18
13.3 Resolutions .....	18
13.4 Dissolution.....	18
13.5 Meeting Procedures.....	18
13.6. Compliance and Interpretation .....	18

## ARTICLE 1 — NAME, PURPOSE, AND NON-PROFIT CHARACTER

### 1.1. Name

The name of the corporation is **GENERAL COUNCIL OF WINNIPEG COMMUNITY CENTRES** with the abbreviation GCWCC, hereinafter called the "Council".

### 1.2. Purpose

The purpose of the Council is to provide leadership, advocacy, and support to strengthen Winnipeg's community centre system, helping boards, staff, and volunteers sustain vibrant, inclusive spaces for the communities they serve.

The Council strives for a strong, connected, and sustainable community centre system that supports vibrant communities across Winnipeg.

### 1.3. Non-Profit Character

The Council is a non-share capital, non-profit corporation. No part of the income or property of the Council shall be payable to or available for the personal benefit of any director, officer, or member, except as reasonable compensation for services rendered or reimbursement of expenses incurred on behalf of the Council.

## **ARTICLE 2 — Membership**

### 2.1. Members

All Community Centres that are funded by the City of Winnipeg Universal Funding Formula shall be eligible for membership.

For the purposes of this document, a “Member” is defined as any Community Centre that is eligible for membership.

### 2.2. Rights of Members and Voting

Members in good standing have the right to receive notice of and attend meetings of the members, to participate in deliberations, and to vote on matters requiring a decision of the members, including the election of Directors.

Each Member is entitled to one (1) vote, which shall be exercised by the Community Centre President or another representative designated in writing by the Member at the time of registration.

### 2.3. Members in Good Standing

A Member shall be considered to be in good standing if it has paid the annual membership fee established by the Board and continues to meet the eligibility and accountability requirements for membership under this By-law, including those set out in the Universal Funding Formula. Only Members in good standing are entitled to exercise voting rights.

### 2.4 Cessation and Non-Transferability of Membership

Membership in the Council shall cease if a Member becomes ineligible under section 2.1, is dissolved or ceases to operate as a Community Centre.

Membership in the Council is not transferable.

### 2.5 Responsibilities of Members

Members are expected to:

- a) adhere to the By-laws and policies of the Council;
- b) cooperate with the Council in matters of communication, reporting, and accountability required by the City of Winnipeg funding framework; and
- c) participate in consultations, elections, and other governance processes of the Council.

## **ARTICLE 3 — Board of Directors: Role and Authority**

### **3.1 Governance Role of the Board**

The Board of Directors (the “Board”) is responsible for the overall governance of the Council and shall act in the best interests of the Council and its Members. The Board shall exercise its authority in accordance with this By-law and applicable legislation.

The role of the Board includes setting strategic direction, approving policies, overseeing financial stewardship, and ensuring appropriate accountability and risk management. The Board is not responsible for the day-to-day management or operation of the Council.

The Board ensures that the Organization is operated on a non-political and non-sectarian basis.

### **3.2 Authority and Duties of Directors**

Directors shall act honestly and in good faith with a view to the best interests of the Council and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board may delegate authority to committees, officers, or the Executive Director, subject to such limitations as the Board considers appropriate. The Board retains ultimate responsibility for all delegated authority.

The Board is accountable to the Members and shall report on the affairs of the Council at the Annual General Meeting.

### **3.3 Executive Director Appointment and Oversight**

The Board shall appoint the Executive Director and is responsible for establishing the Executive Director’s responsibilities, evaluating performance, and determining compensation.

The Board may delegate aspects of Executive Director oversight, including performance review and compensation recommendations, to the Executive Committee.

### **3.4. Policy Authority**

The Board may establish, approve, and amend policies or procedures necessary to govern the affairs of the Council, provided such policies are consistent with this By-law and applicable legislation.

## ARTICLE 4 — Board Composition

### 4.1 Composition of the Board

The composition of the Board of Directors shall be consistent to the requirements outlined in the Management Agreement with the City of Winnipeg.

The Board of Directors will be composed of:

- a) the current members of the Executive Committee (with the exception of the Executive Director, who shall be non-voting, ex-officio), which may include a Chair, Past Chair, First Vice-Chair, and Second Vice-Chair;
- b) Directors representing Community Centres through District-based representation, as determined in accordance with subsection 4.1.1 of this By-law;
- c) up to three (3) Members-at-Large, appointed annually by the Executive Committee and ratified by the Board; and
- d) up to three (3) representatives appointed by the City of Winnipeg Council.

All Directors shall act in the best interests of the Council as a whole and not solely in the interests of any particular Community Centre, district, or constituency

The Executive Director and up to three (3) ex-officio Representatives appointed by the City of Winnipeg department responsible for community centres shall be entitled to attend Board meetings in an ex-officio, non-voting capacity, and may participate in discussion at the discretion of the Chair but shall not be counted for the purpose of quorum.

#### 4.1.1 District Representation Model

District-based representation shall be supported through District Committees. The composition, representation model and operating requirements for these committees shall be set out in Terms of Reference approved by the Board.

### 4.2 Size of the Board

The Board of Directors shall consist of a number of voting Directors determined in accordance with this By-law, including District-based Directors, Members-at-Large, and City of Winnipeg Council appointees.

The minimum number of voting Directors shall be four (4) and the maximum number shall be thirteen (13), as set out in the Articles of Incorporation. The actual number of voting Directors within this range shall be determined from time to time by resolution of the Members.

Until otherwise determined by resolution of the Members, the size of the Board shall reflect the existing representation arrangements carried forward under this By-law.

Non-voting, ex-officio participants shall not be counted for the purpose of determining the size of the Board.

### 4.3 Board Diversity and Skills

In nominating and electing Directors, the Council shall seek to achieve a Board that reflects a diversity of skills, experience, perspectives, and community representation relevant to the Council's mandate. This may include amending this by-law or other Council policies, procedures, and terms of reference to reduce barriers to participation from equity deserving or underrepresented groups.

## **ARTICLE 5 — Directors: Appointment, Terms and Continuity**

### 5.1 Election and Appointment of Directors

Directors shall be elected or appointed in accordance with this By-law.

As per article 4.1 the Executive Committee, comprised of the Chair, First Vice-Chair, and Second Vice-Chair, will be nominated and presented as a slate of Directors to be elected at the Annual General Meeting of the Members.

A maximum of 3 Members at Large may be appointed by the Board of Directors.

Directors representing Districts should be appointed by District Committees.

Representatives appointed by the City of Winnipeg Council shall be appointed in accordance with the procedures established by the City of Winnipeg.

The City of Winnipeg department responsible for community centres may appoint up to three ex-officio Representatives to the Board.

The nomination, election, and appointment processes for Directors shall be conducted in accordance with procedures or Terms of Reference approved by the Board, provided that they are consistent with this By-law and any applicable resolutions of the Members.

### 5.2 Term of Office

Directors shall serve for a term of two (2) years and shall hold office until the conclusion of the Annual General Meeting at which their successors are elected or appointed, unless earlier removed or resigned in accordance with this By-law.

Directors may be eligible for re-election or re-appointment; however, no Director shall serve more than three (3) consecutive terms. A Director who has reached the maximum number of consecutive terms shall be eligible for re-election or re-appointment after a break of at least one (1) full term.

To promote continuity of governance, the terms of Directors may be staggered in accordance with procedures approved by the Board and consistent with this By-law.

### 5.3 Vacancies

A vacancy on the Board occurs when a Director resigns, is removed from office, becomes ineligible to serve, or is otherwise unable to continue in office.

Subject to this By-law, the Board may appoint an eligible individual to fill a vacancy on the Board.

A Director appointed to fill a vacancy shall hold office for the unexpired portion of the term of the Director whose position has become vacant, unless otherwise determined by the Members at the next Annual General Meeting.

#### 5.4 Resignation

A Director may resign from office by providing written notice to the Chair of the Board and/or the Executive Director.

A resignation shall take effect on the date specified in the notice or, if no date is specified, on the date the notice is received.

#### 5.5 Removal of Directors

A Director may be removed from office by resolution of the Members at an Annual General Meeting or Special Meeting of Members duly called for that purpose. A Director shall be removed from office if disqualified under the provisions of *The Corporations Act*.

A Director may also be removed from office by resolution of the Board where the Director:

- a) fails to attend three (3) consecutive regular meetings of the Board without reasonable cause;
- b) fails to disclose a conflict of interest in accordance with this By-law or applicable policy; or
- c) is determined by the Board, acting reasonably and in good faith, to have failed to act in the best interests of the Council.

A resolution of the Board to remove a Director shall require a two-thirds (2/3) majority vote of the remaining Directors.

Prior to considering a resolution to remove a Director, the following procedures shall apply:

- a) notice of the proposed motion and the reasons for removal shall be provided in writing to the affected Director at least seven (7) days in advance of the meeting at which the motion will be considered;
- b) the affected Director shall be given an opportunity to respond to the proposed removal and to present relevant information to the Board;
- c) the affected Director shall not be counted for the purpose of quorum and shall not vote on the resolution; and
- d) quorum for the meeting shall be determined without reference to the affected Director or the Director who initiated the motion.

## 5.6 Remuneration

Directors shall serve without remuneration and shall not directly or indirectly receive any profit from their position as Directors.

Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with policies approved by the Board.

Nothing in this section shall preclude a Director from being paid reasonable compensation for services provided to the Council under a separate contract, provided that such arrangement is disclosed and approved in accordance with the Council's conflict of interest policies and applicable legislation.

## **ARTICLE 6 — Officers**

### 6.1 Executive Officers of the Council

The Executive officers of the Council shall include:

- a) a Chair;
- b) two Vice-Chairs; and
- c) a Past Chair.

The Board may establish such other officer positions as it considers necessary from time to time, provided that such officers are Directors of the Council unless otherwise provided in this By-law.

The Executive Director shall be an ex-officio, non-voting participant in the governance of the Council and shall not be an officer of the Council.

### 6.2 Election and Term of Officers

The Officers of the Council, except the Past Chair, shall be elected from among the Directors and presented as a slate for approval by the membership at the Annual General Meeting.

The Past Chair shall serve by virtue of having completed a full term as Chair.

Officers shall serve for a term of two (2) years and may be re-elected, unless otherwise determined by the Board.

### 6.3 Duties of Officers

The duties of the Officers shall include the following:

- a) The Chair shall provide leadership to the Board, preside over meetings of the Board and Members, and ensure the effective functioning of the Board.
- b) The Vice-Chair(s) shall support the Chair in the performance of their duties and shall act in the Chair's absence.

- c) The Chair or one of the Vice-Chairs shall be the Chair of any official committee of the Board, and be responsible for oversight over the maintenance of accurate records of meetings and official documents of the Council.
- d) The Past Chair shall provide continuity and advisory support to the Board and shall perform such duties as may be assigned by the Board, including participation in governance or nominating processes, as determined by policy.

The Board may further define or refine the duties of Officers by policy or resolution, provided that such duties are consistent with this By-law.

#### 6.4 Vacancies and Removal of Officers

An Officer may resign from their office by providing written notice to the Chair or the first Vice Chair.

A vacancy in an officer position may occur by resignation, removal, or otherwise, and shall be filled by the Board for the remainder of the term.

The Board may remove an Officer from office by resolution at any time.

Removal or resignation of an Officer shall not, by itself, affect the individual's status as a Director, unless the Director is removed in accordance with Article 5.

### **ARTICLE 7 — Meetings of Members**

#### 7.1 Meetings of Members

An Annual General Meeting (AGM) of the Members shall be held each year at such time and place as determined by the Board, for the purpose of receiving reports on the affairs of the Council and for the transaction of such other business as may properly come before the meeting.

Special Meetings may be convened by the Chair, or by a minimum of one-third of the Board of Directors, or by a written request of a minimum of fifteen (15) members in good standing. Written requests must be acted upon within thirty (30) days of receipt.

#### 7.2 Notice of Meetings

Notice of an Annual General Meeting or a Special Meeting of Members shall be provided to each Member not less than twenty-one (21) days prior to the date of the meeting.

The notice shall include the date, time, and place of the meeting, or, where the meeting is to be held in whole or in part by electronic means, the access information required to participate.

In the case of a Special Meeting of Members, the notice shall state the purpose of the meeting, and no business other than that stated in the notice shall be transacted at the meeting.

### 7.3 Quorum

A quorum for the Annual General Meeting or a Special Meeting of Members shall consist of twenty (20) voting delegates or 32% of all Members in good standing, whichever number is less.

No business shall be conducted at a meeting of the Members unless a quorum is present.

If a quorum is not present within thirty (30) minutes of the scheduled start time of the meeting, the meeting shall be adjourned.

### 7.4 Voting

Each Member in good standing shall be entitled to one (1) vote at meetings of the Members, exercised through its designated voting delegate in accordance with this By-law.

Unless otherwise provided in this By-law or required by applicable legislation, all questions put to a meeting of the Members shall be decided by a simple majority of the votes cast.

Proxy voting shall not be permitted.

### 7.5 Order of Business

The order of business for the Annual General Meeting shall include, at a minimum:

- a) confirmation of quorum;
- b) approval of the agenda;
- c) consideration of the minutes of the previous Annual General Meeting;
- d) reports of the Board and management;
- e) presentation of the financial statements;
- f) appointment of auditors
- g) election of Directors, as applicable; and
- h) such other business as may properly come before the meeting.

### 7.6 Participation by Electronic Means

Meetings of the Members may be held in whole or in part by electronic means, provided that all participants are able to communicate adequately with each other during the meeting.

Members participating by electronic means shall be deemed to be present at the meeting for the purposes of quorum and voting.

## **ARTICLE 8 — Meetings of the Board**

### 8.1 Board Meetings — Frequency and Schedule

The Board shall hold regular meetings a minimum of six (6) times annually, in addition to the Annual General Meeting.

## 8.2 Special Meetings of the Board

Special meetings of the Board may be convened by:

- a) the Chair;
- b) one-third (1/3) of the Directors; or

Any written request for a Special Meeting of the Board shall be acted upon within thirty (30) days of receipt.

## 8.3 Notice of Board Meetings

Notice of a regular meeting of the Board, together with the minutes of the previous meeting and a preliminary agenda, shall be provided to each Director not less than seven (7) days prior to the meeting.

Notice of a special meeting of the Board shall be provided to each Director not less than seven (7) days prior to the meeting and shall state the purpose of the meeting.

No business other than that stated in the notice shall be considered at a special meeting of the Board.

## 8.4 Quorum

A quorum for a meeting of the Board shall consist of a simple majority of the voting Directors then in office, provided that such quorum includes not fewer than three (3) Directors representing Community Centres through District-based representation.

No business shall be conducted at a meeting of the Board unless a quorum is present.

## 8.5 Voting at Board Meetings

Each voting Director present at a meeting of the Board shall be entitled to one (1) vote.

Except where a greater majority is required by this By-law or applicable legislation, all questions arising at a meeting of the Board shall be decided by a simple majority of the votes cast.

The Chair shall vote only in the event of a tie.

Proxy voting shall not be permitted at meetings of the Board.

## 8.6 Participation by Electronic Means

Meetings of the Board may be held in whole or in part by electronic means, provided that all Directors participating are able to communicate adequately with each other during the meeting.

A Director participating in a meeting by electronic means shall be deemed to be present for the purposes of quorum and voting.

### 8.7 Minutes

A Director, or such other person as may be designated by the Board, shall ensure that minutes of all meetings of the Board are recorded and maintained.

Minutes of meetings of the Board shall be made available to Directors and shall be approved in accordance with procedures established by the Board.

### 8.8 Delegations

Delegations wishing to be placed on the agenda of a regular meeting of the Board must request approval in writing from the Executive Committee no later than 14 days prior to the meeting date. Should a delegation request to appear before the board be denied, reasons for denying the request will be provided in writing to the delegation.

### 8.9 In Camera Sessions

The Board may move into an in camera session to discuss matters requiring confidentiality under this By-Law, Board policies, contractual obligations, or applicable legislation.

Only Directors and individuals invited by the Board may remain for in camera discussions.

Decisions arising from an in camera session may be recorded in the minutes at the discretion of the Board.

## **ARTICLE 9 — Committees**

### 9.1 Establishment of Committees

The Board may establish such standing committees, District Committees, and other committees or sub-committees as it considers necessary to support the work of the Council and the Board.

Committees are established to provide advice, recommendations, and support to the Board and shall exercise only such authority as may be delegated to them by the Board in accordance with this By-law.

The purpose, composition, responsibilities, authority, reporting requirements, and operating procedures of each committee or sub-committee shall be set out in a Terms of Reference approved by the Board.

All committees and sub-committees are advisory in nature unless expressly delegated authority by the Board through a Terms of Reference in accordance with this By-law.

All Standing or Ad-Hoc Committees shall be chaired by the Board Chair or one of the two Vice-Chairs. Members of the Committee may be appointed from the community at large.

In addition to the Executive Committee, Audit and Finance Committee and District Committees, the Board may establish standing committees, ad hoc committees, or sub-committees to address specific functions, issues, or areas of work of the Council.

Committees and sub-committees may be established on a temporary or ongoing basis and may include Directors, staff, volunteers, or other individuals with relevant knowledge or expertise, whether or not such individuals are Directors of the Council.

## 9.2 Standing Committees

The standing committees of the Council are:

- Executive Committee, composed of the Executive Officers of the Council and the Executive Director;
- Audit and Finance Committee, and
- District Committees.

## ARTICLE 10 — Executive Director and Staff

### 10.1 Executive Director

The Board shall appoint an Executive Director to manage the day-to-day affairs of the Council.

The Executive Director shall be the chief administrative officer of the Council and shall be responsible for the overall administration and operation of the Council, subject to the authority of the Board and in accordance with this By-law, Board-approved policies, and applicable legislation.

The Executive Director shall report directly to the Board and shall be accountable to the Board for the performance of their duties.

The Executive Director shall attend meetings of the Board in an ex-officio, non-voting capacity, unless otherwise determined by the Board.

### 10.2 Authority and Responsibilities of the Executive Director

The Executive Director shall have authority over, and be responsible for, the day-to-day management and operation of the Council, subject to the direction and oversight of the Board.

Without limiting the generality of the foregoing, the Executive Director shall be responsible for:

- a) implementing the strategic direction, policies, and decisions approved by the Board;
- b) managing the programs, services, and operations of the Council;
- c) hiring, supervising, evaluating, and, where necessary, terminating staff and contractors, in accordance with Board-approved policies and applicable legislation;
- d) managing the financial affairs of the Council within Board-approved budgets, policies, and delegated authorities; and
- e) providing the Board with such information, reports, and advice as are necessary to support the Board in fulfilling its governance and fiduciary responsibilities.

### 10.3 Staff

All staff of the Council shall be hired, supervised, and directed by the Executive Director in accordance with Board-approved policies and applicable legislation.

Staff are responsible for the delivery of the Council's programs, services, and operations and shall report to the Executive Director or such other person as may be designated by the Executive Director.

Staff shall not be members of the Board and shall not exercise governance authority, except where expressly authorized by the Board in accordance with this By-law.

## **ARTICLE 11 — Financial Administration**

### 11.1 Fiscal Year

Unless otherwise determined by resolution of the Board, the fiscal year of the Council shall end on the 31st day of December of each year.

### 11.2 Financial Oversight

The Board of Directors shall be responsible for the financial oversight of the Council and shall administer the funds and financial affairs of the Council in accordance with this By-law and applicable legislation.

### 11.3 Annual Budget

An annual budget shall be prepared for each fiscal year and submitted to the Board for approval in advance of the Annual General Meeting, and in any event no later than such timeframe as the Board may determine by resolution, provided that the timing is consistent with applicable legislative requirements.

### 11.4 Membership Fees

Each Member shall be assessed an annual membership fee in an amount determined from time to time in accordance with this By-law and/or Board-approved policy, and such fees shall be applied toward the operating expenses of the Council.

### 11.5 Fundraising Under the Council's Auspices

All funds raised by, on behalf of, or under the auspices of the Council shall require prior approval of the Board of Directors, in accordance with Board-approved policies.

### 11.6 Banking and Custody of Funds

All funds and securities of the Council shall be deposited or held in a recognized financial institution selected by the Board.

### 11.7 Signing Authority

All contracts, cheques, and other instruments requiring execution on behalf of the Council shall be signed in accordance with signing authorities approved by resolution of the Board and shall require a minimum of two (2) authorized signatures.

### 11.8 Financial Records and Reporting

The Council shall maintain accurate financial records. Financial statements shall be presented to the Members at the Annual General Meeting.

The books and records of the Council shall be made available for inspection by Members upon reasonable notice to the Board, in accordance with applicable legislation and Board-approved policies.

### 11.9 Auditor or Independent Reviewer

An auditor, Chartered Professional Accountant (CPA), shall be appointed by the Members at the Annual General Meeting. The report of the auditor or independent reviewer shall be presented to the Members at the Annual General Meeting.

## **ARTICLE 12 — Conflict of Interest and Code of Conduct**

### 12.1 Conflict of Interest

A Director who has a direct or indirect interest in a contract, transaction, or matter under consideration by the Board shall disclose the conflict of interest as soon as it becomes known.

The Director shall refrain from participating in discussion or voting on the matter in which the conflict exists, except as permitted by applicable legislation.

All declared conflicts of interest shall be recorded in the minutes of the meeting at which the disclosure is made.

### 12.2 Code of Conduct

Directors shall act honestly, in good faith, and in the best interests of the Council, and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors shall maintain the confidentiality of information received in the course of their duties and shall not disclose such information except as authorized by the Board or required by law.

The Board may adopt policies or codes of conduct to further articulate standards of conduct consistent with this By-law.

## **ARTICLE 13 — General Provisions**

### **13.1 Indemnification and Insurance**

The Council shall indemnify its Directors and Officers, and any other person who has undertaken or is about to undertake any liability on behalf of the Council, against all costs, charges, and expenses reasonably incurred in connection with any action, suit, or proceeding arising from the execution of their duties on behalf of the Council, provided that such persons acted honestly and in good faith with a view to the best interests of the Council.

This indemnification shall not apply to acts or omissions arising from fraud, dishonesty, or willful neglect or misconduct.

The Council may obtain and maintain insurance for the benefit of any such person against any liability incurred in the performance of their duties, to the extent permitted by law.

### **13.2 Amendments to the By-Law**

This Governance By-Law may be amended, repealed, or replaced only by resolution of the Members at an Annual General Meeting or Special Meeting of Members, provided that notice of the proposed amendment has been given in accordance with this By-law.

Any amendment to this Governance By-Law shall require approval by not less than two-thirds (2/3) of the votes cast, unless otherwise required by applicable legislation.

### **13.3 Resolutions**

Except as otherwise provided in this By-law or required by applicable legislation, all resolutions of the Members, the Board, and any committee of the Council shall be decided by a majority of the votes cast.

### **13.4 Dissolution**

In the event of the dissolution of the Council, and after satisfaction of all debts and liabilities, any remaining assets shall be transferred to the City of Winnipeg in accordance with the funding agreements then in existence and applicable legislation.

No portion of the assets of the Council shall be distributed to any Member.

### **13.5 Meeting Procedures**

Meetings shall be conducted in accordance with sound corporate practices.

### **13.6. Compliance and Interpretation**

This By-law shall be interpreted in accordance with applicable legislation.

In the event of any conflict between this By-law and applicable legislation, the legislation shall prevail.