

General By-law No. 1
being the General By-laws of

Southland Park Residents Association Inc.
(hereinafter called the "**Corporation**").

Article I
Purpose and Objectives

1.01 The purpose and objectives of the Corporation shall be as set forth in the Articles of Incorporation.

Article II
Registered Office

2.01 Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Winnipeg, in Manitoba, and at such place therein as the Directors may from time to time decide.

Article III
Members of the Corporation

3.01 The following persons shall be members of the Corporation: Residents of Southland Park who have paid their annual fees within the past 12 months. A household is considered as one member and is entitled to one vote.

3.02 Memberships to the Corporation are not transferable, and lapse and cease to exist upon the death, resignation or expulsion of a Member.

Article IV
Directors

4.01 **Number and Quorum:** Subject to any Resolution changing the number of Directors, the Board of Directors shall consist of a minimum of four (4) individuals. A majority of the number of Directors actually appointed from time to time shall constitute a quorum.

4.02 **Election:** Directors shall be elected by the Members at the Annual Meeting of the Members on a show of hands, unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. Positions will be held for 3 years unless a member resigns.

4.03 (a) Directors' meetings may be held at any place within or without Manitoba as the Directors may from time to time determine. A meeting of Directors may be convened by the President or Secretary, or, any two (2) Directors. Notice of such meeting shall be delivered, mailed, faxed, emailed or telephoned to each Director not less than two (2) days (exclusive of the day on which the notice is delivered, mailed, faxed, emailed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that a meeting of the Board of Directors may be held at any time without formal notice if all the Directors are present or

those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. Directors and committees of Directors may hold meetings by conference telephone or similar device in accordance with the provisions of the section 4.06;

- (b) Notice of any Directors' meeting need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other By-law of the Corporation;
- (c) The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

4.04 **Quorum** - A majority of the Directors and Members at Large shall form a quorum for the transaction of business.

4.05 **Voting** - Questions arising at any meeting of Directors shall be decided by a majority of votes.

4.06 **Telephone/Electronic** - If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the Board and of committees of the Board.

Article V

Directors Interested in Other Organizations

5.01 No Director shall be disqualified from her/his office by reason of the fact that she/he is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Corporation, whether as vendor, purchaser or by reason of being a Member of any partnership, firm or corporation, or otherwise, nor shall any such contract or arrangement be voided nor shall any Director interested in such contract or arrangement be liable to the Corporation for any profit realized by any such contract or arrangement by reason of her/his holding office as a Director, provided only that such Director shall make disclosure of the nature and extent of her/his interest and comply with the provisions of the Act.

5.02 In the event the Directors of the Corporation are connected with other corporations, firms or associations with which from time to time the Corporation may have business dealings, no contract or other transactions between the Corporation or any corporation, firm or association whose stock is held in common interest or otherwise shall be affected merely by the fact that the Directors are interested in or are directors or officers of such corporation, firm or association.

Article VI Remuneration of Directors

6.01 The Directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full-time or part time) may be paid remuneration with respect to the services performed by her/him as an employee

Article VII For Protection of Directors, Officers and Others

7.01 **Limitation of Liability** - No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage 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 for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on her/his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her/his office or in relation thereof, unless the same are occasioned by her/his own willful neglect or default, provided that nothing herein shall relieve any Director or officer of any liability imposed upon her/him by the Act.

7.02 **Indemnity** - Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of another corporation of which the Corporation is or was a shareholder or creditor, and her/his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her/him in respect of any civil, criminal or administrative action or proceeding to which she/he is made a party by reason of being or having been a Director or officer of such corporation or another corporation, if

- (a) she/he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she/he has reasonable grounds for believing that her/his conduct was lawful.

7.03 The Corporation shall, with the approval of a court, indemnify any person referred to in section 7.02 in respect of an action by or on behalf of the Corporation or another corporation to procure judgment in its favour, to which she/he is made a party by reason of being or having been a Director or an officer of the Corporation or another corporation against all costs, charges and expenses reasonably incurred by her/him in connection with such action if she/he acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she/he had reasonable grounds for believing that her/his conduct was lawful.

7.04 In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in section 7.02 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which she/he is made a party by reason of being or having been a Director or officer of the Corporation or another corporation against all costs, charges and expenses reasonably incurred by her/him in respect of such action or proceedings.

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

Article VIII Officers

8.01 **Officers:** The Officers of the Corporation shall be the President and such other Officers as the Board of Directors may from time to time decide. All Officers so appointed shall have such powers and perform such duties as are usually imposed upon Officers of corporations and such as may be delegated to them respectively by the Board or required by law. The Board may delegate all or any of the powers of any Officer to any other Officer or Director. Other agents and employees also may be appointed and their duties assigned and compensation fixed by the Board. The term of office of the Officers shall not expire by reason only of the election of a new Board of Directors or the failure to appoint any Officer at the proper time. The Board of Directors may remove, at any time, with or without cause, any Officer of the Corporation. Any two (2) offices may be held by the same individual, except that of President and Vice-President. The President and the other Officers may but need not be members of the Board of Directors.

8.02 **Salaries and Contracts:** The Board shall have power to fix the remuneration to be paid to Officers for their services to the Corporation. The Board may also award special remuneration or indemnity to any Officer of the Corporation undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of such Officer of the Corporation.

8.03 **Indemnity of Officers:** Each Officer of the Corporation and each former Officer of the Corporation and each person who acts and/or has acted at the Corporation's request as an Officer of a body corporate of which the Corporation is or was a shareholder or creditor and her/his heirs and legal representatives shall be indemnified against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by her/him in respect of any civil, criminal or administrative action or procedure to which she/he is made a party by reason of being or having been an Officer of the Corporation or such body corporate to the extent provided for in section 119 of the Act.

8.04 Until new officers are elected or appointed following the election of a new Board of Directors, the then incumbents shall continue to hold office until the new officers are elected or appointed. The Directors may remove any Officer at will.

8.05 In the case of the absence of any Officer, or for any other reason that the Directors may deem sufficient, the Directors may by Resolution delegate any and all of the powers and responsibilities of such an Officer to any other Officer or Officers. The Directors may also delegate any further duties to an Officer in addition to the specific duties set out below.

8.06 **President** - The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of Directors and of Members, and, shall have the general and active management of the business and affairs of the Corporation.

8.07 **Vice-President** - A Vice-President shall assist the President in the performance of her/his duties and shall perform such other duties as the Directors may assign to her/him. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

8.08 **Secretary** - The Secretary shall attend all meetings of Directors and of Members and shall record all votes and minutes of such meetings in the minute book. The Secretary shall give or cause to be given notice of all such meetings.

8.09 **Treasurer** – The Treasurer shall have care of the financial records of the Corporation and shall be primarily responsible for maintaining the accounts of the Corporation.

8.10 **Members at Large**- The Members at Large shall attend all meetings of Directors and of Members. They shall perform such duties as assigned to them by the Corporation.

Article IX Appointment of a General Manager or Executive Director

9.01 The Board of Directors may from time to time appoint a General Manager or Executive Director, who may but need not be one of the Directors of the Corporation, and may delegate to her/him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by the Act or the Articles must be transacted or performed by the Board of Directors or by the Members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to her/him any less powers. If and so long as the General Manager or Executive Director is a Director, she/he may but need not be known as the Managing Director. A General Manager shall conform to all lawful orders given to her/him by the Board of Directors of the Corporation. A General Manager shall at all reasonable times give to the Directors or any of them all information they require regarding the affairs of the Corporation.

9.02 In addition to the powers set out in section 9.01 the Directors may appoint from their number a Managing Director or committee of Directors in accordance with the Act.

Article X Meeting of Members

10.01 **Annual Meeting** - Subject to the Act and the Articles, the annual meeting of the Members shall be held at such place in Manitoba on such day in each year as the

Board of Directors may from time to time determine or outside Manitoba if all the Members entitled to vote at the meeting so agree. Under special circumstances, such as when public orders advise against gatherings, an AGM may be postponed or cancelled.

10.02 **Special Meetings** - Meetings of the Members other than the annual meeting, may be convened by order of the President or the Secretary or by the Board at any time and/or any place. One third of the Directors may, without resolution of the Directors, convene a special general meeting. In addition, twenty-five (25%) per cent of the full membership of the Corporation may convene a special general meeting in the same manner as near as possible as that by which meetings may be convened by the Directors.

10.03 **Notices**

A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, either personally or by sending such notice to each Member entitled to vote at such meeting through the post, in a prepaid wrapper or letter, at least fifteen days (15) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such Member known to the Secretary; provided always that a meeting of Members may be held for any purpose at any time and at any place without notice if all the Members entitled to notice of such meeting are present in person at the meeting or if the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

- (a) Where the provisions of this By-law as to notice have been duly observed, the non-receipt of any notice by any Member or Director shall not invalidate any proceedings or transaction at any meeting or otherwise.
- (b) Any Member or Director may at any time waive any notice required to be given under these By-laws.

10.04 **Omission of Notice** - The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting.

10.05 **Adjournment** - The Chairman may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.06 At every meeting of Members, the chair shall be taken by the President, if present, or in her/his absence, by a Vice-President, or if absent, a Chairman shall be elected by the Members present. A quorum at any meeting of members shall be 15 members good standing, who are in attendance. Directors may appoint a President of Assembly to arbitrate any meeting.

10.07 The voting at general or special meetings of Members shall be by a show of hands. In the case of equality of votes, the Chairman shall have a second/casting vote.

**Article XI
Execution of Instruments**

11.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President and Secretary together and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**Article XII
Fiscal Year**

12.01 The fiscal year of the Corporation shall be determined by the Directors.

**Article XIII
Miscellaneous**

13.01 A person ceasing to be a Member in the Corporation shall have no further rights therein. The interest of a Member of the Corporation shall not be transferable.

13.02 A resolution or By-law signed by all of the Directors shall be as valid and effective as if passed at a meeting of Directors duly called, constituted and held.

**Article XIV
Code of Ethics**

14.01 The Board of Directors may from time to time adopt, repeal, amend or vary codes of ethics and policies to be followed by Members. Any such codes of ethics and policies or variations or repeal thereof shall be submitted to the Members for approval and upon approval by a majority of Members shall be binding on all Members. A breach by a Member or a representative of a Member of any such codes of ethics or policies may be grounds for losing membership in the Corporation and this shall be in addition to the general provisions of these By-laws respecting the loss of membership.

**Article XV
Motions, Amendments and Invalidity**

15.01 **Amendment** - The By-laws of the Corporation may be repealed or amended by a majority vote of the Directors confirmed by a two-thirds vote of the Members of a meeting duly called for that purpose or at the annual general meeting. Amendments to By-laws must be submitted in writing at least 14 days before an Annual Meeting and seconded by a member in good standing.

15.02 **Invalidity** - If any provision of these By-laws shall be contrary to the express provisions of the Act, or the Articles, such provision of the By-law shall be read subject to such provisions of the Act or Articles as the case may be, but except as aforesaid, the said provisions of the By-law shall be valid and binding.

15.03 **Motions** – Motions will be considered at Annual or Special Meetings and may be accepted subject to a majority vote of members in good standing in attendance.

Motions must be submitted to the Secretary in writing at least 14 days before a Meeting and seconded by a member in good standing. Motions can also be proposed at an Annual or Special Meeting, provided that 80% of members in good standing who are in attendance agree to this.

Article XVI Interpretation

16.01 In these By-laws or any other By-law, special resolution or resolution, unless the context otherwise clearly requires:

- (a) "the Act" means The Corporations Act, RSM 1987, c. C225, or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
- (b) "person" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
- (c) when any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force;

16.02 Where these By-laws deal with any matter or thing which normally may be dealt with by the Directors or Members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the Directors or Members.

16.03 The Articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these By-laws nor are intended to affect their interpretation.

Enacted by the Board the 23rd day of August 2021.

President, Michelle Friesen

Secretary, Adriana Suver

General By-law No. 2
being the General Borrowing By-law of
Southland Park Residents Association Inc. (hereinafter called the "**Corporation**")

1. The Directors may, without authorization of the Members:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt or obligation of the Corporation; and

2. The words "debt obligation" and security interest" shall have the same meaning as set out in The Corporations Act, S.M. 1976, c. 40, as amended.

3. The Directors may from time to time by resolution delegate to a Managing Director, a committee of Directors, or one (1) or more Officers all or any of the powers conferred on the Directors in paragraph 1 of this By-law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the Directors.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its Directors or Officers independently of this By-law and in particular, are in addition to those given by section 183 of The Corporations Act.

Enacted by the Board the 23rd day of August 2021.

President, Michelle Friesen

Secretary, Adriana Suver

