

**THE CANADIAN FOSSIL DISCOVERY CENTRE**

**BY-LAW NO. 1**

**GENERAL BY-LAW**

Approved by the Board: August 12, 2021

Adopted: November 25, 2021

The Canadian Fossil Discovery Centre

By-Law No. 1

GENERAL BY-LAW

BE IT AND IT IS HEREBY ENACTED as a By-Law of The Canadian Fossil Discovery Centre, hereinafter called the "Corporation" as follows:

**ARTICLE 1**

INTERPRETATION

1.01 DEFINITIONS: In this and all other By-Laws of the Corporation:

- (a) "Act" shall mean The Manitoba Corporation Act, as amended from time to time, being Chapter M270 in the continuing consolidation of the Statutes of Manitoba, or any Act that may hereafter be substituted therefore;
- (b) "Board" shall mean the Board of Directors of the Corporation;
- (c) "Corporations Act" shall mean 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;
- (d) "Director" shall mean a member of the Board; and
- (e) "Member" shall mean a person having rights in the Corporation through a membership interest in good standing, in accordance with the Act and By-Laws of the Corporation.

1.02 GENDER: In this By-Law, unless the context otherwise requires, references to the masculine or feminine gender shall include the neuter.

**ARTICLE II**

MEMBERSHIP

2.01 CLASSIFICATION OF MEMBERSHIPS: There shall be the following classes of Members in the Corporation, the conditions and privileges of which, except as hereinafter provided, shall be determined from time to time by the Board:

- (a) Members; and
- (b) Honorary Lifetime Members

2.02 MEMBERS: Members shall consist of those individuals whose application for membership has been accepted or otherwise approved by the Corporation and/or its delegates.

2.03 HONORARY LIFETIME MEMBERS: The Board may choose to convey special recognition to an individual by appointing them to the position of Honorary Lifetime Member. Honorary Lifetime Members have the same rights, privileges, and obligations as regular Members.

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- 2.04 VOTING PRIVILEGES: Each Member shall be entitled to one (1) vote at all meetings of Members. Such vote to be exercised by a person eighteen (18) years of age or older, designated in a manner determined by the Board from time to time.
- 2.05 MEMBERSHIP FEES: The Board shall from time to time fix annual dues payable by its Members, which may vary between classes and categories of Members, and may for such purpose establish different membership categories within the fore noted membership classes.
- 2.06 TERMINATION OF MEMBERSHIP: The Board may, in its sole and absolute discretion:
- (a) refuse the renewal of any Member's membership in the Corporation when the term of such membership has expired; and
  - (b) cancel the membership of any Member at any time. Any Member may resign from membership in the Corporation at any time upon notice in writing to the Corporation.

### **ARTICLE III**

#### MEETINGS OF MEMBERS

- 3.01 ANNUAL MEETING: The annual meeting of Members shall be held during the month of April in each year or at such later date as the Board may decide, at such place and on such date therein as may be designated by the Board from time to time for the purposes of:
- (a) receiving the report of the Chairperson, Treasurer, and of the auditor or auditors, and such other reports as the Board may indicate.
  - (b) electing Directors;
  - (c) appointing auditors; and
  - (d) transacting such other business as may properly be brought before the meeting.
- 3.02 SPECIAL GENERAL MEETINGS: The Board shall have power to call a special general meeting of the Members at any time. A special general meeting shall also be called by the Board or the Chairperson upon written request of not less than twenty-five (25) percent of voting Members. At any special meeting convened by such request of members, no business shall be transacted other than that specified in the request.
- 3.03 NOTICE FOR NOMINATIONS: Notice calling for nominations of Members for election to the Board shall be in writing and shall be mailed or emailed to each Member at his/her last known address or email address, as the case may be, at least forty (40) clear days prior to the date fixed for the holding of the annual meeting or of any special general meeting of Members at which Directors are to be elected. The Notice shall indicate the date of the annual or special general meeting of Members and shall invite Members to submit to the Secretary nominations of Members for election to the Board no less than thirty (30) clear days prior to the date fixed for the holding of the annual meeting or of any special general meeting of Members.
- 3.04 NOTICE OF MOTIONS: Any Member wishing to introduce a motion at the annual meeting or any special general meeting of Members shall submit notice of the motion in writing to the Secretary at least fourteen (14) clear days prior to the date of the annual or special general meeting, which notice shall contain full particulars of the text of the motion.

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- 3.05 NOTICE OF MEETINGS: Notices of the annual meeting or any special general meeting of the Members shall be in writing and shall be mailed or emailed to each Member at his/her last known address or email address, as the case may be, at least twenty-one (21) clear days prior to the date fixed for the holding of the meeting, and such notice shall indicate the place and time of the meeting and the nature of the business to be transacted thereat.
- 3.06 ATTENDANCE AND VOTING: Any person can attend the meeting but only Members in good standing shall be those entitled to vote thereat.
- No Members shall be entitled to vote by proxy. Subject to the foregoing, each Member shall be entitled to one (1) vote.
- 3.07 CONDUCT OF MEETING: The conduct of meetings of the Members shall be in accordance with the rules set forth in the "Modern Edition of Robert's Rules of Order". In the event of a conflict between the By-Laws of the Corporation and the rules set forth in the "Modern Edition of Robert's Rules of Order", the provisions of the By-Laws shall govern.
- 3.08 QUORUM: Any ten (10) Members present in person, and each entitled to vote thereat shall constitute a quorum for the transaction of business at any annual or special general meeting of Members.
- 3.09 VOTING: At all meetings of Members every question shall, unless otherwise required by the By-Laws of the Corporation or by law, be decided by the majority of the votes duly cast on the question.
- 3.10 ELECTION OF BOARD: Should more Members be nominated than required to fill the vacancies on the Board, a secret ballot shall be taken, to be conducted by scrutineers appointed by the chairperson of the meeting. The scrutineers shall report to the chairperson on the result of the ballot, naming those Members who have received the highest votes up to the number required to fill in the vacancies, whereupon the chairperson shall declare such Members elected. If after the secret ballot there is a tie for the Member to be elected to the Board with the fewest votes, the chairperson shall be entitled to a second or casting vote. Where there are not more nominations than required to fill the vacancies on the Board, the chairperson shall declare the slate of nominees elected.
- 3.11 PROCEDURE FOR VOTING: Except as otherwise provided herein, every question, other than the election of Directors, shall be decided in the first instance by a show of hands. After a show of hands, the chairperson of the meeting may require, or any Member entitled to vote, may demand a poll. Unless a poll be so required or demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the proceedings at the meeting, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 3.12 POLL: If a poll be required by a chairperson of the meeting or be duly demanded by any Member present in person and entitled to vote thereat and the demand be not withdrawn, a poll on the question shall be taken in such manner as the chairperson of the meeting shall direct. Upon a poll, each Member who is present in person shall be entitled to one (1) vote and the result of the poll shall be the decision of the Corporation in any annual or special general meeting of Members, as the case may be, on the question.
- 3.13 CASTING VOTE OF CHAIRPERSON: In the case of an equality of votes at any annual or special general meeting of Members either upon a show of hands, secret ballot or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

## **ARTICLE IV**

### MINUTES OF MEETINGS

- 4.01 INSPECTION BY MEMBERS: Copies of all minutes of meetings of the Board shall, upon their adoption, be kept at the general office of the Corporation and shall be available for inspection within five (5) working days of request by any Member to the Executive Director during normal business hours.

## **ARTICLE V**

### BOARD OF DIRECTORS

- 5.01 NUMBER: The affairs of the Corporation shall be managed and administered by a Board consisting of a maximum of twelve (12) members, and a minimum of seven (7), including officers.
- 5.02 DUTIES OF THE BOARD OF DIRECTORS: The Directors shall be responsible to the membership for the formulation of policy and the management of the affairs of the Corporation. The Directors shall determine all such policy of the Association as is not by this By-Law required to be exercised by the Corporation in general meetings, subject, nevertheless, to any provisions of this By-Law, and to such rules or other directions not inconsistent with such By-Laws or provisions as may be prescribed by the Corporation in general meetings; but no By-Law and no rule or other direction made by the Corporation in general meetings, shall invalidate any prior act of the Directors which would have been valid if such a By-Law, rule or other direction had not been made.
- 5.03 ELECTION AND TERM OF OFFICE: Directors to be elected by the Members as required by the Act shall be elected at the annual meeting of Members. Election or Appointment of individuals to the Board will be guided by the principle that the Board composition should reflect the diversity of the population. Each such Director elected:
- (a) shall be elected to a term of two (2) years, with a view to staggering the terms of the Directors to ensure continuity on the Board; and
  - (b) may be re-elected for further terms, though no Director may serve more than four (4) consecutive two-year terms on the Board. Any Director serving four (4) consecutive terms on the Board will be ineligible to be appointed or have their name stand for election on the Board for a minimum of two (2) years following completion of their last directorship.
- 5.04 BOARD VACANCIES: The Board may temporarily appoint Directors, as the need arises to fill vacancies or if deemed appropriate. These appointments will be valid until the next annual meeting.
- 5.05 QUALIFICATIONS: Each Director must be qualified to be a Director in accordance with the By-Laws and be eligible for membership in the Corporation. Each Director must be eighteen (18) years old and support the goals and objectives of the Corporation.
- 5.06 VACATION OF OFFICE: The office of an elected Director shall be deemed to be vacated:
- (a) if by notice in writing to the Chairperson or the Secretary of the Corporation he/she resigns his/her office;
  - (b) if he/she absents himself/herself from three or more consecutive meetings of the Board, unless such absence is excused by the Board;
  - (c) if he/she is found by a court to be of unsound mind; or

- (d) if he/she is removed by a three-quarters majority vote by other Directors of the Corporation. In this case, the Director so removed shall vacate office forthwith upon the passing of resolution for his/her removal.
- 5.07 QUORUM: A quorum for the transaction of business at any meeting of the Board shall be a majority and not less than four (4) Directors personally present or, with the consent of the Directors who are personally present, such quorum shall be four (4) Directors either personally present or present by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other.
- 5.08 NOTICE OF MEETING: Meetings dates of the Board are typically scheduled to be held during the evening of the second Thursday of the month. If quorum for any meeting date is unable to be established, the date can be changed at the request of the Chairperson or of the Vice-Chairperson or of any two (2) Directors, and the Secretary shall call meetings when so directed or authorized. Notice of every meeting so called shall be given to each Director in writing not less than three (3) days before the time when the meeting is to be held, save that no notice of meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- 5.09 MEETINGS: Meetings of the Board shall normally be held bi-monthly, though not less than six (6) times a year. Additional meetings can be scheduled at the request of the Chairperson, Vice-Chairperson, or of any two (2) Directors as the need arises.
- 5.10 CONDUCT OF MEETING: The conduct of meetings of the Directors shall be in accordance with the rules set forth in the "Modern Edition of Robert's Rules of Order". In the event of a conflict between the By-Laws of the Corporation and the rules set forth in the "Modern Edition of Robert's Rules of Order", the provisions of the By-Laws shall govern.
- 5.11 VOTING: Questions arising at any meeting of the Board shall be decided by a majority of votes cast by Directors present at the meeting.
- 5.12 DELEGATION OF POWERS: The Board shall manage and administer the affairs of the Corporation in all things, but without lessening its own responsibility it may, for convenience, distribute the duties amongst committees, and such committees shall at all times be governed by such powers as may be assigned to them by this By-Law and by the Board by resolution duly passed. In the case of the absence of any Officer at a meeting of the Board or for any reason that the Board may deem sufficient, the Board may delegate the powers, duties and obligations of such Officer to any other Officer or to any Director, provided that a majority of the Board concurs.
- 5.13 REMUNERATION OF DIRECTORS: 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.
- 5.14 CONTINGENCIES: In the event that there are less than seven (7) Directors on the Board, a special general meeting will be called by the Executive Director to nominate and elect new Directors to bring the Board to or above seven (7) Directors.

## **ARTICLE VI**

### OFFICERS

- 6.01 OFFICERS: The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Secretary and Treasurer positions can be combined if the need arises.
- 6.02 ELECTION OF OFFICERS: At the first meeting of the Board after each annual meeting, the Board shall elect from amongst the Directors a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Incumbent Officers remaining on the Board shall hold office until their successors are elected. Any officer vacancies that arise between annual meetings shall be filled by the Board by election from among the Directors.
- 6.03 REMOVAL FROM OFFICE: The Board may remove any Officer by a vote of three-quarters of the Directors present at a duly called and constituted meeting of the Board.
- 6.04 CHAIRPERSON: The Chairperson shall, when present, preside at all meetings of the Members and of the Board. He/she shall be entitled to vote thereat as a Member or Director, as the case may be. He/she shall be an ex-officio voting member of all committees, and shall have general supervision of the affairs of the Corporation and shall do and perform all acts pertaining to the office of the Chairperson.
- 6.05 VICE-CHAIRPERSON: The Vice-Chairperson shall preside during the absence or inability to act of the Chairperson, whereby the Chairperson duties may be performed and his/her powers may be exercised by the Vice-Chairperson. The Vice-Chairperson shall also perform such duties and exercise such powers as the Chairperson may from time to time delegate to him/her or the Board may prescribe.
- 6.06 SECRETARY: The Secretary shall be ex-officio Secretary of the Corporation, the Board hereinafter referred to, and shall oversee:
- (a) the giving of all notices required to be given to the Members, and the Directors;
  - (b) the maintenance of proper records of the proceedings and of all resolutions and decisions at meetings of Members, and the Board; and
  - (c) the custody of all books, papers, and records belonging to the Corporation other than those of the Treasurer, and he/she shall perform such other duties as may from time to time be prescribed by the Board.
- 6.07 TREASURER: The Treasurer shall oversee:
- (a) the keeping of full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
  - (b) the depositing of all moneys in the name and to the credit of the Corporation in such bank, credit union or financial agency as may from time to time be designated by the Board;
  - (c) the safekeeping of securities;
  - (d) the disbursement of the funds of the Corporation; and
  - (e) the administration of the investments of the Corporation, and he/she shall render to the Board, at the meetings thereof, or whenever required of him/her, an account of all transactions and of the financial position of the Corporation, and he/she shall perform such other duties as may from time to time be prescribed by the Board.

## **ARTICLE VII**

### EXECUTIVE DIRECTOR

- 7.01 APPOINTMENT AND RESPONSIBILITIES: An Executive Director shall be appointed by the Board and shall hold office for such term and upon such conditions as shall be approved by the Board. The Executive Director shall be the Chief Executive Officer of the Corporation and shall be responsible to the Board, reporting through the Chairperson.

It shall be the responsibility of the Executive Director to report to the Board on such measures and such developments of the Corporation's activities as he/she may consider will best serve the aims and objects of the Corporation. The Executive Director (or their designate) shall be an ex-officio, non-voting member of any standing committees, and attend meetings of the Board, unless otherwise decided by the Chairperson.

## **ARTICLE VIII**

### COMMITTEES

- 8.01 COMMITTEES: The Board shall have the power to appoint from time to time any special or standing committees which it may deem to be in the interest of the Corporation for any special purpose, and to designate the membership, objects, and powers of any such committees. Committee meetings will be held as required, though typically will be scheduled in alternating months with those of the regular meetings of the Board.
- 8.02 EXPENDITURES BY COMMITTEES: No committee shall have any authority to incur any debt or undertake the expenditure of money without the approval of the Board.
- 8.03 TERMS OF REFERENCE: In addition to the objects and powers of the committees of the Board outlined within this Article, the Board shall establish terms of reference for its committees and review and amend the terms of reference from time to time as it may see fit.

## **ARTICLE IX**

### EXECUTION OF CONTRACTS, ETC.

- 9.01 EXECUTION OF INSTRUMENTS: Contracts, documents, or instruments in writing requiring the signature of the Corporation must be signed by the Executive Director and the Chairperson, or their designate, and all contracts, documents, or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers or any 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.
- 9.02 SEAL: 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 by the Board.
- 9.03 DEFINITION: The term "contracts, 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, warrants, and bonds.



## **ARTICLE X**

### PROTECTION OF OFFICERS, DIRECTORS AND OTHERS

10.01 PROTECTION OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS: No Officer, Director, or member of any committee of the Board shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer, or member of any committee, 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 Members for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his/her respective office or in relation thereto, unless the same shall happen by or through his/her failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

10.02 INDEMNITY OF OFFICERS, DIRECTORS AND OTHERS: Subject to section 119 of the Corporations Act, 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, Officer, or member of any committee of the Board, a former Director, Officer, or member of any committee of the Board, and his/her 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 him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director, Officer, or member of a committee of the Board, if:

- (a) he/she 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, he/she had reasonable grounds for believing that his/her conduct was lawful.

## **ARTICLE XI**

### BORROWING BY THE CORPORATION

11.01 The Board may pass a resolution and thereby be authorized from time to time to:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell, or pledge securities of the Corporation;
- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including bank debts and unpaid calls, rights, powers, franchises, and undertakings to secure any securities or any money borrowed or other debts or any other obligation or liability of the Corporation; and
- (d) guarantee the repayment of the debts, obligations, and liabilities of any other Corporation.

11.02 The Board may from time to time by resolution delegate to the Chairperson and the Secretary or to any two (2) officers of the Corporation (including the Chairperson or Secretary) all or any of the

powers conferred on the Directors by paragraph 1 of this By-Law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

**ARTICLE XII**

AUDITORS

12.01 At each and every annual meeting of the Members, the Members shall appoint an auditor or auditors to audit or review the books of the Corporation for the next ensuing year.

**ARTICLE XIII**

FISCAL YEAR

13.01 The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December in each year.

**ARTICLE XIV**

WAIVER OF NOTICE

14.01 Any Member, Director, member of any committee of the Board, or Officer may waive any notice required to be given under any provision of the By-Laws of the Corporation.

**ARTICLE XV**

DISSOLUTION

15.01 In the event of dissolution the Corporation shall, after the payment of all debts and liabilities, distribute or dispose of the remaining property to charitable organizations in Manitoba the objects of which are similar to those of the Corporation and are beneficial to the community and which organizations are charitable organizations within the meaning of any applicable income, succession, or estate tax legislation. All heritage artifacts (fossils) collected prior to the existence of the Heritage Resources Act of Manitoba (1985) are the property of the Canadian Fossil Discovery Centre and disposed of according to the above. All heritage artifacts collected after 1985 are the property of the Province of Manitoba and shall return to the provinces possession upon dissolution.