



THE MANITOBA MUSEUM

BY-LAW NO. 1

GENERAL BY-LAW

As approved on June 26, 2025

BE IT AND IT IS HEREBY ENACTED AS A BY-LAW of The Manitoba Museum, hereinafter called the “Museum” as follows:

ARTICLE I - INTERPRETATION

1.01 DEFINITIONS

In this and all other by-laws of the Museum:

- a) “Act” shall mean *The Manitoba Museum Act* (Manitoba), 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 Governors of the Museum;
- c) “Corporations Act” shall mean *The Corporations Act* (Manitoba), 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 therefor;
- d) “Governor” shall mean a member of the Board;
- e) “Member” shall mean a person having rights in the Museum through a membership interest in good standing, in accordance with the Act and by-laws of the Museum.
- f) “Indigenous Governors Policy” shall mean a Board policy operationalizing section 3.02 herein and as amended from time to time.
- g) “Immediate Past Chair” shall mean the person having held the position of Chair of the Board of Governors, who ended their term and was subsequently replaced by a new Chair. The Immediate Past Chair shall aid the Chair and Vice-Chair in the performance of their duties in such a manner as they may request. They shall serve as a member of the Executive Committee and shall perform such other duties and shall possess and may exercise such other powers as may from time to time be assigned to them by the Board including the appointment to the chair of the Nominating and Governance Committee. The Past Chair is not an Officer of the corporation.

ARTICLE II – MEMBERSHIP

2.01 CLASSIFICATION OF MEMBERSHIPS

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

- a) **Term Members** shall consist of those individuals, families, groups, or organizations which make application for membership in the categories and for the term prescribed by the Board and whose applications are accepted by the Museum.
- b) **Honorary Life Members** shall consist of those individuals whom the Board considers to have made such contribution to the Museum so as to entitle them to be appointed to the position of Honorary Life Member.
- c) **Lifetime Members** shall consist of those individuals or couples who make application for a non-transferable lifetime membership valid for the lifetime of the individual or last to die of the couple, as the case may be, and whose applications are accepted by the Museum.

2.02 VOTING PRIVILEGES

Each individual Member 18 years of age or older shall be entitled to one vote at all meetings of Members. Each couple, family, group, or organization which is a Member shall be entitled to one vote at all meetings of Members, such vote to be exercised by a person 18 years of age or older, designated in a manner determined by the Board from time to time.

2.03 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.

2.04 TERMINATION OF MEMBERSHIP

The Board may, in its sole and absolute discretion: (a) refuse the renewal of any Member's membership in the Museum 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 Museum at any time upon notice in writing to the Secretary of the Museum.

ARTICLE III - BOARD OF GOVERNORS

3.01 NUMBER

The affairs of the Museum shall be managed and administered by a Board consisting of such number of Governors appointed by the Lieutenant Governor in Council as required by the Act, and such number of Governors elected by the Members as required by the Act.

3.02 INDIGENOUS GOVERNORS

The Truth and Reconciliation Commission of Canada's 94 Calls to Action called on all sectors in Canada to adopt and implement the *United Nations Declaration on the Rights of Indigenous Peoples* (the "Declaration") as a framework for reconciliation, and therefore, in keeping with the fundamental principle of self-determination underpinning the Declaration, members or citizens of one or more Indigenous groups, communities, or peoples consistent with the Indigenous Governors Policy, and with priority given to members or citizens of Indigenous groups, communities, or peoples located in the Province of Manitoba, shall be Governors of the Board.

3.03 ELECTION AND TERM OF OFFICE

Governors to be elected by the Members as required by the Act shall be elected at the annual meeting of Members. Each such Governor elected:

- a) commencing with the 2007 annual meeting of Members shall hold office for a term, designated by the Board in the notice calling for nominations in accordance with Article 7.03, of one (1), two (2) or three (3) years commencing at the end of the annual meeting at which they were elected and expiring at the end of the first, second or third annual meeting after such meeting, as the case may be, and thereafter until their successor is elected, with a view to staggering the terms of the Governors;
- b) before the 2007 annual meeting of Members shall hold office for a term designated at the time of such Governor's election and thereafter until their successor is elected;
- c) may be re-elected for further terms, in one (1), two (2) or three (3) year term increments to a maximum of ~~ten-nine (109)~~ consecutive years on the Board, subject to the exception noted in subsection (d) below;
- d) if elected into the succession process with less than six (6) years remaining in the ~~ten-nine (109)~~ year maximum term limit, that person may remain as an elected Governor until the succession process of

Vice-Chair (2 years); Chair (2 years) and Past-Chair (2 years) is complete; and

- e) if a person appointed by the Lieutenant Governor in Council is elected into the succession process with less than six (6) years remaining in the ~~ten-nine~~ (109) year maximum term limit, that person may remain as an elected Governor until the succession process of Vice-Chair (2 years); Chair (2 years) and Past-Chair (2 years) is complete, by a combination of the two appointment processes provided that any years beyond the ~~ten-nine~~ (109) year maximum of the Lieutenant Governor in Council appointment is covered by being an elected Governor (and not a Governor appointed by the Lieutenant Governor in Council).

3.04 QUALIFICATIONS

Each Governor at the time of election and throughout their term of office shall be a duly enrolled Member.

3.05 VACANCIES

Vacancies among the elected Governors, however caused, may be filled by the Board from among the Members and a Governor so appointed shall hold office for the balance of the term of the Governor whose vacation of office caused the vacancy.

3.06 VACATION OF OFFICE

The office of an elected Governor shall be deemed to be vacated:

- a) If they cease to be a Member;
- b) If they are removed as a Governor in accordance with Article 3.07;
- c) If by notice in writing to the Chairperson or the Secretary of the Museum they resign their office;
- d) If they absent themselves from three (3) or more consecutive meetings of the Board, unless such absence is excused by the Board; or
- e) If they have completed ~~ten-nine~~ (109) consecutive years on the Board, except as otherwise provided for in section 3.02 of these by-laws.

3.07 REMOVAL

Elected Governors may be removed by following this procedure:

- a) The Board shall call a special general meeting of Members in accordance with Article 7.02;
- b) The Notice of the special general meeting of Members made in accordance with Article 7.05 shall include a notice of motion for the removal of one or more identified elected Governors;
- c) The elected Governors identified for removal are entitled to receive notice of and to attend and be heard regarding their proposed removal at the special general meeting of Members;
- d) The elected Governors identified for removal are entitled to submit written statements to the Museum at least fourteen (14) days before the date of a special general meeting indicating why they oppose the proposed removal. Any such statements received shall be sent by the Museum to every Member, as soon as possible, but in any event, before the date of the special general meeting;
- e) The special general meeting of Members considering the removal of elected Governors shall have quorum in accordance with Article 7.08; and
- f) A motion for the removal of one or more elected Governors shall be conducted by secret ballot and

decided by a majority of votes cast by Members present at the meeting.

- g) Appointed Governors may not be removed by the above procedure. Instead, Appointed Governors may be identified for removal by the Board upon the Board submitting a request for such removal to the Lieutenant Governor in Council, along with a Board resolution authorizing such request for removal.

3.08 QUORUM

A quorum for the transaction of business at any meeting of the Board shall be five (5) Governors personally present or, with the consent of all of the Governors who are either personally present or present by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, such quorum shall be five (5) Governors either personally present or present by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.09 NOTICE OF MEETING

Meetings of the Board shall be held from time to time at the call of the Chairperson or of the Vice-Chairperson or of any two Governors, and the Secretary shall call meetings when so directed or authorized. Notice of every meeting so called shall be given to each Governor in writing not less than three days before the time when the meeting is to be held, save that no notice of meeting shall be necessary if all the Governors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

3.10 MEETINGS

Meetings of the Board shall be held at least three times a year.

3.11 VOTING

Questions arising at any meeting of the Board shall strive to reach decision by consensus of the Governors present at the meeting. Such decision shall be treated as binding. When consensus cannot be reached, the question shall move to a majority vote. In the case of an equality of votes, the Chairperson in addition to their original vote, shall have a second or casting vote.

3.12 DELEGATION OF POWERS

The Board shall manage and administer the affairs of the Museum 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 Governor, provided that a majority of the Board concurs.

ARTICLE IV - OFFICERS

4.01 OFFICERS

The Officers of the Museum shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

4.02 ELECTION OF OFFICERS

At the first meeting of the Board after each election of Governors, the Board shall elect from amongst the Governors a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. In default of such an election, the then incumbent Officers shall hold office until their successors are elected. Vacancies occurring from time to time in such offices may be filled by the Board by election from among the Governors.

4.03 HONORARY POSITIONS

The Board may from time to time appoint individuals to non-voting, honorary positions. Honorary positions shall include such authority and such duties and obligations as the Board, in its sole and absolute discretion, may from time to time direct. The persons so appointed may, but need not, be Governors.

4.04 REMOVAL FROM OFFICE

The Board may remove at its pleasure any Officer by a vote of two-thirds of the Governors present at a duly called and constituted meeting of the Board.

4.05 CHAIRPERSON

The Chairperson shall, when present, preside at all meetings of the Members and of the Board. They shall be entitled to vote thereat as an ordinary Member or Governor, as the case may be, except that in case of a tie vote they shall have a second or casting vote. They shall be an ex-officio voting member of all committees, and shall have general supervision of the affairs of the Museum and shall do and perform all acts pertaining to the office of the Chairperson.

4.06 VICE-CHAIRPERSON

The Vice-Chairperson shall preside at all meetings of the Executive Committee and during the absence or inability to act of the Chairperson, their duties may be performed and their 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 them or the Board may prescribe.

4.07 SECRETARY

The Secretary shall be ex-officio Secretary of the Museum, the Board, and the Executive Committee hereinafter referred to, and shall oversee: (a) the giving of all notices required to be given to the Members, the Governors and the members of the Executive Committee; (b) the maintenance of proper records of the proceedings and of all resolutions and decisions at meetings of Members, the Board and the Executive Committee; (c) the custody of all books, papers and records belonging to the Museum other than those of the Treasurer, and they shall perform such other duties as may from time to time be prescribed by the Board.

4.08 TREASURER

The Treasurer shall oversee: (a) the keeping of full and accurate accounts of all receipts and disbursements of the Museum in proper books of account; (b) the depositing of all moneys in the name and to the credit of the Museum in such bank or banks as may from time to time be designated by the Board; (c) the safekeeping of securities; (d) the disbursement of the funds of the Museum; (e) the administration of the investments of the Museum, and they shall render to the Board, at the meetings thereof, or whenever required of them, an account of all transactions and of the financial position of the Museum, and they shall perform such other duties as may from time to time be prescribed by the Board.

ARTICLE V - CHIEF EXECUTIVE OFFICER (CEO)

5.01 APPOINTMENT AND RESPONSIBILITIES

A CEO 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 CEO of the Museum shall be responsible to the Board, reporting through the Chairperson.

It shall be the responsibility of the CEO to propose to the Executive Committee and to the Board such measures

and such developments of the Museum's activities as they may consider will best serve the aims and objects of the Museum. They shall be an ex-officio, non-voting member of any standing committees, a non-voting member of the Executive Committee and may attend meetings of the Board, unless otherwise decided by the Chairperson.

ARTICLE VI - COMMITTEES

6.01 EXECUTIVE COMMITTEE

a) Constitution and Powers

There shall be an Executive Committee of the Board which shall be composed of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, the immediate Past-Chairperson of the Board, provided that they remain a Governor of the Board, the Chairperson of each standing committee (if any) and the CEO as a non-voting member. The Vice-Chairperson shall be the chairperson of the Executive Committee. The Chairperson or another member of the Executive Committee shall sit as vice-chairperson, and as chairperson in the absence of the Vice-Chairperson.

The Executive Committee shall have responsibility for maintaining an overview of the activities of the Board, any standing committees and the staff of the Museum. In addition, the Executive Committee shall make recommendations to the Board on collective bargaining, by-laws, management contracts, long-range planning and other matters referred to it by the Board, or requiring action on behalf of the Board between Board meetings. The specific terms of reference for the Executive Committee shall be approved and amended from time to time as necessary by the Board.

b) Meetings

Meetings of the Executive Committee shall be held at such time and place as may be called by the Vice-Chairperson or requested by a majority of the Executive Committee. Notices of such meetings shall be in writing in adequate form and shall be given to each member of the Executive Committee not less than 24 hours prior to the date fixed for such meeting, except that, in special circumstances in respect of matters of urgency, meetings may be called on such notice as the Vice-Chairperson deems advisable.

c) Quorum

The quorum for the transaction of business at any meeting of the Executive Committee shall be a majority of voting members of the Executive Committee, either personally present, or, with the consent of all of the voting members of the Executive Committee who are either personally present or present by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, such quorum shall be a majority of voting members of the Executive Committee either personally present or present by means of such telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.02 NOMINATING & GOVERNANCE COMMITTEE

a) Constitution and Powers

There shall be a Nominating & Governance Committee appointed by the Board. The Nominating & Governance Committee shall be charged with the duty of presenting a report to the annual meeting of Members on behalf of the Board, nominating suitable Members for election to the Board. The Nominating & Governance Committee shall also present a report to the Board at its first meeting after each election of Governors, nominating suitable Governors for the positions of officers and chairpersons of any standing committees. The chairperson of the Nominating & Governance Committee shall be invited to attend that meeting of the Board for the purpose of presenting the report of the Nominating &

Governance Committee.

The immediate Past-Chairperson of the Board shall be chairperson of the Nominating & Governance Committee. If the immediate Past-Chairperson of the Board is unable or unwilling to complete their duties as chairperson of the Nominating & Governance Committee, the Board shall appoint a Governor to act in their place as chairperson. In addition to the immediate Past-Chairperson of the Board, the Nominating & Governance Committee shall be composed of the Chairperson, the Vice-Chairperson, the CEO (as an ex-officio member who is non-voting) and a minimum of two (2) other Governors whose terms do not expire at the next annual general meeting of Members and who are proposed by the Nominating & Governance Committee and then elected by the Board.

Any Member may make nominations of Members for election to the Board, in addition to those made by the Nominating & Governance Committee, by submitting such nominations in writing to the Secretary at least twenty-eight (28) clear days prior to the time of the annual meeting of Members, such nominations to be signed by not less than ten (10) Members. No nomination shall be received by the Members either from the Nominating & Governance Committee or from Members unless the person nominated has delivered to the Secretary a written consent to the nomination and undertaking, if elected, to accept the responsibilities and duties as a Governor, or of the office designated.

b) Meetings

Meetings of the Nominating & Governance Committee shall be held at such time and place as may be called by the chairperson, and on such notice as the chairperson determines.

c) Quorum

The quorum for the transaction of business at any meeting of the Nominating & Governance Committee shall be a majority of voting members of the Nominating & Governance Committee either personally present or, with the consent of all of the voting members of the Nominating & Governance Committee who are either personally present or present by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, such quorum shall be a majority of voting members of the Nominating & Governance Committee either personally present or present by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.03 OTHER 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 Museum for any special purpose, and to designate the objects and powers of any such committees.

6.04 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.

6.05 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 VII - MEETINGS OF MEMBERS

7.01 ANNUAL MEETING

The annual meeting of Members shall be held during the months of May or June 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 and Treasurer and of the auditor or auditors, and such other reports as the Board may indicate, (b) electing Governors, (c) appointing auditors and fixing their remuneration, and (d) transacting such other business as may properly be brought before the meeting.

7.02 SPECIAL GENERAL MEETINGS

The Board shall have power to call a special general meeting of the Members at any time. A special general meeting may also be called by the Board or the Chairperson upon written request of not less than twenty (20) Members.

7.03 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 their 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 Governors 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 and shall specify the date by which nominations must be received.

7.04 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 twenty-eight (28) 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.

7.05 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 their 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.

7.06 ATTENDANCE AND VOTING

The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

Only those persons who were entered on the records of the Museum as Members at the close of business on the second business day prior to the day on which the notice of meeting of Members was mailed or emailed, as the case may be, shall be entitled to vote at the meeting or any adjournment thereof. No Members shall be entitled to vote by proxy. Subject to the foregoing, each Member shall be entitled to one vote.

7.07 CONDUCT OF MEETING

The conduct of meetings of the Members shall be in accordance with the rules set forth in “*Bourinot’s Rules of Order.*” In the event of a conflict between the by-laws of the Museum and the rules set forth in “*Bourinot’s Rules of Order*”, the provisions of the by-laws shall govern.

7.08 QUORUM

Fifteen (15) Members present in person, or present by means of a telephonic, electronic or other communication facility made available by the Museum that permits all participants to communicate adequately with each other during the meeting, and each entitled to vote thereat shall constitute a quorum for the transaction of business at any annual or special general meeting of Members. For certainty, if so determined by the Museum, a meeting of the Members may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.09 VOTING

At all meetings of Members every question shall, unless otherwise required by the by-laws of the Museum or by law, be decided by the majority of the votes duly cast on the question.

7.10 ELECTION OF BOARD

Should more Members be nominated than required to fill the vacancies on the Board, a 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 the vacancies, whereupon the chairperson shall declare such Members elected. Where there are not more nominations than required to fill the vacancies on the Board, the chairperson shall declare the nominees elected.

7.11 PROCEDURE FOR VOTING

Except as otherwise provided herein, every question, other than the election or removal of Governors, 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.

7.12 POLL

If a poll be required by a chairperson of the meeting or be duly demanded by any Member present 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 shall be entitled to one vote and the result of the poll shall be the decision of the Museum in any annual or special general meeting of Members, as the case may be, on the question.

7.13 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 or upon a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

ARTICLE VIII - MINUTES OF MEETINGS

8.01 INSPECTION BY MEMBERS

Copies of all minutes of meetings of the Board shall, upon their adoption, be kept at the general office of the Museum and shall be available for inspection by any Member during normal business hours.

ARTICLE IX - EXECUTION OF INSTRUMENTS

9.01 EXECUTION OF INSTRUMENTS

Contracts, documents, or instruments in writing requiring the signature of the Museum may be signed by any two of the following: the CEO, the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer, and all contracts, documents, or instruments in writing so signed shall be binding upon the Museum 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 Museum 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 Museum 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, GOVERNORS AND OTHERS

10.01 PROTECTION OF OFFICERS, GOVERNORS, COMMITTEE MEMBERS

No Officer, Governor, or member of any committee of the Board shall be liable for the acts, receipts, neglects or defaults of any other Governor, Officer, or member of any committee, or for any loss or expense happening to the Museum through the insufficiency or deficiency of title to any property acquired by order of the Members for or on behalf of the Museum, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Museum 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 Museum shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or in relation thereto, unless the same shall happen by or through their failure to exercise the powers and to discharge the duties of their office honestly and in good faith with a view to the best interests of the Museum, 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, GOVERNORS AND OTHERS

Subject to section 119 of *The Corporations Act*, except in respect of an action by or on behalf of the Museum to procure a judgment in its favour, the Museum shall indemnify a Governor, Officer or member of any committee of the Board, a former Governor, Officer or member of any committee of the Board, and their 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 them in respect of any civil, criminal, or administrative action

or proceeding to which they are made a party by reason of being or having been a Governor, Officer, or member of a committee of the Board, if:

- a) they acted honestly and in good faith with a view to the best interests of the Museum; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

ARTICLE XI - AUDITORS

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

ARTICLE XII - FISCAL YEAR

12.01 The fiscal year of the Museum shall commence on the first day of April and end on the last day of March in each year.

ARTICLE XIII - WAIVER OF NOTICE

13.01 Any Member, Governor, 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 Museum.

ARTICLE XIV - CHANGES TO BY-LAWS

14.01 In the event of necessary changes to the by-laws, “The board of the corporation may make any by-law it considers necessary for the purposes of the corporation.” By-laws 12 - TMM ACT C.C.S.M. c M270.

14.02 “A by-law of the corporation respecting the election of members of the board or term of office of members of the board has no effect unless confirmed by at least 2/3 of the members of the corporation present at a general meeting called for that purpose.” - By-laws respecting members of boards 13 – TMM ACT C.C.S.M. c M270.

14.03 Except in so far as they may be inconsistent with the provisions of this Act, all provisions of *The Corporations Act* that apply to a corporation incorporated under Part XXII of *The Corporations Act* apply to the corporation. – Application of Corporations Act – 16 – TMM ACT C.C.S.M.

ARTICLE XV - DISSOLUTION

15.01 In the event of dissolution, the Museum 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 Museum and are beneficial to the community and which organizations are charitable organizations within the meaning of any applicable income, succession, or estate tax legislation.