

**Manitoba Food Charter**  
**Trade Name: Food Matters Manitoba, Inc.**  
**Revised September 20, 2017**

**BYLAWS**

**ARTICLE 1 - PURPOSE OF THE ORGANIZATION**

The purpose of the Manitoba Food Charter Inc., (“the Corporation”) is to work with people in Manitoba to increase opportunities for people to eat good food.

**ARTICLE 2 - MEMBERSHIP**

**2.1 Eligibility**

Membership is open to any individual or organization who supports the purpose of the Corporation, as indicated by becoming a signatory to the Manitoba Food Charter, and whose application for membership and membership fee has been accepted by the Board of Directors.

**2.2 Membership Fee**

The Board may establish membership fees as it sees fit which shall be outlined in a Board Policy, which shall be available to all members on the Corporation’s website.

**2.3 *Termination of Membership***

Any member may terminate their membership by providing written notice to the Corporation.

**2.4 *Membership Rights and Obligations***

Every member of the Corporation is entitled to attend, participate and vote at General Meetings of the Corporation. A member shall support and promote the purpose of the Corporation, and shall be bound by the by-laws and policies of the Corporation.

**ARTICLE 3 - MEETINGS OF THE MEMBERS**

**3.1 *Annual General Meeting***

The Corporation shall hold an Annual General Meeting once per calendar year, no later than six (6) months following the end of the Corporation’s fiscal year. The Board of Directors sets the place, date and time of the Annual General Meeting. The Annual General Meeting shall adopt the agenda, adopt the minutes from the last Annual General Meeting, review the financial statements for the preceding fiscal year, appoint the auditor, announce Board members, consider matters specified in the meeting notice, and address specific motions that any members have given notice of before the meeting is called.

**3.2 *Special General Meetings***

Special General Meetings of the Corporation may be called at such time and place as determined by resolution of the Board of Directors, respecting any business the general nature of which is contained in the notice to the meeting.

**3.3 *Notice of Meeting***

The notice of the Annual General Meeting or any Special General Meeting shall be mailed or e-mailed to each current member of the Corporation at their last known address no less than twenty-one (21) days prior to the meeting. The notice for any Special General Meeting shall state the purpose for which the meeting is being called.

### 3.4 *Quorum*

Quorum for any Annual General Meeting or Special General Meeting shall be fifteen (15) or twenty percent (20%) of current members, whichever is less.

### 3.5 *No Proxies*

No member shall vote by proxy. Each member shall have only one vote.

### 3.6 *Conduct of Meetings*

Annual General Meetings and Special General Meetings shall be chaired according to Robert's Rules of Order, and resolutions (unless otherwise specified in these bylaws) shall require a simple majority to pass. In the case of a tie further discussion and a revote will occur. The Chair may temporarily suspend the formal rules of debate on one or more issues in order to engage in a facilitated or alternative discussion process for the purpose of establishing the broadest possible consensus prior to the formal consideration of the resolution.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### 4.1 *Number of Directors*

The Corporation shall be governed by a Board of Directors comprised of up to eleven (11) positions, with a minimum of six (6) selected and two (2) appointed.

### 4.2 *Qualifications of a Director*

Any member of the Corporation may be appointed or selected as a Director, provided they:

- i) are a member in good standing of the Corporation;
- ii) are eighteen (18) years old or over;
- iii) have not been declared mentally incompetent by a legally recognized authority.
- iv) are not in a state of undischarged bankruptcy

### 4.3 *Selection of Directors*

The Board of Directors shall establish a succession planning committee to actively recruit board members. The Board of Directors will approve the selected candidates.

### 4.4 *Appointment of Directors*

The Board of Directors may invite the Government of Canada and the Government of Manitoba to nominate one (1) Director each to represent them on the Board of the Corporation as non-voting members.

### 4.5 *Term of Officer*

The term of office for Directors shall be two (2) years in duration and a Director may serve a maximum of three (3) terms. Terms shall be staggered so that all the terms shall not all expire in the same year.

### 4.6 *Termination, Resignation and Vacancy.*

A Director may resign their position at any time by providing written notice to the Board of Directors.

The Board of Directors may, by resolution with a 75% majority, remove a Director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interests of the Corporation.

A Board position shall be deemed vacant if:

- a. a Director ceases to be qualified in accordance with Article 4.2;
- b. a Director misses three (3) consecutive board meetings without satisfactory explanation, as determined by the Board;
- c. a Director misses six (6) meetings in a row with just cause and an inquiry has been made by the Board of Directors, and a decision has been made to replace the member.

The Board of Directors shall be authorized to appoint a replacement for a director who has resigned, been removed, or whose position has been deemed vacant.

#### 4.7 *Sitting Directors*

Notwithstanding article 4.1, the Board of Directors may experience vacancies that bring the number of sitting directors to less than eleven (11). The Board of Directors may continue to govern the organization provided the sitting Directors are at least six (6) in number, excluding the non-voting appointed Directors. In the event, the number of sitting Directors becomes less than five (5) selected, voting members, the Board shall immediately call a Special General Meeting for the purpose of selecting directors to the existing vacancies.

#### 4.8 *Framework for ensuring regional input*

The Board of Directors shall define in a policy manual a framework for ensuring that input and feedback are received from rural, northern and urban communities and stakeholders.

#### 4.9 *Remuneration and Expenses*

Directors shall serve without remuneration, but shall be entitled to reimbursement of reasonable expenses incurred in carrying out their duties. The Board of Directors has a policy regarding conflict of interest for Directors.

#### 4.10 *Powers and Responsibility of the Board*

The Board may exercise all the powers of the Corporation, including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, Directors and Officers of the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.11 *Limitation of Liability and Indemnification*

No Director or Officer of the Corporation shall be liable for the acts or omissions of any other director or officer or employee of the Corporation, or for any loss, damage or expense suffered by the Corporation however caused, unless the same shall happen through his or her own willful neglect or default.

Every director, officer, their heirs, executors and administrators, and estate and effects respectively, shall by this by-law from time to time and at all times, be indemnified and saved harmless by the Corporation from and against all costs, charges, and expenses that a director or officer sustains or incurs regarding any action, suit, or proceeding that is brought against him or her in respect of any act, deed, or omission pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

## **ARTICLE 5 - MEETINGS OF DIRECTORS**

### *5.1 Frequency and Location of Meetings*

The Board of Directors shall meet no less than four (4) times per year. Meetings may be conducted by teleconference, at a time and date determined by the Board.

### *5.2 Notice of Meetings*

A meeting of the Board may be called by the Board Chair or in the absence of the Board Chair, or by 50% of the sitting Directors. Notice of Board meetings must be sent by recorded telephone message, fax, letter, or e-mail, no less than fourteen (14) days prior to the meeting.

### *5.3 Quorum*

Quorum for a meeting of Directors shall be a minimum of 51% of the number of sitting, voting Directors, or a minimum of four (4) voting Directors, whichever is greater.

### *5.4 Decision-Making, Voting and Consensus*

Meetings of the Board shall be chaired by the Board Chair or in the absence of the Board Chair, by a Director selected by the Board to fill the role in the absence of the Board Chair.

A motion in writing, with email approval or signed by 75% of the Directors entitled to vote on that resolution at a meeting of the Board of Directors is as valid as if it had been passed at a meeting of the Board of Directors.

## **ARTICLE 6 - OFFICERS & COMMITTEES**

### *6.1 Election of Board Chair*

The Directors shall select a Board Chair from among their own number. The Board Chair is elected by the Board at the first meeting of the Directors immediately following the Annual General Meeting.

The principal role of the Board Chair is to provide leadership to the Board of Directors in following the strategic mandate of Food Matters Manitoba. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and management, is the supervisor of the Executive Director, and acts as a spokesperson for Board decisions where appropriate.

### *6.2 Officers and Executive Committee*

Three directors of the Corporation - the Board Chair, Vice Chair, and Treasurer - will form the Executive Committee. The Chair of the Finance Committee will be appointed as Treasurer. The Vice Chair is elected by the Board of Directors at the first meeting of the Directors immediately following the Annual General Meeting. A full description of the function, responsibilities, and selection of the Executive Committee is outlined in the Executive Committee Terms of Reference.

### *6.3 Removal of Officers*

Any of the Officers of the Corporation may be removed by a resolution of the Board which receives a 75% majority. In the event an Officer is removed, the Board shall select a replacement.

### *6.4 Committees*

The Board of Directors may create standing committees which could include Fund Development, Governance, and Finance. Directors would normally be expected to serve on at least one of the standing committees. The Board of Directors may, as it sees fit from time to time, establish such ad hoc

committees or working groups as may be required by the Corporation. Composition of such committees, and Terms of Reference, will be established by the Board of Directors.

**ARTICLE 7 - GENERAL PROVISIONS**

*7.1 Signing Authorities*

At least two Directors of the Corporation shall be designated signing authorities for the Corporation. Any signing authorities may sign cheques, contracts, agreements or other documents that have been authorized by the Board of Directors.

*7.2 Financial Year*

The financial year of the Corporation shall be April 1<sup>st</sup> to March 31st.

*7.3 Registered Office*

The registered office of the Corporation shall be in Manitoba, at such place as the Articles or a subsequent resolution of the Board of Directors may determine.

*7.4 Provision for Amending By-Laws*

These by-laws may be amended, added to, altered or repealed at any Annual General Meeting or Special General Meeting of the Members by a resolution passed by a two-thirds (2/3) majority of those in attendance at the meeting, provided that the notice for this meeting also gave notice of the intent to change the by-laws.

*7.5 Minutes and Financial Records*

Minutes of the meetings, and financial records of the Corporation shall be kept and will be available for the membership to inspect.

Adopted this 25<sup>th</sup> day of June, 2007 at Winnipeg, Manitoba.

Revised on the 20 day of September 2017 at Winnipeg, Manitoba.

Certified as accurate by:

Angela Chotka

\_\_\_\_\_  
Name



\_\_\_\_\_  
Signature

Board Chair

\_\_\_\_\_  
Title