



By-Laws

Passed by the Board of Directors: August 18th, 2025 BOD Meeting
Approved by Membership at the September 22nd, 2025 Annual General Meeting

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1.0 Preamble

This By-Law governs the affairs and conduct of Arcane Horizon Incorporated, hereafter referred to as the “Corporation”.

2.0 Definitions and Interpretation

In this bylaw and all other bylaws and resolutions of the Corporation unless context requires otherwise, the singular includes the plural, and the masculine includes the feminine. In this bylaw:

- (a) “Act” shall mean the *Corporations Act of Manitoba* as amended from time to time.
- (b) “Board” shall mean the Board of Directors of the Corporation.
- (c) “Directors of the Board” shall mean members of the Board of the Corporation.
- (d) “Executive Director” shall mean the senior staff person of the Corporation.
- (e) “Person (People) receiving support services” shall mean a person whom the Corporation receives funds or grant money to provide specific services to.
- (f) “Members” refers exclusively to individuals or entities who have entered into membership in accordance with the criteria, rights, and obligations set out herein. Members have legal rights under the Manitoba Corporations Act, including the right to vote, receive notice of meetings, and stand for election to the Board.
- (h) “Quorum” means the number of persons who must be present at a meeting before business may be transacted.
- (i) “In camera” means that a portion of the council or committee meeting is held in private, without observers, to deal with matters of a confidential nature or a personal nature concerning an individual. Any motions made in camera must be added to formal meeting minutes and documented openly.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa and importing gender include the masculine, feminine and nonbinary genders; and words importing include individuals, bodies corporate, partnerships, trusts and unincorporated Corporations.

3.0 Head Office

The Corporation’s head office shall be in the City of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

4.0 Seal

The Corporation shall not have a corporate seal, until determined otherwise by the Board.

5.0 Governing Documents and Organizational Statements

5.1 Governing Documents of the Corporation

The documents governing Arcane Horizon are:

- 5.1.1 The Act;

- 5.1.2 The Articles;
- 5.1.3 The Bylaws;
- 5.1.4 The Policy Manuals (Operational and Governance)

5.2 Precedence of Documents

In the case of a conflict between the contents of Arcane Horizon's governing documents, the document listed higher shall prevail.

5.3 Purview of Bylaws and Policy Manual

a) The Bylaws shall set out, in general terms, the fundamental structure and function of the Corporation, such as the admission of persons as members, classes of membership and membership qualifications; membership fees; the suspension and termination of membership by the Corporation and by a member; the composition of the Board of Directors and required qualifications of Directors; the time and manner of elections of Directors; the removal and reinstatement of members of the Corporation; and the time and place of Board and member meetings, required notice, quorum, and procedure of Board and member meetings.

b) The Policy Manual shall set out the details of the Corporations operations and functions; behavioural and disciplinary processes for staff and members; details on the election of the Board and Officers as well as procedures and protocols; duties of Officers and Directors; Board Committees; supplemental rules of order; and other procedures concerning the procedure and function of the Corporation.

5.4 Amendment of Bylaw Procedures

a) The Bylaws shall only be amended, repealed or rescinded by a vote of two-thirds (2/3) majority of the voting members present at a general meeting of members of the Corporation duly called for that purpose.

b) All proposed amendments to the Bylaws shall be in the hands of the Chair of the Board not less than forty-five (45) days prior to the meeting at which such amendments are to be considered and shall be published together with the notice of call of such meeting.

c) Should the Chair of the Board determine that the bylaw resolution would be problematic for reasons such as incorrect numbering or potential conflict with existing Bylaws or Governance Policies or contrary to any governing federal or provincial legislation or regulation, he or she will contact the mover to discuss the concern. However, the will of the mover shall prevail.

5.5 Mission - The Corporation's mission is to provide community living supports that focus upon the quality of life, respect and dignity for adults living with intellectual disabilities.

5.6 Vision - The Corporation's vision is that adults with intellectual disabilities are included, accepted, and valued in our communities.

5.7 Purpose - The purpose of the Corporation is to provide community living supports that focus upon quality of life, respect and dignity for adults living with intellectual disabilities by:

- Ensuring that quality support is provided by the Corporation in the best interest of people receiving support services.
- Developing and promoting a philosophy of operation that will maintain the dignity and respect of all individuals living with disabilities.
- Co-operating with the families of people receiving support services, the community, other agencies, and the Government in developing innovative service options.
- Identifying and addressing the changing needs of people receiving support services and assessing the Corporation's capacity for response.
- Integrating people receiving support services into the community through living, working, and recreational experiences.
- Promoting community awareness of people living with disabilities through active public relations and public education.
- Ensuring that all support conducted by the Corporation is carried out, to the best of its ability, according to the current legislation's guiding principles.

6.0 Representation on Outside Committees

6.1 Arcane Horizon supports, and is committed to advocating for the following:

6.1.1 that Arcane Horizon be represented on any committees of the Provincial Government, coalitions, or other organizations whose objectives impact the economic welfare, representation of, or services to, Arcane Horizon members; and

6.1.2 that Arcane Horizon work in co-operation with other organizations on matters of common concern and interest related to our community.

7.0 Membership

Membership is made up of the Corporation's Supported members in line with current legislation.

Supported Members: Are adults who receive direct services and support from the organization. These adults are considered members of the organization in name and dignity and are also the people who carry one voting right per member to be used at general meetings, emergency meeting and the Annual General Meeting.

Should the member not be able to vote, be comfortable voting or have capacity to vote, then the Corporation will work to ensure that member may choose a designate to vote on their behalf.

8.0 Meetings

8.1 Annual General Meeting

There shall be an annual general meeting to be held within six months following the end of the fiscal year. At each annual meeting of the Corporation, the following items of business shall be dealt with:

- a) minutes of the preceding annual general meeting.
- b) consideration of the annual general meeting (AGM) report of the Board.
- c) consideration of the financial statements and the report of auditors.

- d) confirmation of current nominees of Directors of the Board.
- e) appointment of auditors and accountants.
- f) review and approve any articles of incorporation and by-law changes (if applicable).
- g) discuss any other reasonable, related business brought before it
 - i. such matters must be relevant to the business or affairs of the Corporation and requested by a member to be included on the agenda.
 - ii. the request must be in writing and provided to the Board at least 14 days prior to the AGM.

8.2 Special Meetings

Special meetings may be called by the Board.

- a) Special meetings of members may be held at any time, provided the notice requirement is met, at the call of:
 - i. any five (5) members of the Board; or
 - ii. any fifty percent (50%) of voting members of the Corporation.
- b) Where a special meeting is called under Bylaw 8.02(a)(iii), the following applies:
 - i. The fifty (50%) of members calling a special meeting must provide, in writing:
 - A. each member's first and last name;
 - B. either a phone number or email address for each member;
 - C. the signature of each member;
 - D. a main point of contact for the group of members; and
 - E. the purpose for calling the special meeting.
 - ii. The list of information outlined in Bylaw 8.03(b)(i) must be submitted to the Arcane Horizon office for verification of members.
 - iii. Following verification of members, if at least fifty percent of (50%) members have in fact signed the call for a special meeting, the request will be shared with the Board of Directors through the Chair of the Board.
 - iv. The Board will review the reason stated for calling a special meeting of members and ensure the meeting is within the parameters permitted for meetings of members.
 - v. Where the reason stated for calling a special meeting of members is within the parameters of such meetings, the Board will respond to the main point of contact for the group of members to confirm the calling of a special meeting of members. The Board shall request any documentation from the group of members and will not provide notice of the special meeting until confirmation is given from the main point of contact that all necessary documentation has been received by the Board.
 - vi. The special meeting of members shall conform with the Act and Bylaws, and at least 21 days' notice of the meeting shall be given to members within five (5) business days of receipt of all supporting documentation from the main point of contact for the group of members. Such documentation shall be sent out with the notice to members.

8.3 Notice of Meetings

Notice of special meetings and of the annual general meeting shall be given in writing not less than 21 days before the meeting and no sooner than 60 days before such meeting. Such notice shall state the date, place, and time of the meeting as well as the nature of the business to be transacted. The accidental omission to give notice of any meeting of members to or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

8.4 Quorum for Meetings of the Membership

A quorum at any meeting of members shall be ten (10) members. If a quorum for a meeting of members of the Corporation is not present within thirty (30) minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time and place (*or a reasonably similar time & place*) and, if after such adjournment a quorum is not present, those members then present and entitled to vote shall constitute a quorum.

8.5 Voting at Member Meetings

- Every member present shall be entitled to one vote.
- There shall be no provision for proxy voting.
- Voting shall be by show of hands, unless a secret ballot is requested by five members present. In such case, the Chair may set the time, place, and method for a ballot vote.
- Online or hybrid meetings will use digital voting or a combination of digital voting with show of hands or ballots to allow those online and those in person to all have a voting pathway and mechanism.

8.6 Special Arrangements at Member Meetings

At all meetings of the members reasonable accommodation shall be made to ensure the full participation of members who have a disability. It is the responsibility of a member to give the Executive Director reasonable notice of the need of listening devices, translators, alternate media, or other special accommodation which may be required by the stakeholder. Reasonable notice is considered 10 business days or more before the event.

9.0 Board of Directors

9.1 Powers of the Board

The Board shall be the ultimate policy making body of the Corporation and shall ensure that its mandate is fulfilled. It may adopt rules and regulations for the conduct of business, hire an Executive Director, and may also appoint such other agents as it may consider necessary.

9.2 Composition of the Board

The board shall consist of at least six (6) and not more than ten (10) board members.

9.3 Eligibility for the Board

Each Board member shall:

9.3.1 be at least 18 years of age.

9.3.2 not hold a paid position with the Corporation and not enter a contract for services with the Corporation without abiding by article 9.14, Conflict of Interest.

9.3.3 be interested in furthering the purpose of the Corporation.

9.3.4 There shall be no more than one (1) Board member, at any one time, who belong to a support network of a Supported Person of the Corporation. This provision applies even in cases where the Corporation has more than one Supported Person in the same family.

9.4 Selection of Directors for the Board

The Nominating Committee or the Arcane Horizon office shall submit to the members at the annual general meeting, after determining the willingness of the nominees to serve, a

single slate of nominees for membership on the Board. The Nominating Committee shall select nominees ensuring its diversity in composition is broad in scope.

9.5 Terms of Office for Directors of the Board

The terms of office for all Board members shall be two (2) years in duration. A Board member may serve three (3) two (2) year terms. After serving the maximum allowable terms, a Board member must step down and wait a period of one (1) year before seeking to be re-elected to the Board. Board members' terms will be staggered so that not all terms expire in the same year.

9.6 Vacancy on the Board of Directors

9.6.1 The position of the Director shall be vacated if:

- a) a director submits a written resignation to the Chair of the Board.
- b) the Director dies.
- c) the Director misses three meetings during the fiscal year without excuse.
- d) at a meeting of the Board, a resolution is passed by a fifty percent (50%) plus one (1) of the Directors present at the meeting to remove the Director in question from the Board for just cause.

9.6.2 No Director of the Board may be removed without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at the meeting called for that purpose.

9.6.3 Vacancies on the Board, however caused, can be filled by the remaining directors by appointing a qualified individual to fill the vacant position.

9.6.4 If the number of Directors of the Board is not sufficient to constitute quorum, the Directors on the Board shall forthwith recruit additional members as required as soon as possible so the decisions of the Board may continue.

9.7 Board Meetings

9.7.1 The Board will hold a minimum of six (6) meetings each year.

9.7.2 The meetings of the Board shall be held at such time and place as the Chair, or the Executive Director may designate.

9.8 Notice of Board Meetings

Notice of the time and place of each meeting of the Board shall be given not less than seven (7) days before the date of the meeting. Such notice need not specify the purpose of the meeting. A majority vote of the Board members may waive notice of or otherwise consent to a meeting of the Board.

9.9 Board Email Resolutions

The Chair may arrange for e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

9.10 Participation in Board Meetings by Teleconference

9.10.1 If all the Directors of the Arcane Horizon Board 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 communication medium that ensures confidentiality and permits all persons participating in the meeting to hear each other.

9.10.2 A Board member participating in a meeting by such means is deemed to be present at the meeting.

9.11 Quorum at Board Meetings

A majority of Board members present at any Board meeting is quorum.

9.12 Voting at Board Meetings

9.12.1 Each member of the Board, excluding the Chair unless there is a tie, has one vote. In the case of an equal vote the Chair decides.

9.12.2 There shall be no provision for proxy voting.

9.12.3 Decisions of the Board shall be made by a show of hands unless a secret ballot is requested by any Board member.

9.13 Conflict of Interest

9.13.1 A Director or Officer who is a party to or who is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation and request to have entered in the minutes of meetings of Directors of the Corporation the nature and extent of their interest at the time and in the manner provided by the Act.

9.13.2 Any Director or Officer so interested shall not vote on any resolution to approve the contract, except in the manner and to the extent provided in the Act.

9.14 Minutes

Minutes shall be kept of all meetings of the Board and committee meetings and shall be circulated to all Board Members in draft form within seven (7) calendar days.

9.15 Remuneration of Board Members

Board members shall not receive remuneration from the Corporation other than for out of pocket expenses. We allow certain remuneration within the allowable limits for a charity. A formal guide and amount grid in line with CRA allowable payables for out-of-pocket expenses is listed below and kept up to date on an annual basis as per the CRA.

The following are intended as examples:

1. Thank-You Cards or Certificates:

- Completely safe
- No cash value.
- Optional: framed, if modest in cost.

2. Low-Cost Token Gifts (under \$100):

- **ONLY if they are incidental** — not expected, and not regular.
- Think mugs, books, small plants, etc. I'm thinking branded clothing that would be helpful or usable like a big comfy hoody, or maybe a fleece or wind jacket.

- Important: The **gift must not be seen as compensation.**
- 3. **Meal or Event Invitation:**
 - A modest appreciation meal where the **primary purpose is charitable business** (like a year-end review).
 - Must be documented as such.
 - Alcohol should be minimal or self-paid, as it's a red flag for CRA reviews.
- 4. **Reimbursement for Expenses:**
 - Travel, parking, accommodations — **if tied to board work** and with proper receipts.
 - Not a gift, but a common way of supporting volunteer board members.
- 5. **Public Recognition:**
 - Feature them in your newsletter, social media, or annual report.
 - Public thank-you speeches at AGMs or other events are encouraged.

9.15 Special Arrangements at Meetings

Accommodation shall be made to the best of the Corporation's ability to ensure the full participation of Board members who have a disability. It is the responsibility of a Board member to give the Executive Director advance notice of at least 7 days (unless otherwise stated) of the need of listening devices, translators, alternate media, or other special accommodation which may be required by the member.

9.16 Duties of Board Members

Every Board member of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Corporation, and exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Board members represent the membership of the Corporation and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, the Board members have a general duty of trust to those served by the Corporation and to the public.

9.17 Limitations on Powers of Individual Board Members

No individual Board members shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this bylaw or by resolution of the Board. No individual Board members shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this bylaw or by resolution of the Board.

9.18 Confidentiality of the Board

9.18.1 Every director and committee member shall be required to sign a non-disclosure agreement in which each director and board committee member undertakes to protect and honour the confidentiality and privacy of Arcane Horizons Inc., its affairs, and that of its members.

9.18.2 Further, it shall be the duty of every director and committee member to comply with the confidentiality provisions of these by-laws.

9.18.3 Breach of confidentiality may be grounds for removal from the board.

10.0 Executive Officers and Directors

The Officers of the Corporation are the Chair, the Vice-Chair, Secretary, and the Treasurer and such other officers as the Board may determine. The Board will elect positions of Chair, Vice-Chair, Secretary, and the Treasurer (Executive) after the Annual General Meeting, or as often as may be required.

10.1 Duties of the Board of Directors

With due consideration to all motions passed at an Annual General Meeting, the Board of Directors shall:

- a) Review annually the Articles, Bylaws and Policies (governance and operational) of the Corporation;
- b) Review the affairs, activities and projects of the Corporation;
- c) Provide regular communication with the members of the Corporation;
- d) Plan the Annual General Meeting of the Corporation;
- e) Prepare an audited Financial Statement to be presented for approval at the Annual General Meeting;
- f) Prepare the Corporation's budget for the upcoming Fiscal Year to be presented for approval at the Annual General Meeting;
- g) Present an Auditor for approval to the members at the Annual General Meeting for the upcoming Fiscal Year;
- h) Fill any Board vacancy until the next Annual General Meeting of the Corporation, if deemed necessary by the Board;
- i) Maintain an active liaison with Community Living disAbility Services
- j) Engage, monitor and supervise the Executive Director and regularly assess their performance;
- k) Be aware of the laws affecting the Corporation and obtain necessary professional advice;
- l) Oversee the expulsion and reinstatement of members of the Corporation;
- m) Name committee chairs and approve committee membership; and
- N) Such other duties as the membership may determine at meetings of members.

10.2 Delegation of Duties / Appointment of Executive Director

10.2.1 The Board may hire an Executive Director of the Corporation and may delegate to the Executive Director full authority to manage the affairs of the Corporation, and to employ and discharge agents and employees of the Corporation in accordance with the policies adopted from time to time by the Board.

10.2.2 The Executive Director does not have authority over anything which the Act, this by-law, or any law requires the Members or the Directors to perform, and the Executive Director will always be a non-elected, ex-officio, non-voting member of the Board and Officer of the Corporation.

10.2.3 The Executive Director shall ensure overall delivery of the programs and services offered by the Corporation, adhering to its goals, objectives, and operating policies.

10.2.4 The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of the Corporation. The Executive Director shall be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction, and discharge of all employed personnel.

10.3 Removal of Directors

10.3.1 The Board may remove an Officer/Director who has:

- a) violated the Code of Conduct;
- b) violated the Respectful Environment Policy;
- c) failed to fulfil the duties of their position;
- d) missed, without adequate cause, three (3) meetings of the Board; or
- e) requested to be removed.
- f) breached confidentiality.

10.3.2 Subject to the provisions of the Act, the Board may, by resolution passed at a special meeting, remove any Director from office and may fill the vacancy. The said resolution must be adopted by a vote of two-thirds (2/3) majority of the Directors in attendance.

10.3.3 The following due process is to be followed in the event the Board seeks to remove a Director/Officer:

- a) the Director/Officer must be informed of the pending resolution for removal at least one (1) month before the Board meeting at which the resolution will be tabled;
- b) the Director/Officer must be informed of the reasons for which the resolution will be tabled; and
- c) the Director/Officer must be informed that they are entitled to respond to the resolution at that meeting, by written submission beforehand or by appearing in person.

11.0 Standing Committees

11.1 Establishment

The Board of Directors shall establish the Standing Committees of the Board and associated Terms of Reference and may, from time to time, establish Ad-hoc Committees with defined Terms of Reference.

11.2 Standing Committees

Standing Committees and associated Terms of Reference shall be outlined in the Policy Manual of the Corporation.

12.0 Limitation of Liability

No Board Member or Officer shall be liable for the acts, receipts, omissions, failures, neglects or defaults of any other Board Member, officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or misfortune whatever occasioned by any error of judgment or oversight on the part of such Board Member or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of office or in relation thereto, including any loss, damage or expense suffered or incurred by or happening to the Corporation through the insufficiency or deficiency of title to any property acquired 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 placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall

be lodged or deposited. Nothing herein shall relieve any Board Member or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

The Board Members shall not be under any duty or responsibility in respect of any contract, act, or transaction, made, done, or entered on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Board Members.

If any Board Member or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Board Member or Officer or shall be a member of a firm or a shareholder, Board Member or officer of a body corporate which is employed by or performs services for the Corporation, the fact of such Board Member or officer being a shareholder, Board Member or officer of the corporation shall not disentitle such Board Member or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

13.0 Indemnification

Every Board member or Officer of the Corporation or other person who has undertaken any liability on behalf of the organization and their heirs, executors, administrators, and estate, respectively, shall always, be indemnified and saved harmless out of the funds of the organization from and against. All costs, charges, and expenses whatsoever which such Board member or Officer or other person sustains or incurs in or about any action, suit or proceedings which are brought or prosecuted against him for, or in respect of any act, deed matter or thing whatsoever made, done, or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his own willful neglect.

14.0 Insurance

To the extent permitted by the Act and any other applicable law, the Corporation may purchase and maintain insurance for the Board Members and Officers.

15.0 Finances and Administration

15.1 Fiscal Year

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1st) day of April and end on the thirty first (31st) day of March in each year.

15.2 Execution of Documents and Signing Authority

Contracts, documents, or any other agreements requiring the signature of the Corporation shall be signed by any two of the Chair, Vice-Chair, Treasurer, or Executive Director.

The roles and positions of Chair, Vice Chair, Secretary, and Treasurer are all signing authorities of the Corporation along with the Head of Finance and the Executive Director. Two (2) signing authorities are required to sign deeds, transfers, assignments, contracts, obligations, certificates, and other instruments on behalf of the Corporation. In addition, the

Board may, from time to time, direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

15.3 Borrowing Powers

The Board may authorize the borrowing of funds to meet the objectives and operations of the Corporation.

15.4 Investment Authority

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds, or other securities as the Board may deem suitable.

15.5 Records and Books

The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept. Correct books of account of the activities and transactions of the Corporation shall be kept in the office of the Corporation. The books and records shall be open to inspection by members at reasonable times and upon reasonable notice to the office.

15.6 Audit of Accounts

There must be an audit of the books, accounts, and records of the Corporation at least once each year by a qualified auditor or accountant appointed each year at the annual general meeting. The financial records shall be handed over at the end of each fiscal year. The audited financial report shall then be presented at the annual general meeting.

16.0 Winding up or Dissolution

It is the unalterable provision of these bylaws that stakeholders of the Corporation shall have no interest in the property and assets of the organization; and that upon dissolution or winding-up of the Corporation, any funds and assets of the Corporation remaining after satisfaction of its debts and liabilities, shall be distributed to a like-minded community organization.

17.0 Notices

17.1 Method of Giving Notices

Any notice (which includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the Bylaws, or otherwise, to Members, Directors, Officers, the auditor, or members of committees of the Board, shall be sufficiently deemed given:

- a) immediately when delivered personally to the person to whom it is to be given;
- b) immediately when delivered personally to the mailing address most recently provided to Arcane Horizon by the member;
- c) at the time it would have been delivered in the ordinary course of mail when mailed, by prepaid post or airmail, to the mailing address most recently provided to Arcane Horizon by the member; or

d) immediately upon receipt when sent to the email address most recently provided to Arcane Horizon by the member.

The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor, or member of a committee of the Board in accordance with any information believed to be reliable.

17.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included. Where "non-business day(s)" are referred to, it shall mean Saturday, Sunday and any other day that is a holiday as defined in The Interpretation Act (Manitoba).

17.3 Undelivered Notices

If any notice given to members pursuant to Article 20.01 is returned on three (3) consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the Corporation has been informed in writing of the member's new address.

17.4 Waiver of Notice

Any member, director, officer, auditor, or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given under the provisions of the Act, the regulations hereunder, the Articles, the bylaws, or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of any members or of the Board may be given in any manner.

18.0 Rules of Order

Rules of Order will be explained in an informal capacity in the By-Law Appendix at the end of the document.

19.0 In Camera Meetings

- a) The use of in camera meetings should be sparing
- b) In camera meetings should be considered where the following subject matter is to be discussed:
 - i. The security of the assets, personnel or property of Arcane Horizon;
 - ii. Personal matters about any identifiable individual, including any Director, employee, or member of Arcane Horizon;
 - iii. A proposed or pending financial transaction of Arcane Horizon or related entities;
 - iv. Commercially sensitive business matters, including subject to confidentiality agreements with third parties;
 - v. Labour relations, personnel matters, and employee compensation;
 - vi. Litigation or potential litigation including, without limitation to, matters before administrative tribunals affecting Arcane Horizon;

- vii. The receiving of advice that is subject to privilege, including communications necessary for that purpose;
- viii. Matters that are in the developmental stage and not ready for broader discussion throughout the Corporation;
- ix. and Any matter that, if in the public domain, could be detrimental to Arcane Horizon or its members.

Approved by on _____, 2025:

Per:

Chair

Per:

Vice-Chair

Schedule A: Rules of Order

These are the rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments that explain the meaning of some of the rules. The comments are part of the rules.

Rule 1: Chair

In these rules of order, the "chair" means the person chairing the meeting at the time that the rule applies.

1. **Choosing chair:** The chair is chosen as stated in section 10.02 (n) of the By-law (Duties of the Officers).
2. **Role of chair:** The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion
3. **Participation by chair:** A chair who wants to discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime. This applies whether the chair is a member or non-member.
4. **Voting by chair:** Section 9.13 of the By-law (Voting at Board Meetings) states when the chair can vote.

Rule 2: Motions

1. **How to deal with things:** A meeting can deal with an item of business on the agenda in three ways:
 - The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it. If the member does not want to make a motion, another member can make one.
 - The chair can present an item on the agenda and ask if any member wishes to make a motion.
 - A member can present an item on the agenda for discussion without making a motion. The chair decides if a motion is needed. If so, the chair asks for a motion.
2. **Second needed:** Another member must "second" a motion. If there is no seconder, members cannot discuss the motion.
3. **One motion at a time:** Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair and written on a flip chart for members. The secretary reads the motion to the members before a vote is taken.

Rule 3: Speaking

1. **Speaking on a motion:** Members can discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:
 - They can ask questions for information. The chair or the member who moved the motion can answer the questions.

- They can speak for or against the motion.
- They speak to the chair.
- Each speaker speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
- Members can speak more than once on an item only after all others who want to speak have done so. The chair can make exceptions.

Comment: All those who want to speak should raise their hands. The chair may keep a speakers' list and call members to speak in order if they have not already spoken. The chair may rule speakers "out of order" if their comments are off the point. Speakers must stop speaking when their time is up.

Rule 4: Amendments

1. **Motion to amend:** When a member is speaking, the member can suggest a change to a main motion. The member does this by moving an amendment. The motion to amend must be seconded like any other motion.
2. **Majority needed:** An amendment must have the same majority as the motion that it amends. This means that an amendment to a proposed by-law requires a two-thirds majority vote to pass.
3. **When not permitted:** An amendment cannot, in the opinion of the chair,
 - be unrelated to the main motion;
 - or be contrary to the meaning of the main motion.

Comment: Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. A member who wants something contrary to the main motion can

- speak against the motion
 - ask the mover and seconder to withdraw the main motion
 - ask the members to defeat the main motion so a different motion can be moved.
4. **Friendly amendments:** A member can ask that the mover and seconder of the main motion accept a change to their motion. If they accept the change, it becomes part of the main motion.
 5. **Withdrawal of a motion:** The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees. If any members still want to vote on the motion, they can move and second the same motion themselves.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

Rule 5: Procedures for Amendments

1. **Discussion on amendments:** After an amendment has been moved and seconded, speakers can only speak about the amendment. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

2. **After amendment:** After the amendment has been voted on, discussion can continue on the motion as amended or the original motion if the amendment was defeated.
3. **Only one amendment:** Only one motion to amend can be on the floor at one time. After the meeting deals with that amendment, members can move other amendments if they wish.
4. **Chair can authorize more than one:** Despite the above, the chair can authorize more motions to amend before earlier ones have been voted on. This would only apply if the later amendment would change the terms of the first one. Amendments are discussed and voted on in reverse order from when they were moved. This means that only the current amendment can be discussed until it is voted on.

Comment: Usually only one amendment at a time should be under consideration. Members can easily become confused if there are several amendments being discussed at once. If the chair decides there can be more amendments, there should be great care taken to see that members understand what the current amendment is.

Rule 6: Voting

1. **When to vote:** The chair calls for a vote
 - after every member who wishes to speak has spoken
 - at a fixed time that the members decided the vote would take place
 - after the members pass a motion to call the question

How to vote: Voting is by show of hands unless a secret ballot is requested by five members present at an members meeting (bylaw 8.5) or by one board member at a board meeting (bylaw 9.12).

Comment: A vote by ballot may be better if the item is a sensitive one, but it often takes a lot of time.

2. **Counting:** The chair counts the votes and rules on whether or not the motion has passed.
3. **Recount:** A member can request a recount immediately after the results are announced. If a quorum is no longer present, the results that were originally announced will stand. If a quorum is still present, then
 - if the vote was by show of hands, there must be an immediate recount.
 - if the vote was by ballot and four other members support the request, there must be an immediate recount with scrutineers.
4. **Majority:** Motions are decided by simple majority unless by-laws say something else. See section 5.04a i, Amendment Procedures.

Comment: A simple majority is more than half of the votes cast. A two-thirds majority is at least two-thirds of the votes cast. Abstentions and spoiled ballots are not considered votes cast.

Examples:

- Simple majority:
 - 31 members present and 25 vote
 - a simple majority is 13 (more than $25/2 = 12 \frac{1}{2}$)
 - it is not 50% plus one (more than $12 \frac{1}{2} + 1 = 13 \frac{1}{2}$), which would be 14.
- Two-thirds majority:
 - 31 members present and 26 vote
 - a two-thirds majority is 18 (at least $2/3 \times 26 = 17 \frac{1}{3}$)
 - it is not 17, because it has to be "at least" $17 \frac{1}{3}$

Rule 7: Motions About Procedure

1. **Calling the question (Vote immediately):** When a member is speaking, the member can ask for an immediate vote by saying "I call the question" or "I move to end the debate". There must be a seconder. The chair will immediately ask the members to vote on whether they want to finish the discussion at this point. A two-thirds majority vote is needed. The vote is by show of hands.
 - If the motion to call the question is carried, the members then vote on the main motion or amendment.
 - If the motion to call the question is defeated, members can continue the discussion.

Comment: A motion to call the question should be used when members seem to be ready to vote and when speakers are not saying anything new. It should be used carefully because it may take away someone's right to speak.

2. **Motion to postpone:** When a member is speaking on a motion or amendment, the member can make a motion to postpone any decision. There must be a seconder to the motion to postpone. A simple majority is needed. The vote is by show of hands. There are three kinds of motion to postpone.
 - a. **Defer the motion:** This means to put off discussion to another time. The motion can be discussed before voting on it. The motion must state the time or how the time will be decided. Examples:
 - until 9:30 p.m. during the same meeting
 - until after item ... on the agenda for the same meeting
 - until the next meeting
 - until a special meeting to be called by the board.
 - b. **Refer the motion:** This means to refer the motion to the board or a committee for a recommendation. They will bring the issue back to the members at a later time. The motion can be discussed before voting on it.
 - c. **Table the motion:** This means to put off the motion for an indefinite time. It is usually used when members don't want to discuss something, or to express their opinions. There is no discussion or debate before voting on the motion.
3. **Motion to take from the table:** When a motion has been tabled, it can be brought back to the members by a motion "to take from the table". This must be on the agenda if it is at a different

meeting. There must be a seconder to the motion to take from the table. It can be discussed before voting on it. A simple majority is needed. The vote is by show of hands.

4. **Motions that waste time:** The chair can rule a motion out of order on the grounds that it is absurd or wasting time and not worth the members' attention.

Rule 8: Interruptions

1. **Limits:** Members cannot interrupt another speaker or speak out of turn except in the specific situations stated in this rule. In all cases the interruption must be as brief as possible and not part of a debate. Members who want to interrupt under this rule should stand up and politely say what their interruption is about.
2. **Point of order:** Members can raise a point of order if they think that the meeting is not following the correct procedure or there is not a quorum at the beginning of a meeting or at the time of a vote. The chair rules on the point of order and takes any action that is necessary.
3. **Question of privilege (point of privilege):** Members who feel that there is a risk to the rights, safety or comfort of the members (or of one member) can raise a question of privilege. It may be a simple thing, such as the need for better ventilation, or for the use of a microphone. The chair rules on the question of privilege and takes any action that is necessary.
4. **Point of information:** Members can raise a point of information if they have an important piece of information or question and dealing with it will save time in the discussion. A point of information must be very brief. The chair rules on whether it is a point of information and what action should be taken.
5. **Appeals from the chair:** Members can appeal when they think a ruling of the chair is not correct. The appeal must be made immediately after the ruling. There must be a seconder. Both the member who appealed and the chair can give their reasons. There is no other debate or discussion. The chair does not step down. The question: "Do we confirm the decision of the chair?" is put to the vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

Comment: The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

Rule 9: Unacceptable Behaviour

1. **Vote of members:** If a member's behaviour is unruly or inappropriate in a significant way that interferes with the conduct of a meeting, the member may be ejected from the meeting by vote of the members present. There is no discussion or debate. A simple majority is needed.

2. **With or without motion:** The chair can put the question to the members without a motion. A motion can also be made by anyone who is speaking on a motion or amendment, but only if the chair permits it. The motion needs a seconder.

3. **Refusing to leave meeting:** If a member does not leave the meeting after a motion has been passed to eject the member, the member will be considered in breach of the Disciplinary and Behaviour Policy. In addition,

the chair of the meeting may take any other measures that are appropriate to remove the member from the meeting.