



By-Laws
Revised: September 20, 2021

1.0 Preamble

This By-Law governs the affairs and conduct of Arcane Horizons 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) "Board Members" 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) "Stakeholder" shall mean stakeholders of the Corporation.
- (g) "Family Members" shall mean parents, siblings, grandparents, aunts, uncles, cousins including biological, adoptive, step and in-law relationships, and those not related but whom a person receiving support considers to be like a close relative.
- (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.

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 Mission, Vision, and Philosophy

- (a) 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.
- (b) The Corporation's vision is that adults with intellectual disabilities are included, accepted, and valued in our communities.
- (c) The Corporations philosophy includes the Gentle Teaching approach to providing consistent, individualized and quality support to the individuals we serve. The four principles of Gentle Teaching include:
 - Teaching the person to feel safe with us.
 - Teaching the person to feel engaged with us.
 - Teaching the person to feel unconditionally valued by us.
 - Teaching the person to be loving/giving with others.

6.0 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 supports are 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 to assess the Corporations' 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 all supports conducted by the Corporation are carried out, to the best of its ability, according to the *Vulnerable Persons Living with a Mental Disability Act's* (VPA) guiding principles.

7.0 Stakeholders

7.1 Categories of Stakeholders - Any person with an interest in the purpose of the Corporation who is at least eighteen (18) years of age and is not a family member of an employee of the Corporation including, but not limited to:

- Staff
- Persons receiving support services
- Family and friends of persons receiving support services
- Government personnel who support Arcane Horizons and the people receiving services

7.2 Rights of Stakeholders - Every stakeholder is entitled to:

- a) attend any annual general meeting or special meetings of stakeholders.
- b) vote at any annual general meeting or special meetings of stakeholders.
- c) be a member of and participate in committees.
- d) exercise other rights and privileges given to stakeholder in these by-laws.

8.0. Meetings of Stakeholders

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 general meeting.
- b) consideration of the annual report of the Board.
- c) consideration of the financial statements and the report of auditors.
- d) confirmation of current slate of Board members.
- e) appointment of auditors and accountant.
- f) Review and approve any by-law changes.

g) Discuss any other reasonable, related business brought before it. Such matter must be relevant to the business or affairs of the Corporation and requested by a stakeholder to be included on the agenda. 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.

8.3 Notice for Stakeholder Meetings

Notice of special meetings and of the annual general meeting shall be given in writing not less than 21 days before the 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 stakeholders 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 Stakeholder Meetings

A quorum at any meeting of stakeholders shall be ten (10) stakeholders. If a quorum for a meeting of stakeholders 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 stakeholders then present and entitled to vote shall constitute a quorum.

8.5 Voting at Stakeholder Meetings

- Every stakeholder present shall be entitled to one vote.
- Each family of a person receiving support services will have one vote and is considered one stakeholder.
- 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.

8.6 Special Arrangements at Stakeholder Meetings

At all meetings of the stakeholder's reasonable accommodation shall be made to ensure the full participation of stakeholders who have a disability. It is the responsibility of a stakeholder 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.

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, appoint 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:

- a) be at least 18 years of age.
- b) not be an undischarged bankrupt.
- c) 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.
- d) be interested in furthering the purpose of the Corporation.
- e) 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 Board Members

The Nominating Committee shall submit to the stakeholders 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 Board Members

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

The office of Board Member shall be vacated if:

- a) a Board member submits a written resignation to the Chair of the Board.
- b) the Board member dies.
- c) the Board member 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 Board members present at the meeting to remove the Board member from office for just cause.

No Board member 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.

Vacancies on the Board, however caused, may so long as a quorum of Board Members remains in office, be filled by the Board from among the qualified stakeholders of the Corporation. If the number of Board members is not sufficient to constitute quorum, the Board members then in office shall forthwith recruit additional members as required as soon as possible so the decisions of the Board may continue.

9.7 Board Meetings

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

The meetings of the Board shall be held at such time and place as the Chair, or the Executive Director may designate. Special meetings shall be held as the persons requesting 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 unanimous vote of the Board members may waive notice of or otherwise consent to a meeting of the Board.

9.9 Board Meetings by Teleconference or Video Conference

The Chair may arrange for teleconference, video conference or other communications medium 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.

9.10 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.

9.11 Participation in Board Meetings by Teleconference

If all the Board members consent, a Board member 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. A Board member participating in a meeting by such means is deemed to be present at the meeting.

9.12 Quorum at Board Meetings

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

9.13 Voting at Board Meetings

- Each member of the Board, excluding the Chair, has one vote. In the case of an equal vote the Chair decides.
- There shall be no provision for proxy voting.
- Decisions of the Board shall be made by a show of hands unless a secret ballot is requested by any Board member.

9.14 Conflict of Interest

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 or 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. 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.

9.15 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.

9.16 Remuneration of Board Members

No Board member shall receive remuneration from the Corporation other than for out of pocket expenses.

9.17 Special Arrangements at Meetings

Reasonable accommodation shall be made 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 reasonable notice of the need of listening devices, translators, alternate media, or other special accommodation which may be required by the member.

9.18 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.

9.19 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.

9.20 Confidentiality of Board Members

Every director and board committee member shall be required to sign an oath of confidentiality 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. Further, it shall be the duty of every director and committee member to comply with the confidentiality provisions of these by-laws. Breach of confidentiality may be grounds for removal from the board.

10.0 Executive Officers

The Officers of the Corporation are the Chair, the Vice-Chair, Secretary, and the Treasurer and such other officers as the Board may determine.

10.1 Selection

The Board shall annually at the first Board meeting after the Annual General Meeting, or as often as may be required, select a Chair, Vice-Chair, Secretary, and the Treasurer from among its members.

10.2 Term of Office

All Officers shall be elected for a one-year term and may be re-elected from the Board without limitation on their term of service.

10.3 Duties of the Officers

Duties of the Officers are described in the Board of Directors Governance Manual.

10.3.1 Delegation of Duties

The Board may appoint 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. 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.

10.4 Removal of Officers

Any of the Officers of the Corporation may be removed by majority vote of the Board.

11.0 Standing Committees

The Board may establish standing committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

12.0 Special or Ad Hoc Committees

The Board may establish special or Ad hoc committees as it sees fit. Each committee shall be chaired by a board member who shall report regularly to the Board of Directors. Special committees have no authority and shall make recommendations to the Board which has final decision-making power.

13.0 Appointment of Executive Director

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

14.0 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.

15.0 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.

16.0 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.

17.0 Finances and Administration

17.1 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.

17.2 Execution of Documents

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.

17.3 Signing Authority

All cheques of the Corporation shall be signed by any two of the Chair, Vice-Chair, Treasurer or Executive Director.

17.5 Borrowing Powers

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

17.6 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.

17.7 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.

17.8 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.

18.0 Amendment of Bylaw

This bylaw may be amended or repealed at any meeting of stakeholders by a two-thirds majority vote of the stakeholders present, where appropriate notice detailing the changes to the bylaw has been given in writing to the stakeholders at least 14 days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes. Such notice is not required where unanimous approval is given by the stakeholders attending the meeting to waive provision of written notice. No amendments or additions shall be effective if it would cause the revocation of the Corporation's status as a registered charity.

19.0 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.

Approved by on _____, 2021:

Per:

Chair

Per:

Vice-Chair