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**BY-LAW NO. 7 (2019) THE GENERAL BY-LAW OF PLUG – IN INC.**

The corporation legally registered as Plug - In Inc. shall operate as Plug In Institute of Contemporary Art (hereinafter called "Plug In ICA"), as follows:

These Bylaws replace and supersede in their entirety the Bylaw of Plug In ICA, dated January 2019.

## **Section 1 - General**

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
  - (a) "Act" means *The Corporations Act*, C.C.S.M. c. C225 (Province of Manitoba) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
  - (b) "Appoint" means "elect" and vice versa;
  - (c) "Board" means the board of directors of Plug In ICA;
  - (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
  - (e) "Chair" means the chair of the Board;
  - (f) "Corporation" means Plug – In Inc. operating as Plug In ICA;
  - (g) "Director" means an individual occupying the position of director of Plug In ICA by whatever name they are called;
  - (h) "In writing" includes email and other electronic communication;
  - (i) "Letters Patent" means the Letters Patent and any supplementary letters patent of Plug In ICA;
  - (j) "Member" means a member of Plug In ICA;
  - (k) "Members" means the collective membership of Plug In ICA; and
  - (l) "Officer" means an officer of Plug In ICA.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed in accordance with the following:
  - (a) all terms which are contained in the By-laws of Plug In ICA and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations;
  - (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
  - (c) Other than as specified in Section 1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
  - (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
3. Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those

contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

4. Seal. The seal of Plug In ICA, if any, shall be in the form determined by the Board.
5. Head Office. The head office of Plug In ICA is situated in the City of Winnipeg in the Province of Manitoba and at such place as the Directors of Plug In ICA may from time to time decide.
6. From time to time. When this by-law says a thing may be done, it means the thing may be done from time to time, unless otherwise specified.

## **Section 2 – Membership**

7. Regular members. Membership in Plug In ICA shall be open to all members of the community and the facilities of Plug In ICA and shall be available to everyone willing to comply with the By-Laws of Plug In ICA. Exhibitions are open to the public.
8. Fees. All monies whether by way of fees, donations, charges, bequests or otherwise, received by Plug In ICA shall be held in trust for, and all funds and resources of Plug In ICA shall be devoted exclusively to the charitable objects of Plug In ICA.
9. Members. Any individual or corporation that subscribes to the aims and objectives of Plug In ICA shall, upon application in writing and payment of the appropriate fee, be admitted to membership. Membership classes or categories and fees, and membership privileges and benefits shall be established from time to time by the Board of Directors. Fees shall be levied annually and shall be payable in advance. Complimentary memberships may also be granted or granted in recognition of a certain minimum size donation.
10. Termination of Membership. The interest of a member in Plug In ICA is not transferable and lapses and ceases to exist:
  - a. A member may resign from Plug In ICA at any time without giving notice of their resignation.
  - b. When in default of payment of dues after being given 90 days' notice of such default or when the member's period of membership expires.
13. Annual Meeting. Subject to the Act, an annual general meeting shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Manitoba or, in the absence of such determination, at the place where the head office of the Corporation is located for the following purposes:
  - (a) consideration of financial statements;
  - (b) consideration of the auditor's report;
  - (c) the election of Directors and Officers;
  - (d) the appointment of the auditor;
  - (e) the consideration of any by-laws made by the Directors during the preceding year.
14. Special Meeting of Members. The Board, the president or the secretary shall have power to call a special meeting of Members at any time.
15. Notice of Meeting. Notice of the time and place of any meeting of members shall be published as permitted by the Act or sent including by electronic means, not less than 15

days or more than 50 days before the meeting to each member entitled to vote at the meeting; to each Director; and to the auditor of the Corporation.

16. Place of Meetings. Meetings may be held at any place, in person or via electronic means.
17. Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
18. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
19. Quorum. A quorum for the transaction of business in any meeting of members consists of nine (9) members present in person at any meeting. If a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the chairperson and a quorum at any such adjourned meeting shall be those members (no less than 9) who are present in person at such adjourned meeting.
20. Voting Procedure. Every question shall be decided by a majority of the members present in person. Every question shall be decided in the first instance by a show of hands unless a ballot is demanded by any member. Unless a ballot is demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution. Any vote may be held entirely by means of a telephonic, an electronic or other communication facility which would include email, conference call, video conferencing technology or similar.
21. In case of an equality of votes in any general meeting, whether upon a show of hands or on a ballot, the chairperson is entitled to a casting vote.

### **Section 3 – Directors**

22. Number of Directors. The Board consists of not fewer than six (6) and not more than fifteen (15) Directors, or such other number of directors as may be determined from time to time by special resolution. The Executive Director is ex officio and a non-voting member of the Board of Directors.
23. Qualification. To be qualified for election as a Director, a person:
  - Must be at least 18 years of age;
  - Must not have the status of a bankrupt;
  - Must become a member of the Corporation within ten (10) business days after election or appointment as Director;
  - Has signed and agrees to the contents of the Code of Conduct and Board responsibilities, which are included in these By-Laws as Schedules “A” and “B”, respectively.

A majority of the Directors must be residents of Manitoba.

24. Composition. At all times not less than 1/3 of the currently serving Directors shall be artists, of whom not less than two shall be practicing visual artists.
25. Election of Directors. Directors are elected at the Annual General Meeting. The Board may make arrangements to ensure that no more than one-half of the Directors are elected in each year. In order to achieve this, the Board may limit some terms to one year. In such a case, a Director may be re-elected for a further four full-terms, for a total of thirteen years, notwithstanding Section 12 below.
26. Term. Directors are elected for a term of three (3) years and can be re-elected for a maximum of four (4) terms.

A President, elected or re-elected in their eleventh (11th) year, and the Past President will be allowed to complete their respective terms of office.

27. Vacancies. The office of a Director shall automatically be vacated:
  - (a) if the Director does not within ten (10) days after election or appointment as a Director become a member, or ceases to be a member of the Corporation;
  - (b) if the Director does not qualify in accordance with Article 23 and 24 above;
  - (c) by a Director who misses three consecutive meetings, will be deemed to have resigned unless excused by the Board;
  - (d) by notice in writing to the Board President that they resign their office;
  - (e) when their term expires;
  - (f) a member may be expelled by a special resolution of the members passed at a general meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote; or
  - (g) when the Director dies.
28. Filling Vacancies. The Board may fill any vacancies by a majority vote of the Directors when vacancies arise between Annual General Meetings. Such appointment will become effective immediately and will expire at the next AGM. If the appointment is ratified at the AGM, it would be for two additional years, after which the person would be eligible for re-election for up to three additional three-year terms.
29. Past President. Upon completion of all terms, the President retires to the position of Past President.

## **Section 4 – Board Member Emeritus**

30. Board Member Emeritus. Board Member Emeritus are nominated and elected by the Board of Directors. Board Member Emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms for as long as they remain active at board meetings, and may end their term at any time.
31. A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events at Plug In ICA. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

32. Eligibility as Board Member Emeritus: In order to be considered for designation as a Board Member Emeritus, they must satisfy the following criteria:
1. Has served the Plug In ICA Board of Directors with excellence and distinction;
  2. Held an important leadership role, and made or continues to make significant contributions to Plug In ICA;
  3. Engaged in major volunteer or advocacy activities in their service on the board;
  4. Completed the term(s) for which they were appointed;
  5. Participates in one (1) or more Plug In ICA annual activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)
33. Election: Annually, with the recommendation of the board nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or more individuals for a Board Member Emeritus. The Executive Committee will present the nomination(s) along with supporting statements to the Plug In ICA Board of Directors for its consideration. A simple majority vote of Directors present at a meeting at which a quorum is present is sufficient to approve an appointment.
34. Nominations. Nominations to the Board of Directors will be accepted if the individual nominated is nominated in writing by at least ten members, and if such nomination is accompanied by the written consent of the candidate served, if elected. Any such written nomination and consent must be filed with the Corporation office not less than 14 days before the date fixed for the annual meeting at which the elections to be held.
35. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

## **Section 5 – Committees of the Board**

36. Executive Committee. Subject to the By-laws and any resolutions of the Board of Directors the Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer and the Executive Director (ex officio). The Board may, on the advice of the nominating committee, appoint other directors to the Executive Committee. The Nomination Committee nominates Directors for positions on the Executive Committee. The Board of Directors appoints the nominees to the Executive Committee. Appointments to fill vacancies on the Executive Committee follow the same procedure.

The Executive Committee may fix its quorum, however, in any event such quorum shall not be less than a majority of its members.

37. Powers of Executive Committee - The Executive Committee may exercise all power of the Board of Directors with the following exceptions:
- a. The sale of assets;
  - b. The incurring of debts or other liabilities in excess of \$25,000;
  - c. The amendment of the By-laws of the Corporation;
  - d. The appointment of auditors;
  - e. The annual budget of the Corporation;
  - f. Such other matters as the Board of Directors deems appropriate.

38. Equity Review Committee: The Equity Review Committee that will meet at least once annually to review and advise on the Institute's operations related to whether the organization, including its Board, staff and programs, have been inclusive of and receptive to diverse peoples, experiences, perspectives, and interests. The Committee shall produce a report of its findings each year, which is to be considered by the Board to discuss organizational structures and programming related to diversity and inclusivity.
39. Other Committees. The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board deems fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board may from time to time make. Any committee member may be removed by a majority vote of the Board of Directors.
40. Nominating and Governance Committee. Subject to the *Act*, there shall be a Nominating Committee that shall meet at least annually and make recommendations for nominations to the Board. The Nominating Committee shall be composed of the President, the Vice-President, the Past-President and the Executive Director. Other members may be added to the Nominating Committee by the Executive Committee. The Nominating Committee shall make recommendations for nominations to the Board of Directors firstly to the Board prior to the annual meeting of the members of the Corporation. Those recommendations, once approved by the Board, shall then be submitted to the annual meeting of the members of the Corporation for consideration.

## **Section 6 – Meetings of Directors**

41. Regular Meetings. There shall be no fewer than four (4) regular board meetings annually. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meeting shall be sent to each director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except when the *Act* requires the purpose of the meeting, or the business to be transacted at the meeting to be specified.
42. Meetings by Telephone or other technologies. A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, video or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.
43. Place of Meetings. Meetings of the Board may be held at any place, in person or via electronic means. A meeting of the Board may be convened by the President or any two Directors.
44. Notice. Notice of Board meetings shall be given to each Director not less than forty-eight hours before the date of the meeting. Meetings of the Board may be held at any time without formal notice if all of the Directors are present or those absent waive notice or have signified their consent in writing to the meeting being held in their absence. A board meeting may also be held, without notice, immediately following the Annual General Meeting of the members. If the Board determines a regular day, time and place for a meeting (e.g. the first Thursday of every month, at 7 p.m. at the offices of the Corporation), notice of such determination of a regular meeting shall be given to each Director no less than forty-eight hours before the first regular meeting, and thereafter no formal notice is required so long as the day, time and place remain unchanged.

45. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.
46. Quorum. A majority of the Directors in office shall form a quorum for the transaction of business by the Board.
47. Voting. Each Director has one vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson is entitled to a second or casting vote.
48. Resolutions. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution. A resolution in writing signed by all 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 Directors.
49. Chairperson. The chairperson of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: president, vice president, secretary or treasurer. If no such officer is present, the Directors present shall choose one of their numbers to be the chairperson.
50. Conflict of Interest. In this section, a “contract” includes a proposed contract. A Director or officer who is a party to, or who is a Director or officer of, or has a material interest in any firm, corporation or organization who is a party to a material contract with the Corporation, shall disclose the nature and extent of such interest at the time and in the manner provided by the *Act*. Any such contract shall be referred to the Board or Members for approval even if such contract is one that, in the ordinary course of the Corporation's business, would not require approval by the Board, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the contract, except as provided by the *Act*.

## **Section 7 – Powers of Directors**

51. Administer Affairs. The Board of Directors of Plug In ICA may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
52. Expenditures. The Board shall have the power to authorize expenditures on behalf of Plug In ICA from time to time and may delegate, by resolution to an officer or officers of Plug In ICA, the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of Plug In ICA. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of Plug In ICA in accordance with such terms as the Board may prescribe.
53. Borrowing Power. The Board of Plug In ICA may from time to time:
  - a. borrow money on the credit of Plug In ICA;
  - b. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of Plug In ICA;

- c. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of Plug In ICA, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of Plug In ICA; and
- d. delegate the powers conferred on the Board under this paragraph to such officer or officers of Plug In ICA and to such extent and in such manner as the directors shall determine.

The powers hereby conferred are deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of Plug In ICA possessed by its Directors or Officers independently of this By-law.

54. Fundraising. The Board shall take such steps as they may deem requisite to enable Plug In ICA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
55. Employees. The Board shall appoint an Executive Director who shall oversee the operations of the Plug In ICA, including its administration (such as finance, fundraising, grant writing) and programming (such as exhibitions, publications, youth programs) and other duties as may be required by the Board. The Executive Director is also responsible for the hiring of all staff required to support the operation of the Plug In ICA. The Executive Director is accountable to the Board.

## Section 8 - Officers

56. Appointment. The officers of Plug In ICA shall be a president, one or more vice presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including the Executive Director, *ex officio*. The Board may specify the duties of and in accordance with this by-law and subject to the provisions of the *Act*, delegate to such officers powers to manage the business and affairs of Plug In ICA.
57. Election and Appointment of Officers. The Officers of Plug In ICA shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of Members.
58. Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:
  - a. by notice in writing to the Board President that they resign their office at the time specified in the resignation letter;
  - b. the appointment of a successor;
  - c. the meeting at which the Directors annually appoint the Officers of the Corporation;
  - d. that Officer's removal;
  - e. when their term expires;
  - f. that Officer ceasing to be a Director or member if such is a necessary qualification of appointment;
  - g. that Officer's death.

If the office of any officer of the Corporation shall be or become vacant the Directors by resolution may appoint a person to fill such vacancy.



59. Remuneration of Officers. The Officers shall serve as such without remuneration (excepting the Executive Director) and no officer shall directly or indirectly receive any profit from occupying the position of an Officer. All Officer shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.
60. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the officers shall include:
- (a) President of the Board. The President of the Board shall chair at the meetings of the Board of Directors and shall fulfill such further and other duties as determined by the Board of Directors. The President sits *ex officio* on all committees.
  - (b) Vice-President of the Board. During the absence or disability of the President of the Board, the President's duties shall be performed and the President's powers exercised by the Vice-President of the Board.
  - (c) Secretary. The Secretary shall attend and be the secretary of Board meetings and the Annual General Meeting and shall enter or cause to be entered in books as well as electronic records kept for that purpose, minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to Members and Directors.
  - (d) Treasurer. The Treasurer shall cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, render financial statements to the Directors, members and others when required. The Executive Director will provide to the Board from time to time a certificate duly signed by them indicating that all statutory deductions and remittances required to be made pursuant to the laws of Manitoba or the laws of Canada have been made and remitted in accordance with those laws.
  - (e) Equity Committee representative. The Equity Committee provides feedback on all matters addressed and discussed at the executive level.
61. Powers and Duties of Other Officers. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the president may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.
62. Variation of Duties. The President of the Board may add to the duties of any other officer and may limit or vary such additional duties. The Board may vary, add to or limit the powers and duties of an officer.
63. Term of Office - The Officers of the Corporation shall hold office for one year from the date of election or appointment or until their successors are elected or appointed. The Board may, in its discretion, remove any Officer of the Corporation at any time.
64. Conflict of Interest - An officer shall disclose an interest in any material contract or proposed material contract with the Corporation in accordance with Section 25.

## **Section 9: For the Protection of Directors and Officers**

65. Limitation of Liability. Except as otherwise provided in the Act no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.
66. Indemnity. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
  - (b) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

## **Section 10: Notices**

67. Method of Giving Notices. Any notice to be given (which term includes sent, delivered or served) pursuant to the *Act*, the regulations under the *Act*, the articles, the by-laws or otherwise to a Member, Director, officer, auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or, if delivered, to such person's recorded address or, if mailed, at such person's recorded address by prepaid post or airmail or, if sent at such person's recorded address, by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as described above; a notice so mailed shall be deemed to have been received at the time it would have been delivered in the ordinary course of mail. 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 by the secretary to be reliable.

68. 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.
69. Undelivered Notices. If any notice given to Members pursuant to Section 51 is returned on three consecutive occasions because such Member cannot be found, Plug In ICA shall not be required to give any further notices to such Member until the Member informs the Corporation in writing of the Member's new address.
70. Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of it shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on that notice.
71. 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 to such person under the provisions of the Act, the regulations under the Act, the articles, the by-laws or otherwise and such waiver or abridgement 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 Members or of the Board may be given in any manner.

## **Section 11 – Business of the Corporation**

72. Registered Office. Until changed in accordance with the Act, the registered office of the Plug In ICA shall be in Winnipeg, Manitoba, and at such location in Winnipeg as the Board may determine.
73. Fiscal Year. The fiscal year of Plug In ICA shall terminate on such date each year as the Board may from time to time by resolution determine.
74. Banking Arrangements. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part of it shall be transacted by such means as the Board may decide.
75. Auditor. The members shall at each annual meeting appoint an auditor to audit the accounts of Plug In ICA for report to members who shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor.
76. Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of Plug In ICA may be signed by
- (a) any one of the President of the Board, Vice-President or Treasurer, with the additional signature of the Executive Director ;
  - (b) the Executive Director if the value of the contract, document or instrument is of \$25,000 or less

and all contracts, documents and instruments in writing so signed shall be binding upon Plug In ICA without any further authorization or formality.

77. Books and Records. Plug In ICA shall prepare and maintain at its registered office or at any other place in Manitoba designated by the Directors those records required by the Act, including the articles, by-laws, amendments thereto, minutes of meetings and resolutions of members, required notices, an up-to-date register of members, adequate accounting records, and minutes of meetings and resolutions of the Directors and any committee thereof.
78. Rules and Regulations. The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the management and operation of Plug In ICA, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of Plug In ICA when they shall be confirmed. Failing such confirmation at such annual meeting of Members, the rules and regulations shall, at and from that time, cease to have any force and effect.

## Section 12: Amendment of By-Laws

79. Amendment. The by-laws of Plug In ICA may be amended, revised or repealed by resolution of the Board. The Board shall submit the by-law or amendment, revision or repeal thereof to the members at the next meeting of members, who may by ordinary resolution, confirm, reject or amend the by-law amendment, revision or repeal. Overall examination of by-laws for currency and comprehension will take place every five years.

## Section 13: Dissolution

80. Dissolution. It is the unalterable provision of this By-law that members of Plug In ICA shall have no interest in the property and assets of Plug In ICA; and that upon dissolution or winding up of Plug In ICA, any funds and assets of Plug In ICA remaining after satisfaction of its debts and liabilities, shall be distributed to non-profit organizations in the immediate vicinity whose objects most closely accord with those of Plug In ICA as determined by the Board of Directors.

## Section 14: Effective Date

81. Effective Date. This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ENACTED on the    day of    2022

WITNESS the seal of the Corporation.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

Confirmed at a meeting of the members of the Corporation held the    day of September 2022.