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ORGANIZATIONAL BY-LAW NO. 1  
OF THE  
ST. JAMES SCHOLARSHIP FOUNDATION INC.  
(the "Foundation")

Being the General By-Laws of the Foundation.

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ARTICLE I – NAME

The Foundation is known as the ST.JAMES SCHOLARSHIP FOUNDATION INC., and is incorporated as a corporation without share capital under the laws of Manitoba.

ARTICLE II – OBJECTIVES

The objectives of the Foundation shall be to provide such scholarships, bursaries, prizes, or other assistance that will give the greatest encouragement to, and reward for outstanding merit, scholarship and character development shown by students in the schools of the St. James-Assiniboia School Division.

ARTICLE III – MEMBERS

Section 1.

The Members of the Foundation Board of Directors shall be any citizens supportive of the objectives as described in Article II, and admitted to membership by the Board of Directors by majority vote in favour of admission. A majority vote means 50% plus one of the members present.

Section 2.

The Members may terminate with just cause the membership of any existing Member by a two-thirds vote.

Section 3.

Resignation from Membership: Any member desiring to resign from the

foundation shall submit his resignation in writing to the Secretary-Treasurer who shall present it to the directors for action.

Section 4.

The three Directors nominated by the St. James – Assiniboia School Division shall be: one high school principal, one School Trustee, and a nominee of the Secretary – Treasurer of the school division who shall act as Secretary- Treasurer of the Foundation.

ARTICLE IV -- OFFICERS

Section 1. Officers: The Officers of the Foundation shall be a President, Vice-President, and Secretary-Treasurer, and such other officers as the Board of Directors may from time to time create.

Section 2. Duties: The Officers shall perform the duties as prescribed in these bylaws and by the parliamentary authority adopted by the Foundation and any other duties assigned by the Board of Directors.

(a) President – The President shall preside at all meetings of the Board of Directors . The President is charged with the general supervision and management, subject to the authority of the Board of Directors, of the business and affairs of the Foundation. The President shall also perform such other duties as the Board of Directors may designate or as otherwise required by law and by the Articles of Incorporation and By-Laws of the Foundation.

(b) Vice-President – The Vice-President shall assume the duties of the President in the absence, or at the request, of the President, and shall perform such other duties as the President or the Board of Directors may designate from time to time.

(c) Secretary-Treasurer shall perform all of the duties commonly incident to and vested in the office of a secretary of a Foundation and/or by the Articles of Incorporation, and further such other duties as the President or the Board of Directors may designate from time to time. The Secretary-Treasurer shall certify and keep, or cause to be kept, the original copies of the Articles of Incorporation and By-Laws of the Foundation, as same may be amended from time to time, and all of the minutes of meetings and resolutions of the Members and Directors of the Foundation, and shall ensure that current copies of the

Articles of Incorporation, By-Laws, policies, procedures, resolutions and minutes are provided to the President and other Officers and Directors as appropriate. The Secretary-Treasurer shall ensure that all notices are duly given, minutes are recorded and shall be responsible for the preparation of the report of the Board of Directors to be presented at the annual general meeting. Records maintained by the Secretary-Treasurer shall be made available to any Member or Director of the Foundation upon request.

The Secretary- Treasurer shall have the care of the financial records of the Foundation and shall be primarily responsible for maintaining the accounts of the Foundation, disbursing funds and issuing receipts for donations, all as directed by the Board of Directors, and shall perform such other duties as the President or the Board of Directors may designate from time to time.

- Section 3. Nominations: At a Board meeting prior to the annual meeting, the Board of Directors may appoint a Nominating Committee of three Directors. It shall be the duty of this committee to prepare a slate of candidates for the Directors to be elected at the annual meeting. Nominations from the floor for Directors shall be in order at the annual meeting provided the nominee is present or has signified in writing his/her willingness to serve.
- Section 4. Term: The Officers shall be elected by ballot at the annual general meeting of the Members to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.
- Section 5: Appointments: The Board of Directors of the Foundation shall cause to be appointed such Officers as are elected by the Members of the Foundation in accordance with sections 3 and 4 of this Article IV.

#### ARTICLE V – HEAD OFFICE

The head office of the Foundation shall be at such place in the community as the Board of Directors of the Foundation shall decide from time to time. Until changed by resolution of the Directors of the Foundation, the head office shall be at 2574 Portage Avenue, Winnipeg, Manitoba R3J 0H8.

## ARTICLE VI -- FISCAL YEAR AND AUDIT

- Section 1. Fiscal Year: The fiscal year of the Foundation shall be from January 1 to December 31 each year.
- Section 2. Audit: At each and every annual general meeting of the Foundation, the Board of Directors shall appoint an auditor or auditors to audit the financial records of the Foundation for the next ensuing year, or shall dispense with the requirement to appoint an auditor or auditors for this purpose.

## ARTICLE VII -- MEETINGS

- Section 1. Annual General Meeting: The annual general meeting of the Foundation shall be held not later than five months following the end of the fiscal year.
- Section 2. Special Board Meetings: Special general meetings of the Foundation may be called at any time by the Board of Directors or at the request of any 3 Members of the Foundation. Notice of meeting is to be transmitted 21 days prior to the meeting date.
- Section 3. Notice: All Members shall be notified of the annual general meeting of the Foundation at least 30 days prior to the meeting.
- Section 4. Quorum: Six members of the Board of Directors shall constitute a quorum.

## ARTICLE VIII -- BOARD OF DIRECTORS

- Section 1. Authority and Composition: The property and business of the Foundation shall be managed by a Board of Directors of at least 11 Directors and not more than 16 Directors. The Directors shall be elected at the annual general meeting of the Members or at a special meeting of the Members called for the purpose of electing the Directors.
- Section 2. Meetings: The Board shall hold a minimum of two meetings each year at the call of the President or of any 3 Directors.

- Section 3. Quorum: Six of the Directors of the Board shall constitute a quorum.
- Section 4. Office Vacated: The office of a Director shall be automatically vacated either by resignation in writing or by neglect or refusal, without sufficient reason, to attend any three consecutive meetings of the Board of Directors.
- Section 5. Removal of Directors: The Members may remove a Director from office by a two thirds majority vote provided that notice of this proposed resolution has been given in advance at the previous meeting of Members, or in writing at least 21 days in advance of the meeting to consider the proposed resolution to all Members.
- Section 6. Vacancies: Vacancies on the Board of Directors may be filled by a majority vote of the Directors.
- Section 7. Remuneration: The Board of Directors of the Foundation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- Section 8. This article does not apply to honorary directors.

#### ARTICLE IX - HONORARY DIRECTORS

Honorary Directors are people who are recognized by the members for their special and sustained contribution to the foundation.

Upon the recommendation of one member, seconded by another member, Honorary Directors shall be elected by a two-thirds vote at an annual general meeting and shall be entitled to all the privileges of directors for that term except those of making motions, of voting and of holding office. Honorary Directors are not counted for quorum.

## ARTICLE X – COMMITTEES

The Board of Directors shall appoint such standing and/or special (ad hoc) committees as necessary to carry out the objectives of the Foundation. The President shall be, ex-officio, a member of all committees except the Nominating Committee.

## ARTICLE XI – EXECUTION OF DOCUMENTS

Section 1.     **Signing Officers:** Contracts, documents, or other instruments in writing requiring a signature of the Foundation shall be signed by the signing officers. The signing officers are two of the President, the Vice-President, and the Secretary –Treasurer. Documents and instruments so signed shall be binding on the Foundation without further authorization.

Section 2.     The Board of Directors is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Foundation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing and direct the manner in which any particular instrument in writing may or shall be executed.

## ARTICLE XII – CUSTODY OF SECURITIES

Section 1.     **Deposit:** All shares and securities owned by the Foundation may, at the discretion of the Board, be lodged (in the name of the Foundation) with a chartered bank or trust company or in a safety deposit box or, if authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

Section 2.     **Nominees:** Share certificates, bonds, debentures, notes or other obligations belonging to the Foundation may be issued or held in a name of a nominee or nominees of the Foundation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

Section 3      Banking: The banking business of the Foundation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Foundation by such one (1) or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, without limitation, the operation of the accounts of the Foundation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Foundation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Foundation to facilitate such banking business. Absent a resolution of the Board otherwise, the Secretary- Treasurer shall be responsible for these banking matters on behalf of the Foundation.

Section 4      The Foundation will maintain an Agency Fund at the Winnipeg Foundation known as the St. James Scholarship Foundation Agency Fund. The performance of this fund will be reviewed annually by the Directors and consideration regarding further contributions to the Agency Fund will be given at the Annual Meeting.

Section 5      The investment policies of the Foundation will be as described in the Act to incorporate the St. James Scholarship Foundation at Sections 6, 7, and 8.

#### ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Foundation may adopt.

**ARTICLE XIV – AMENDMENT OF BY LAWS**

The By-Laws of the Foundation may be amended by a two-thirds vote of the Members at an annual general meeting of the Foundation or at a special meeting of the Members called for that purpose, provided that notice in writing of the proposed amendment is given to the Members at least 21 days in advance of the meeting.



ARTICLE XV – DISSOLUTION

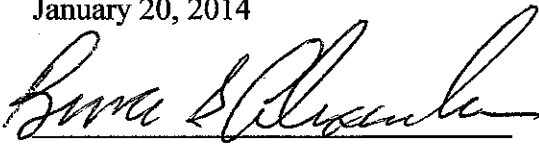
Members of this Foundation shall have no interest in the property and assets of the Foundation; upon dissolution any funds remaining after satisfaction of its debts and liabilities shall be distributed according to the provisions contained in the Certificate and Articles of Incorporation of the Foundation.

In the event that the St. James-Assiniboia School Division should cease to exist due to amalgamation or Act of the legislature, future benefits of scholarship awards will apply only to schools that were part of the St. James-Assiniboia School Division as at December 31, 2013.

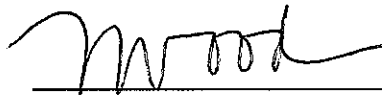
ARTICLE XVI – WAIVER OF NOTICE

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

ENACTED this 31 day of January, 2014 and as amended by resolution of the members and stated in the minutes of the St. James Scholarship Foundation, January 20, 2014



PRESIDENT



SECRETARY-TREASURER