

BY-LAW OF THE MANITOBA CUSTOMER CONTACT ASSOCIATION

BY-LAW NO. 1

Being the General By-law of the MANITOBA CUSTOMER CONTACT ASSOCIATION INCORPORATED, also referred to as MCCA.

IT IS HEREBY ENACTED as a By-law of the MANITOBA CUSTOMER CONTACT ASSOCIATION INCORPORATED, hereinafter referred to as the "MCCA", as follows:

PREAMBLE

The MCCA was incorporated by Articles of Incorporation under the provisions of *The Corporations Act* of the Province of Manitoba on the 27th day of May, 1997, as a not for profit trade association.

INTERPRETATION

1. In this and any other by-law of the MCCA, the following rules apply unless the context indicates otherwise:
 - (a) Singular words include the plural;
 - (b) Gender specific words include the opposite gender;
 - (c) Reference to persons include corporate entities;
 - (d) Reference to any by-law, statute or law includes any later amendment or re-enactment of the by-law, statute, or law; and
 - (e) Reference to the "Act" means *The Corporations Act* of the Province of Manitoba and any amendments thereto.
2. In this by-law, unless the context otherwise requires:
 - (a) "Board" means the Board of Directors of the MCCA.
 - (b) "CEO/ED" means the Chief Executive Officer or Executive Director of the MCCA.
 - (c) "Customer Contact Centre" means a physical or virtual entity that may include a number of customer engagement channels across numerous sectors to facilitate communication between the provider of products and/or services with a potential, current or former consumer of such products or services.
 - (d) "Customer Contact Enhancement" means to facilitate or enhance communication between the provider of products and/or services with a potential, current or former consumer of such products and services.

- (e) "Designated Representative" means a sole proprietor who is a Full Member and, in the case of a Full Member which is a body corporate or partnership, 1 individual designated in writing by that Full Member as its representative to vote on its behalf and to receive notices, communications and correspondence from the MCCA.
- (f) "Director" means a director on the Board of the MCCA.
- (g) "Full Member" means a Member in good standing with the MCCA, which is either engaged in the operation of a Customer Contact Centre or in an operation with a primary focus on Customer Contact Enhancement and "Full Members" means all such Members. Full Members have the right to vote, through their Designated Representative, at the Annual General Meeting and special meetings of the Members.
- (h) "Meetings of Members" includes an Annual General Meeting of Members and special meetings of Members.
- (i) "Members" includes Full Members, Vendor Members and other interested parties whose membership is approved by the Board.
- (j) "Officer" means an individual on the Board who holds any of the positions or combinations of positions of Chair, Vice Chair, Secretary/Treasurer, Past Chair.
- (k) "Special Resolution" means a resolution supported by a 2/3 majority.
- (l) "Vendor Member" means a Member in good standing with the MCCA, which supplies goods, support or services to the Customer Contact Centre industry, but which is not involved with the actual operation of a Customer Contact Centre or in an operation with a primary focus on Customer Contact Enhancement.
- (m) "Vendor Representative" means a sole proprietor who is a Vendor Member and, in the case of a Vendor Member which is a body corporate or partnership, 1 individual designated in writing by that Vendor Member as its representative to receive notices, communications and correspondence from the MCCA.

CORPORATE SEAL

3. The seal of the MCCA shall bear the name, "Manitoba Customer Contact Centre Association Incorporated", and be located at MCCA's registered head office.

MEMBERSHIP CATEGORIES

4. There are three categories of membership in the MCCA, as follows:
 - (a) **Full Members** - Companies, organizations and agencies which have applied and been accepted for a membership option with the MCCA, other than an Individual Membership, and which is either engaged in the operation of a Customer Contact Centre or in an operation with a primary focus on Customer Contact Enhancement.

Each Full Member in good standing, is entitled to 1 vote at MCCA's Annual General Meeting and any special meeting of Members, such vote to be cast by the Designated Representative of such Full Member;

- (b) **Vendor Members** - Companies, organizations and agencies which have applied and been accepted for a membership option with the MCCA, other than an Individual Membership, and which offers goods, support or services to the Customer Contact Centre industry. Vendor Members are not entitled to a vote at Members meetings;
 - (c) **Other interested parties** - Those persons who do not fall into either of the above categories and who have applied and been accepted for a membership option with the MCCA. Such parties are not entitled to a vote at Members meetings.
5. Any company, organization or agency whose application for membership has received the approval of the Board shall designate, by a written designation delivered to the CEO/ED of the MCCA, a Designated Representative to represent the company, organization or agency at all meetings of the Members of the MCCA and to serve on the Board, if elected, subject to the provisions of this by-law.
 6. The Board may delegate the approval of membership applications to the CEO/ED.
 7. A Designated Representative shall be entitled to exercise all of the rights and powers of the Member he represents as if he were a Member, subject to the provisions of this by-law. The designation of a Designated Representative may be revoked at any time by the designating Full Member, and the designation of a Vendor Representative may be revoked at any time by the designating Vendor Member, with or without cause or prior notice, or either of them, and any such revocation shall be in writing and shall be delivered to the CEO/ED of the MCCA. In the event that the designation of a Designated Representative or a Vendor Representative is revoked, the designating Full Member or Vendor Member, as the case may be, shall appoint a replacement, being 1 individual designated in writing by that Full Member or Vendor Member as its new representative, which shall be delivered to the CEO/ED of the MCCA.
 8. Membership categories and voting privileges may only be changed by a majority vote of the Board.
 9. The Board may from time to time establish Membership fees, in such amount as it deems advisable, which are required to be paid by Members. The Board may from time to time establish divisional or other sub-membership categories for persons, including businesses and/or business units, affiliated or related to Full Members, Vendor Members or Other Interested Parties, and may continue to establish Membership fees, in such amounts as it deems advisable, which are required to be paid by such divisional and/or sub-membership categories.

CODE OF ETHICS AND STANDARDS OF PRACTICE

10. Members of the MCCA acknowledge that the establishment and maintenance of high standards of practice are a fundamental responsibility to the public, essential to winning and

holding public confidence and the foundation of a successful Customer Contact Centre industry. Because of the diverse nature of the activities and functions of customer engagement channels across sectors, members of the MCCA will follow a Code of Ethics and Standards of Practice most specifically related to the nature of their business.

11. Members of the MCCA engaged in the activity of direct response marketing will follow the then current Code of Ethics and Standards of Practice as outlined and followed by the Canadian Marketing Association (CMA).
12. Members of the MCCA engaged in the activity of marketing research will follow the then current principles and guidelines stipulated in the Professional Market Research Society (PMRS) with regard to all aspects of professional market research, such as conduct of research and the responsibilities of practitioners to clients and the public.

TERMINATION OF MEMBERSHIP

13. Membership in the MCCA is not transferable and automatically lapses and ceases to exist:
 - (a) Upon the death of the Member, if the Member is an individual; or
 - (b) Upon written withdrawal being delivered to the CEO/ED of the MCCA by the Member; or
 - (c) Upon the Member's failure to comply with the requirements of either Section 11 or Section 12 of this by-law; or
 - (d) If the Member has not paid the applicable Membership fees within 90 days of the invoice date for such Membership fees; or
 - (e) Upon a vote in favour of termination of Membership by two-thirds (2/3) or more of the Board present at a meeting of the Board.

HEAD OFFICE

14. The registered head office of the MCCA shall be 1000 Waverley Street, in the City of Winnipeg, in the Province of Manitoba.
15. The MCCA may establish other offices and agencies in the Province of Manitoba, which the Directors may decide are necessary from time to time.

BOARD OF DIRECTORS

16. The affairs of the MCCA shall be governed by a Board comprised of no fewer than 7 and no more than 10 Designated Representatives of Full Members, 7 of which will be reserved for Designated Representatives of Full Members which are engaged in the operation of a Customer Contact Centre, and 3 of which will be reserved for Designated Representatives of Full Members which are engaged in an operation with a primary focus on Customer Contact Enhancement. Each Director shall have 1 vote, and 50% of the voting Directors shall

constitute a quorum. No business shall be transacted at a meeting of the Directors unless a quorum is present. In addition there may be 1 non-voting member of the Board, whom shall be a representative of the Vendor Members. The non-voting member shall have all the rights and obligations of a voting Director of the Board, including the right to receive notice and participate in meetings of the Board, except both the right to vote on any matter to be decided by the Board and the right to be appointed an officer of the MCCA.

17. Directors shall be elected at the Annual General Meeting of Members.
 - (a) Each Director shall hold office for a term of 2 years and a Director shall be eligible for re-election when his term expires, but may serve only 3 consecutive terms and then must stand down for 1 year before serving on the Board again unless such Director assumes an Officer position on the Board.
 - (b) The maximum of 3 consecutive terms does not apply to the Officer positions of Secretary/Treasurer, Vice Chair, Chair and Past Chair, whose terms are defined in Sections 31 and 34.
 - (c) The maximum term for consecutive years of service for an individual on the Board in any combination of Director and Officer position is 10 years and then that individual must stand down for 1 year before serving on the Board again.

18. The following is the procedure to be followed for the election of Directors:
 - (a) At least 60 days prior to the Annual General Meeting, the Board will send a notice of the meeting to each Full Member, each Director, and to the Accountant of the MCCA, requesting suggestions of nominees for election;
 - (b) Any resident of the Province of Manitoba who is the Designated Representative of a Full Member may be nominated for a voting Director position and any resident of Manitoba who is a Vendor Representative of a Vendor Member may be nominated for the non-voting Director position. The name of the nominee, together with a written acceptance of the nomination, must be received by the Board at least 15 days prior to the Annual General Meeting;
 - (c) Each nominee that meets the selection criteria pre-established by the Board will be placed on a nominations list, which will be made available to the Members, at least 15 days prior to the Annual General Meeting;
 - (d) At the Annual General Meeting, the Secretary/Treasurer (or alternate Officer) shall present the list of nominees, and advise of the number of vacancies which are to be filled, and if the number of nominees is equal to or less than the vacancies, the Chair shall ask for a vote of acclimation of the entire list;
 - (e) If the number of vacancies is greater than the nominees, additional nominations will be requested and accepted from the floor at the Annual General Meeting;

- (f) If the number of nominees is greater than the vacancies for the voting Directors and/or the non-voting Director, as the case may be, the list will be put to a vote by ballot and the Designated Representative of each Full Member may vote for as many of the nominees as the Full Member wishes to support. For voting Director positions, the first vacancy shall be filled by the eligible nominee receiving the most votes, and so on until all the vacancies have been filled. Any vacancy for the non-voting Director position shall be filled by the eligible nominee receiving the most votes. In the event of a tie, in any circumstance, the Chair shall have a final and deciding vote.
- 19. Subject to Sections 20 and 21, should a Director no longer be the Designated Representative of a Full Member, or the Vendor Representative of a Vendor Member, for any reason whatsoever, he will retain his position as Director until the end of the fiscal year, at which time his position is vacated, and open for election at the Annual General Meeting.
 - 20. A Director shall automatically be removed from the Board and her term shall terminate on her death, resignation, judicial determination of mental incapacity or non-attendance at more than 2 regularly scheduled Board or Annual General Meetings per year of that Director's term. In the case of automatic termination due to non-attendance at more than 2 regularly scheduled Board or Annual General Meetings per year of that Director's term, the Director may apply to the Board for reinstatement but may do so only once per term.
 - 21. In order to remove a Director for an issue other than non-attendance, the Board must comply with the following procedure:
 - (a) A motion to remove a Director must be presented at a meeting of the Board prior to the meeting which will consider the motion;
 - (b) The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, and neither of whom may vote on the motion;
 - (c) A decision on the motion to remove a Director must be voted on by secret ballot and be supported by a majority of the Directors present at the meeting and eligible to vote for the motion to be carried;
 - (d) If the motion is carried, then the Director who is the subject of the motion shall be immediately removed as a Director and his term shall automatically terminate.
 - 22. If the position held by a Director becomes vacant, the Board shall fill the vacancy from the nominations list from the last Annual General Meeting, if the number of nominees was greater than the vacancies. If no such nominee is available, the Board shall fill the vacancy from among the Designated Representatives of the Full Members of the MCCA, or from among the Vendor Representatives of the Vendor Members, as appropriate, and the individual so appointed shall serve the remainder of the term to which the vacating Director was elected.

23. The Directors shall serve as Directors without remuneration, and no Director shall directly or indirectly receive any profit from his position as a Director; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.

Meetings and Duties of Directors

24. The Directors must meet at least 4 times each year and other meetings may be held at any given time and place that a quorum of the Directors choose. Each Director is to be given 7 days written notice of the meeting, but formal notice is unnecessary if all the Directors are present at a meeting, or waive the notice required in writing.
25. If all the Directors consent, a Director may participate in a meeting of the Board by means of such telephone, electronic or other communications facilities that permits all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office.
26. At the first meeting of the Directors following an Annual General Meeting, the Directors shall elect any of the Officer positions that are vacant or whose terms have expired or do not meet the conditions outlined in Sections 31 and 34.
27. The Directors are responsible for owner accountable, ethical governance that includes the exercise of effective stewardship, delegation of responsibility, leadership and control of the MCCA. The Directors will utilize the Policy Governance® system of governance.
28. The Board shall not delegate any authority or power exclusively conferred to it by the Act. The Board may delegate any other authority or power except its obligation as a body:
 - (a) to create and maintain a linkage with the Members;
 - (b) to create, maintain and perform according to written governing policies; and
 - (c) to continually assure organizational performance.
29. Every Director and Officer of the MCCA shall:
 - (a) act honestly and in good faith with a view to the best interests of the MCCA;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (c) not act in a conflict of interest;
 - (d) not abuse his position; and
 - (e) follow the Articles of Incorporation, the by-laws and the policies/rules of the MCCA.

30. The Chair may invite one or more guests to attend at a meeting of the Board. The Chair may designate, at his or her discretion, some agenda items as "No Guests", and any guests shall leave the meeting during the discussion of those items. The Board may, at its discretion, adopt a specific policy on invited guest attendance at Board meetings, which policy shall prevail in the event of a discrepancy between the content of such specific policy and Section 30 of this By-law.

OFFICERS

31. **Appointment** - The Officers of the MCCA shall consist of a Chair, Vice Chair, Past Chair, Secretary/Treasurer, CEO/ED, and such other Officers as the Board may from time to time decide. The Board may specify the duties of the Officers in accordance with this by-law, subject to the provisions of the Act, and may delegate to such Officers the power to manage the business and affairs of the MCCA.
32. **Terms of Office** - The term of each Officer position, with the exception of the CEO/ED, shall be two (2) years and non-renewable. The maximum term for any individual to hold multiple continuous Officer position is 8 years when any individual serves as Secretary/Treasurer, Vice Chair, Chair or Past Chair.
33. **Officer Resignation** - Any Officer, other than the CEO/ED, may resign office by giving written notice to the Secretary/Treasurer, or in the case of the Secretary/Treasurer, to the Chair.
34. **Removal of an Officer** - In order to remove an Officer, other than the CEO/ED, at any time, the Board must comply with the following procedure:
 - (a) A motion to remove an Officer must be presented at a meeting of the Board prior to the meeting which will consider the motion;
 - (b) The meeting considering the motion to remove must have a quorum without counting the Director who brought the motion, or the Director who is the Officer who is subject of the motion, if applicable, and neither of whom may vote on the motion;
 - (c) A decision on the motion to remove an Officer must be voted on by secret ballot and be supported by a majority of the Directors present at the meeting and eligible to vote for the motion to be carried;
 - (d) If the motion is carried, then the Officer who is the subject of the motion shall be immediately removed as an Officer and his term shall automatically terminate.
35. **Succession Planning** - The Board shall use reasonable efforts to ensure succession planning for Officer positions to as great a degree as possible. Where possible, when the Chair's position is vacated, the Chair will be replaced by the Vice Chair and where the Vice Chair's position is vacated, the Vice Chair will be replaced by the Secretary/Treasurer, unless the Directors otherwise determine by Special Resolution. This does not preclude the Board from rotating Officers through positions in a different order or not at all. If a vacancy occurs in any office, with the exception of the CEO/ED, the Board may fill it from among the Members of

the Board or combine such Officer duties with those of another Officer, or alternatively the Board may delegate the duties of such position to the CEO/ED for a specified period of time.

36. **MCCA Property** - If an Officer dies, resigns, retires, or is removed, any property of the MCCA in his possession shall be returned to the Board.
37. **Chair** - The Chair shall preside at all meetings of the MCCA and the Board, and is responsible for assuring the integrity of the Board's process and occasionally representing the Board to third parties. Accordingly, the Chair must ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the MCCA. The Chair may delegate these responsibilities but shall remain accountable for them.
38. **Vice Chair** - The Vice Chair shall be responsible for assisting the Chair to ensure the integrity of the Board's governance and, in the event of the Chair's absence, shall perform the duties of the Chair, with full accountability of that office. The Vice Chair shall have such other powers and duties as the Board may specify.
39. **Secretary/Treasurer** - The Secretary/Treasurer shall perform whatever duties the Board requires, and in the absence of the Vice Chair, shall perform the duties of the Vice Chair. The Board may choose to delegate certain duties of the Secretary/Treasurer to the CEO/ED.
40. **Chief Executive Officer/Executive Director** -
 - (a) **Appointment** - The Board may hire and appoint a Chief Executive Officer (CEO) or alternatively an Executive Director (ED) of the MCCA. The CEO/ED will be an Officer of the MCCA and an ex officio member of the Board, with no right to vote or to make or second formal motions at any meeting of the Board or of the Members;
 - (b) **Duties and Responsibilities** - The Board may delegate to the CEO/ED full authority to manage the business and affairs of the MCCA, and to employ and discharge employees and agents of the MCCA in accordance with the policies adopted by the Board from time to time. The CEO/ED shall not have authority over any matter which, under this by-law or the Act, the Board or the Members must perform;
 - (c) **Attendance at Board Meeting** - The CEO/ED shall attend at all meetings of both the Board and the Members, but shall withdraw from a meeting at the request of the Chair or Vice Chair of the Board.
41. **Duties of Other Officers** - The duties of any other Officers will be assigned by the Board after the office is created.

SIGNING DOCUMENTS

42. Any documents requiring the signature of the MCCA are to be signed by any two of the following: CEO/ED, Chair, Vice Chair, Secretary/Treasurer and any other Officer or Director designated from time to time by the Board. Any properly signed document is binding on the MCCA without further authorization or formality, and the Board may appoint the CEO/ED, or any Officer to sign any specific document for the MCCA.

43. The seal of the MCCA may be affixed to any document requiring it by the CEO/ED, or the Officer signing the document.

MEETINGS OF MEMBERS

Annual General Meeting

44. The Annual General Meeting of the MCCA shall be held at such place within Manitoba and on such date in each year as the Board may determine provided it is held no later than 120 days after MCCA's fiscal year end.
45. At the Annual General Meeting the Members shall:
 - (a) Approve the Minutes of the last Annual General Meeting;
 - (b) Receive the reports of the Directors and Officers;
 - (c) Receive the financial report of the MCCA;
 - (d) Elect a Board for the following year;
 - (e) Appoint an external accountant (or audit firm) for the following year;
 - (f) Review and approve any by-law changes; and
 - (g) Deal with any other business brought before it.
46. The Annual General Meeting of the MCCA may be called at any time by the Board, and every Member is to be given at least 21 days notice. The notice shall state the business of the meeting and is to be sent to the last address the Member has given to the CEO/ED. No public notice or advertisement of the Annual General Meeting shall be required.
47. A quorum for an Annual General Meeting of the MCCA shall consist of 20% of the Full Members and all voting privileges are set out in Section 4 of this by-law.
48. At the Annual General Meeting of Members, every question shall, unless otherwise required by the Articles or by-laws, be determined by the majority of the votes cast on the question. In the event of an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to the casting vote.
49. Every Designated Representative entitled to vote at the Annual General Meeting or any special meeting of Members may, by means of a proxy, appoint a proxy holder or one or more alternative proxy holders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy holder shall be a Member or an employee of a Member of the MCCA and no individual shall be entitled to hold more than one proxy, unless such individual is a Director of MCCA. A proxy shall be executed by the Designated Representative in writing. A proxy is valid only at the

meeting in respect of which it is given or any adjournment thereof. A Designated Representative may revoke a proxy in writing prior to the taking of the vote.

50. The Directors may specify, in a notice calling a meeting of Members, a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting before which time proxies to be used at the meeting must be deposited with the CEO/ED of the MCCA.
51. Subject to the provisions of the Act, the Articles of Incorporation and the by-laws of the MCCA, any question at the Annual General Meeting shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every Designated Representative who is present and entitled to vote shall have 1 vote and any individual holding a proxy shall identify himself and, upon confirmation of appropriate authority given by the Chair or Vice Chair, shall be entitled to 1 vote for each proxy held. Whenever a vote by show of hands shall have been taken upon the question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried in respect of the said question shall be the decision of the Members upon the said question.
52. On any question proposed for consideration at the Annual General Meeting, and whether or not a show of hands has been taken thereon, any Designated Representative or proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Designated Representative present shall be entitled to vote upon the question and the result of the ballot so taken shall be the decision of the Members upon the said question.

Special Meetings of Members

53. Subject to the provisions of the Act, special meetings of the Members may be convened at any time and place within Manitoba by the Board on its own motion or on the written requisition of at least 50% of the Full Members in good standing. In the case of meetings called by Members a minimum of 1 month's notice must be given unless a majority of the Full Members agree in writing to waive notice.
54. Notice of the time and place of each special meeting of Members shall be given, not less than 21 days before any special meeting to each Director, to the external accountant or audit firm and to each Member who at the close of business on the record date for notice is entered in the membership register. No public notice or advertisement of any special meeting of Members shall be required.
55. A quorum for the transaction of business at special meetings of the Members shall consist of not less than 50% of the Designated Representative of the Full Members in good standing present in person.
56. At any special meeting of Members, every question shall, unless otherwise required by the Act, the Articles of Incorporation or by-laws, be determined by the majority of the votes cast

on the question. In the event of an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to the casting vote.

57. An ordinary resolution may pass on a simple majority of votes and a special resolution must be identified as such in the notice of the meeting, at which it will be considered and requires a 2/3 majority to pass.
58. Subject to the provisions of the Act, any question at a special meeting of Members shall be decided by a show of hands. Upon a show of hands, every person who is present and entitled to vote shall have 1 vote, and any individual holding a proxy, properly executed in accordance with Section 48 of this by-law, and deposited with the CEO/ED of the MCCA not less than 24 hours prior to the special meeting, shall identify himself and, upon confirmation of appropriate authority given by the Chair or Vice Chair, shall be entitled to 1 vote for each proxy held.

General Provisions for all Member Meetings, including the Annual General Meeting

59. Any error or omission in giving notice of a meeting will not invalidate the meeting or anything done at the meeting. Members may waive the notice requirements and may approve and confirm anything done at a meeting held without notice.
60. The rules of procedure at meetings will be Robert's Rules of Order, except where explicitly required to be otherwise by the Articles and by-laws; and the rules of procedure may be amended at any time by ordinary motion.

AMENDMENTS TO BY-LAWS

61. This by-law may be replaced, repealed or amended by a majority vote of Directors at a meeting of the Board, confirmed by an affirmative vote of at least 2/3 of the Designated Representatives of Full Members present and voting, at a meeting duly called for such purpose.
62. Notice to introduce or amend a by-law of the MCCA is to be given in writing to all Members at least 15 days prior to the meeting at which the proposed by-law or amendment to a by-law will be considered, and the notice shall include a copy of the proposed by-law or the amendment to be considered.

FINANCIAL YEAR AND ACCOUNTANTS

63. The fiscal year of the MCCA shall terminate on the 31st day of March in each year, or on such other date as the Directors may from time to time, by resolution, determine.
64. At each Annual General Meeting, the Members shall appoint an accountant or audit firm to review the accounts of the MCCA and the accountant or audit firm will hold office until the following Annual General Meeting, and if a vacancy occurs between Annual General Meetings, the Board will appoint a replacement. The accountant or audit firm will audit the books of the MCCA once per year before the Annual General Meeting, and the auditor's report will be provided to the Members in the Annual Report at the Annual General Meeting.

65. The accountant or audit firm shall be paid an amount as determined by the Board.
66. The Directors are responsible for keeping whatever books and records the by-laws or any law requires, and the books and records of the MCCA shall be open for view at the registered office of the MCCA by any Member who gives reasonable notice.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

67. Each Director and Officer of the MCCA in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the MCCA and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer of the MCCA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the MCCA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the MCCA, or for the insufficiency or deficiency of any security in or upon which any of the monies of the MCCA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the MCCA shall be deposited, or for any loss occasioned by any error or judgment or oversight on that Director's or Officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the Director's or Officer's office or in relation thereto, unless the same are occasioned by their own willful neglect or default, provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
68. Subject to the limitations contained in the Act, the MCCA may purchase and maintain such insurance for the benefit of its Directors and Officers, as the Board may from time to time determine.
69. (a) Subject to the limitations contained in the Act, the MCCA shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the MCCA's request as a director or officer of a body corporate of which the MCCA is or was a shareholder or creditor, and that person's heirs, and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of such corporation or another corporation, if
 - (i) he acted honestly and in good faith with a view to the best interests of the MCCA, and,
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- (b) The MCCA shall also indemnify such person in such other circumstances as the Act permits or requires.

DISSOLUTION OR WINDING UP

70. Members of the MCCA do not have and cannot have any personal interest in the property and assets of the MCCA. If the MCCA is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed by formal motion and majority approval of the Full Members to distribute remaining property to any appropriate non-profit organization.

ENACTED THIS 10TH DAY OF FEBRUARY 1998.

Amendment approved April 1, 2002	Tom Mark, President Paul Nyhof, Secretary/Treasurer
Amendments approved May 18, 2006	Nellie Guy, Chair Lilly Kaminski, Vice -Chair
Amendments approved May 14, 2008	Lilly Kaminski, Chair Alan Sauvé, Treasurer
Amendments approved May 14, 2009	Alex Herriot, Chair Lilly Kaminski, Past Chair
Amendments approved May 12, 2010	Alex Herriot, Chair Alan Sauve, Vice-Chair
Amendments approved May 12, 2011	Alan Sauve, Chair Alex Herriot, Past Chair
Amendments approved May 14, 2014	Dana Barker, Chair Alan Sauvé, Past Chair
Amendments approved May 14, 2015	Kathryn O’Gorman, Vice Chair Alan Sauve, Past Chair