

**BY-LAW # 1 OF NEIGHBORHOOD EMPOWERMENT AND
RESOURCE CENTRE (NEARC INC.)
AUGUST 2014**



2nd Amendment on August 28, 2019

By the 5th Annual General Meeting (AGM) of NEARC Inc

A handwritten signature in black ink that reads "Sima Roy".

**Signed by: Sima Roy, Barrister & Solicitor
Director of Legal Affairs, NEARC Inc.
Date: February 14, 2020**

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BY-LAW OF NEIGHBORHOOD EMPOWERMENT & RESOURCE CENTRE INCORPORATION

AUGUST 2014

Here set forth, in numbered clauses, is the By-law providing for the transaction of the business and affairs of Neighborhood Empowerment and Resource Centre Incorporated.

ARTICLE 01 - NAME

The name of the Corporation shall be Neighborhood Empowerment and Resource Centre Incorporated, also known as, NEARC Inc. hereafter.

- 1.1 Neighborhood Empowerment and Resource Centre Incorporated shall be incorporated under the laws of the Province of Manitoba as a non-profit organization.

ARTICLE 02 - MEMBERSHIP

- a) Any person who is 18+ years old upon submission application form and contributes to required volunteering services (if any) shall become member. However, Board of Directors should review the applications and grant membership.
- b) Members should share our vision, mission, and values to some degree. A member has the right to be informed of the activities of NEARC, and the authority to make motions and vote at the Annual General Meeting and any Special General meetings.

ARTICLE 03- PURPOSE

3.1 VISION

NEARC envisions a just society with culturally diverse, socially empowered, and financially sustainable communities

3.2 MISSION

Our mission is to thrive to empower immigrants, newcomers and under-represented youth groups by providing guidance, support and integrating with Indigenous youth.

3.3 PURPOSE

To address and prevent obstacles faced by newcomer children and youth, and enable their full participation in Canadian society, by facilitating and providing life-skills training, academic guidance, personal mentorship, and connections to employment opportunities.

3.4 VALUES

Good Governance, Collaboration, Respect, Environmental Stewardship, Reconciliation, Inclusiveness & Access, Diversity & Reciprocity

ARTICLE 04 - BUSINESS OF THE CORPORATION

4.1 Registered Office

The Registered Office of the Corporation shall be located at 300-61 Juno Street, Winnipeg, Manitoba, R3A 1T1 or such other place as the Board may by resolution from time to time determine.

4.2 Corporate Seal

The Corporation may adopt a corporate seal and the corporate seal may be affixed to contracts, documents, and instruments in writing signed. But any such contract, document or instrument is not invalid merely because the corporate seal is not affixed thereto.

4.3 Fiscal Year

The fiscal year of the Corporation shall be from April 1st of one year to March 31st of the succeeding year.

4.4 Banking

The Board may, from time to time, by resolution designate such chartered banks or credit unions as the Board deems appropriate at which the banking business of the Corporation shall be transacted.

4.5 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.

4.6 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document

ARTICLE 05 - DEFINITIONS & INTERPRETATIONS

5.1 Definitions: In this by-law, unless the context otherwise requires:

"**Act**" means The Corporations Act of Manitoba and the regulations made under the Act;

"**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force

"**Board**" means the Board of Directors of the NEARC Inc.

"**Director/s**" means Board of Directors of the NEARC Inc.

"**Corporation**" means Corporation" means Neighborhood Empowerment and Resource Centre Inc. or its acronym NEARC Inc.

"**Organization**" also refers Neighborhood Empowerment and Resource Centre Inc. or its acronym NEARC Inc.

5.2 Interpretation

In this By-Law, where the context so requires, the singular includes the plural; the plural includes the singular; the masculine includes the feminine; and the word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

5.3 Headings

The headings used in this By-Law are inserted for reference purposes only and shall not affect the construction or interpretation of this By-Law.

ARTICLE 06 -AFFAIRS OF NEARC Inc.

- 6.1** Currently, NEARC is in its initial phase of operation, thus, the NEARC Inc. will carry out its affairs within the City of Winnipeg. Its programs and projects will be more targeted towards newcomer communities who are struggling to settle in Winnipeg, their second home and for many of them indeed only home in this entire world. However, NEARC Inc. always aspires to provide services to diverse cultures and communities across the Province of Manitoba. Even, outside the country depending on our resources, expertise, partnership & networks we develop down the road.
- 6.2** Day to day operations and business of NEARC Inc. shall be managed by **Executive Director**, however, any policy level decisions shall be passed by the Executive Committee.

- 6.3** In these By-laws and in all other By-laws of Neighborhood Empowerment & Resource Centre Incorporation hereafter passed unless the context otherwise requires, words importing the singular or masculine shall include the plural or the feminine, as the case may be, and vice versa, and references to persons shall include agencies and corporation.

ARTICLE 07 - PARTICIPATION

- 7.1** Participation in Neighborhood Empowerment & Resource Centre Incorporation shall be open to persons interested in the NEARC Inc. who share our values and vision.
- 7.2** Annual fees has been currently determined to be \$1.00, just to have feeling of ownership From next year, in order to renew the membership or keep it current, all members are required to have minimum of 10 hours of recorded voluntary service to NEARC Inc.'s activities or its cause.
- 7.3** A register shall be maintained by the Executive Director or his/her designate, in which shall be recorded the names and contact information of all members. In the meantime they will also be keeping track of any voluntary service done of members All the members are required to notify any activities they have participated outside the knowledge of Board of Directors or Executive Director. They are encouraged to notify within a week, if possible. For this member do not have to come to the office, it can be done over the phone on mutually agreeable time.

ARTICLE 08 - SELECTION OF OFFICIALS

- 8.1** Board of Directors shall appoint **Executive Director** for the tenure of two years. If there is new Board of Directors elected, it cannot change the Executive Director based on their interest. On the contrary, if the Executive Director's performance evaluation is not satisfactory and there are complaints from members, Executive Director can be terminated following an appropriate procedure adopted by the organization.
- 8.2** Delegates or representatives to any meetings, conferences, or other such events shall be nominated and elected by Board of Directors.
- 8.3** Anyone who is to be nominated or elected to represent the organization at any such events
should have done a minimum of 10 hours of volunteer work with NEARC following its First Annual General Meeting (AGM).

ARTICLE 09 - MEETINGS OF THE MEMBERS

9.1 Annual General Meeting (AGM)

Neighborhood Empowerment & Resource Centre Incorporation shall hold an Annual General Meeting (AGM) once per calendar year, no later than three months following the end of the organization's fiscal year as stated in Article 4.

The financial statements from the preceding fiscal year will be reviewed at the AGM. Time, venue, and agendas shall be as agreed upon by the board of directors. The notice of

AGM notice shall be given **in written and two weeks before the meeting** with date, venue and agenda to be discussed. Notice may be provided through email, the newsletter or public notice or other means as determined by the Board of Directors.

9.2 Special General Meeting

Special general meetings of NEARC Inc. may be called at such time and place as determined by resolution of the board of directors, respecting any business the general nature of which is contained in the notice of the meeting.

9.3 Notice of General Meetings

The notice of any general meeting shall be issued no less than twenty-one days prior to the meeting. The notice of any general meeting shall state the purpose of the meeting being called, time and venue should also be mentioned. Notice may be provided through email, the newsletter or public notice or other means as determined by the board of directors.

9.4 Management of the Meetings

The arrangements for the AGM shall be the duty of the board of directors or its designate.

9.5 Proceedings of the Meeting

The business of the AGM, save as otherwise or additionally specified by the board of directors and the order of its presentation and consideration shall be as follows:

- a) To receive and consider a report from the President on the activities of NEARC Inc.
- b) To receive and consider a report from the Treasurer of the financial position of NEARC Inc.
- c) Election of officers (Board of Directors) bi-annually.

9.6 Voting

To be eligible to vote at the AGM, membership must be in well-standing at least **ten days** prior to the AGM or as decided by the Board of Directors. If any members have additional agendas to be discussed, it should be handed in writing **one week** prior to the AGM date. Practicing the democratic values, any members can raise their concern at the **AGM**, if time permitted, it can be discussed otherwise agendas submitted in writing will be given priority.

ARTICLE 10 - ELECTION OF THE BOARD OF DIRECTORS

10.1 First General Election of board of directors should be held through the First Annual General Meeting held between six months to nine months of the organization registered with the Company's Office. Members in good standing

should be eligible to vote.

- 10.2** In order to form new Board of Directors, the existing board of directors shall form an Election Team. And the Team will seek nominations as per the guideline and formats provided by the Board. The Election Team would be an Autonomous Body and the existing body should not interfere in any form until the electoral process is over and new board of directors is declared.
- 10.3** Board of Directors of Neighborhood Empowerment & Resource Centre Incorporation shall be elected by secret ballot chosen from the membership or depending on the circumstances may be selected unanimously from amongst its memberships.
- 10.4** After the First General Election is held, then onwards, the General Election shall be held every two years on the AGM day. Thus, the term of the board of directors is two years in regular circumstances.
- 10.5** Retiring board of directors shall retain office until the dissolution or adjournment of the meeting at which the resignation of the current board of directors is accepted and successors are elected, unless such meeting was called for the purpose of removing the member from office, in which case, the member so removed shall vacate the office forthwith upon the passing of a resolution for such removal.
- 10.6** Vacancies of board of directors shall be filled by nomination and election by current membership at large. However, the board of directors may at any time appoint a member to fill any vacancy on a temporary basis until such time as an election may be held. While filling the temporary board of directors, it is necessary to have at least two-thirds of the board of directors should be present including the President and the Executive Director without their designates.

ARTICLE 11 - EXECUTIVE DIRECTOR

- 11.1** The affairs of Neighborhood Empowerment & Resource Centre Incorporation shall be managed by an Executive Director appointed by the Board of Directors for the period of two years. Board of Directors should clearly specify the role and responsibilities for the day-to-day execution of NEARC Inc.'s activities in most efficient manner. A clear and precise written job description of the Executive Director should be provided creating fine lines with clear role division of Board of Directors and the Executive Director. Mr. Bijaya Pokharel has been appointed as an Executive Director.
- 11.2** While doing so, the Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of Neighborhood Empowerment & Resource Centre Incorporation they deem expedient.
- 11.3** Day to day account transactions of NEARC Inc. shall be operated by the signature of Executive Director, however, transactions above \$2000.00 must have dual signatures. In this case, Executive Director's signature will be must and other can be either Director of Finance or other Board of Directors

who are authorized as signing authorities by its Banking Institution.

11.4 The position of an Executive Director shall be automatically vacated:

- a) If the Executive Director ceases to be a member of NEARC Inc.
- b) If, by notice in writing to NEARC Inc., the Executive Director resigns from office.
- c) If absent in **three consecutive meetings** without proper notice, unless excused by Board of Directors

11.5 - Board of Directors may at any time appoint a member to fill any vacancy on a temporary basis until such time as an election may be held.

11.6 A quorum for a meeting shall be a majority of the Board of Directors, however, President or its designate and Executive Director or its designate must be present.

ARTICLE 12 - BOARD OF DIRECTORS

12.1 Number of Directors

NEARC Inc. shall be governed by a board of directors comprised of a minimum of three and a maximum of nine elected members in good standing. However, the maximum number can be increased by filing an amendment at the Companies Office.

12.2 Qualifications of Directors

Any member of NEARC Inc. may be elected as Board of Directors, provided they:

- a) are a member in good standing of NEARC Inc.
- b) are age eighteen or over
- c) are not in a state of undischarged bankruptcy

12.3 Term of Office

The terms of office for all directors shall be two years in duration. A director may serve a maximum of two consecutive terms. A director may serve an additional consecutive term if duly elected at a General Meeting.

12.4 Powers and Responsibility of Directors

The directors may exercise all the powers of NEARC Inc., including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, directors of NEARC Inc. shall act honestly, in good faith, with a view to the best interest of NEARC Inc. They shall exercise care, diligence and skills that a reasonably prudent person would exercise in a comparable circumstance. Board members will conduct themselves in accordance with the policies.

The board of directors shall be subject to the orders of the members and none of its acts shall conflict with any action taken by the Members and shall be subject to ratification by the members. The directors of NEARC Inc. may, from time to time, be authorized by the board to make a time sensitive decision

between board meetings. Such decisions will be approved by the board at the next meeting

12.5 Remuneration and Expenses

Directors shall serve without remuneration but shall be entitled to reimbursement of reasonable expenses incurred in carrying out their duties. All the Board of Directors and Officers shall be always covered for any liabilities occurred while carrying out organization business.

12.6 Limitation of Liability and Indemnification

No director of NEARC Inc. shall be liable for the acts or omissions of any other director for any loss or damage or expense suffered by NEARC Inc., however, caused, unless the same shall happen through his or her own willful neglect or default.

Every director, their heirs, executors, administrators, and estate and effects respectively, shall by this by-law from time to time and at all times, be indemnified and saved harmless by NEARC Inc. from against all cost, charges, and expenses that a director sustains or incurs regarding any action, law suit, or proceeding that is brought against him or her in respect of any act, deed or omission in pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

ARTICLE 13 - PROCEEDINGS OF BOARD OF DIRECTORS

13.1 The board of directors may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit.

13.2 The President shall chair all meetings of the Board, unless the members otherwise decide.

13.3 Questions arising at any meeting of the members shall be decided by a majority of votes of those present and entitled to vote.

13.4 A quorum being present, questions arising at any meeting of the members shall be decided by a majority of votes of those present and entitled to vote.

ARTICLE 14 - DUTIES OF THE BOARD OF DIRECTORS

14.1 President

- a) Helps guide & mediate Board actions with respect to NEARC's priorities and governance concerns.
- b) Reviews with the Executive Director (ED) any issues of concern to the Board and organization.
- c) Evaluates the performance of the Executive Director and also evaluates

effectiveness of the Board.

- d) Monitors NEARC undertaken activities, initiatives, reviews financial plans, and financial reports.
- e) Plays a lead role in fund-raising, builds positive rapport with communities and funders.
- f) Constantly evaluates performance of NEARC aligning its vision, mission and updates social trends.
- g) Performs other responsibilities assigned by the members and in situational contexts.

14.2 Vice President

- a) Performs the Chair responsibilities when the President cannot be available.
- b) Works closely with the President and other members of the Board.
- c) Participates closely with the President to develop and implement plans and policies.
- d) Performs other responsibilities as assigned by the Board.

14.3 Secretary

- a) Ensures proper notification is given to directors' and members' meetings as specified in the bylaws.
- b) Manages minutes of Board meetings and regular membership meetings and circulates timely.
- c) Maintains records of the board and ensures effective management of organization's records.
- d) The Secretary may be designated by the Board of Directors or bylaws as one of the signing officers for certain documents
- e) Secretary should be familiar with legal documents, articles, by-laws, and take minute during meeting.

14.4 Director of Finance

- a) Manages all aspects of finances and financial transactions of NEARC Inc. and keeps proper records.
- b) Administers and manages financial matters of NEARC Inc.
- c) Provides annual budget to NEARC Inc. for members' approval during the AGM.

- d) Ensures development and executive review of financial policies and procedures of NEARC

14.5 Director of Communication

- a) Collaborate with the President, Executive Director and other senior leadership to develop communications strategies that will broaden programmatic reach and deepen impact.
- b) Develop and refine NEARC's "core" messages to ensure organizational consistency.
- c) Serve as executive editor for the organization's website.
- d) Oversee organizational response to inquiries about organization including online messages.
- e) Promote NEARC through its social media by constantly updating its LinkedIn Profile

14.6 Director of Community Engagement

- a) Recommend and implement new community-based programs, develop partnerships with other community organizations, and build rapport with various community stakeholders.
- b) Identify, initiate, and deepen relationships with various community stakeholders and local communities for engagement initiatives.
- c) Widely mobilize volunteers in different occasions and develop a database of volunteers.
- d) Perform outreach to create awareness of NEARC's activities in the community.
- e) Actively coordinate various development and community involvement initiatives.

14.7 Director of Research & Development Planning

- a) Collaborate with the President, Executive Director and other members of the Board to develop research ideas and strategic planning for the interest of NEARC Inc. and the target community in general.
- b) Regularly explore data and other information from relevant sources, develop data collection strategy, manage collected data, analyze, interpret, and present them in the board meeting.
- c) collaborate with the Director of Communication to disseminate best practices and other important research results with vertical as well as horizontal partnership networks and with members of the target community.
- d) Coordinate with other members of the Board for evidence-based

programming and intervention for community development.

ARTICLE 15 - ORDER OF BUSINESS

15.1 The order of business shall be:

- a. Reading of minutes of preceding meeting
- b. Reports of committees
- c. Reports of officers (including financial report)
- d. Old and unfinished business
- e. New businesses (if any and Adjournment)

ARTICLE 16 - FINANCES AND RECORDS

- 16.1** Accounts and financial records shall be maintained in accordance with generally accepted accounting practices (GAAP).
- 16.2** A financial statement shall be presented to the Members at the monthly meetings for review and acceptance, and to the Executive Committee for quarterly reviews and acceptance.
- 16.3** All records of NEARC Inc., including financial records, shall be maintained and be open and available for examination by members in good standing at any time by prior mutual arrangement.
- 16.4** The banking business of Neighborhood Empowerment & Resource Centre Incorporation shall be transacted with such Canadian chartered banks, Canadian trust companies and Credit Unions as may from time to time be designated by, or under the authority of, the Executive pursuant to such agreements and instructions as the Executive Committee may from time to time prescribe or authorize.
- 16.5** All cheques, drafts or orders for the payment of money under CAN\$ 2000.00 shall be signed by the Executive Director. Any amounts higher than that must have dual signature, either Director of Finance and President, or Director of Finance and Executive Director.

ARTICLE 17 - SPOKESPERSON

- 17.1** Executive Director shall act as the official spokesperson for the organization in all matters excluding policy issues. President will be accountable for policy related concerns.
- 17.2** The President and/ or the Executive Director may appoint or authorize a designate to speak on behalf of the organization in special circumstances.

ARTICLE 18 - DISPUTE RESOLUTION

18.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Article 18.2 of this by-law.

18.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third one. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the Manitoba's Provincial legislation governing domestic arbitrations in force. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- c) All costs of the mediators and arbitrators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

ARTICLE 19 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this by-law shall be effective when approved by the Board.

CERTIFIED to be By-Law #1 of NEARC Inc., as enacted by the directors of the Corporation by resolution on the 1st Day of August, 2014 and confirmed by the members of the Corporation by special resolution by the 1st Annual General Meeting (AGM) in early 2015.

ARTICLE 20 -AMENDMENT OF BY-LAWS

- 20.1** The By-laws of Neighborhood Empowerment & Resource Centre Incorporation may be amended by a 51 percent majority vote of those members in good standing present and voting at a meeting of the members called for that purpose.
- 20.2** Proposals for amendment, supplement or repeal may be introduced and must be distributed to the members at least four weeks prior to the meeting at which the amendment is to be considered. Some exceptions may apply in time frame.
- 20.3** Amendment to these By-laws shall be submitted to any meeting of the members without being presented to the Executive Committee first. Action taken by the members to repeal or amend shall take effect immediately.

ARTICLE 21 - DISSOLUTION

- 21.1** It is the unalterable provision of these By-laws that members of Neighborhood Empowerment & Resource Centre Incorporation shall have no interest in the property and assets of NEARC Inc. and that upon dissolution or winding up of NEARC Inc., or for if any reason Neighborhood Empowerment and Resource Centre (NEARC) Inc. is not able to run and dissolved, its assets and properties should be handed over to one of a youth organization in Rural Manitoba outside Winnipeg. This is in accordance to our submission at the Company's Office during its incorporation.



Genet Kassaye

FOUNDER PRESIDENT

Signed on the 1st Day of August 2014



Shakila Atayee

SECRETARY



Neighborhood Empowerment & Resource Centre Inc.

300-61 Juno Street

Winnipeg, MB R3A 1T1

Tel: 204 417-7699

Website: <https://yournearc.org/>

NEARC Inc. promotes:

Good Governance, Reconciliation, Inclusiveness, Collaboration, Respect, Environmental Stewardship & Access, Diversity & Reciprocity in all of its programs and endeavors.