



Northwest Manitoba Community Futures Development Corporation

Policies • Guidelines • Procedures

TITLE: ARTICLES OF ASSOCIATION

NO. 101

ARTICLE I – NAME

- 1.1 The name of the Corporation shall be Northwest Manitoba Community Futures Development Corporation.

ARTICLE II – OBJECT

- 2.1 The objects of the CFDC shall be:
1. To participate in the financial support of local businesses and employment opportunities through loans; loan guarantees, equity participation or otherwise.
 2. To provide consulting, technical and training assistance to existing or new business.
 3. To assist clients of the region to access bank assistance, additional Federal and/or Provincial funding sources and the private sector.
 4. To assist in the development and expansion of local economic development.
 5. To encourage, support and advance the development of new businesses.
 6. To encourage, support and advance employment through local economic development.
 7. To assist in the development and evaluation of economic development opportunities.
 8. Initially to provide a "one-stop" business centre to provide assistance, advice, training and/or professional services to residents of the Northwest region of Manitoba.

ARTICLE III – REGIONAL BOUNDARIES

- 3.1 The Northwest Region is comprised of the communities of:
1. The Town of Lynn Lake
 2. Mathias Colomb Cree Nation, Pukatawagan
 3. Sayisi Dene First Nation, Tadoule Lake
 4. Community of South Indian Lake
 5. Barren Lands First Nation, Brochet
 6. Community of Brochet
 7. Northlands First Nation, Lac Brochet
 8. Town of Leaf Rapids
 9. Community of Kinoosao
 10. Community of Granville Lake
 11. Marcel Colomb First Nation, Lynn Lake
 12. O-Pee-Pun-Na-Pee-Win First Nation

ARTICLE IV – HEAD OFFICE

4.1 The head office of the CFDC is situated at 499 Sherritt Avenue in the Town of Lynn Lake.

ARTICLE V – SEAL

5.1 The Seal of the Corporation shall bear the name “Northwest Manitoba Community Futures Development Corporation” and shall be located at the Corporation’s Head Office.

ARTICLE VI – BOARD OF DIRECTORS

6.1 The Corporation shall be governed by a Board of Directors. The following set of criteria must be followed in the appointment of the Board of Directors:

1. A total of twelve (12) members on the Board of Directors;
2. The total number of the CFDC Board will be comprised of representatives from each of the Northwest communities;
3. One Director will represent each community;
4. Members of the CFDC Board must be appointed by the communities, which they represent.

6.2 **Term of Office:** The Directors’ term of office shall be two years from the date of the meeting at which they are accepted by the Board until the next annual meeting or until their successors are appointed. In the event of a vacancy occurring, the community shall appoint a Director as a replacement to hold office for the balance of the unexpired term of the vacating Director, or until his appointment as a delegate has been revoked, whichever is the sooner, and such Director shall be appointed from the same community as the vacating Director.

6.3 **Vacation of Office:** The office of a Director shall be considered vacated if he becomes bankrupt or is declared insolvent; or becomes of unsound mind; or if by notice in writing to the Corporation he resigns his office; or if he is absent for more than three consecutive meetings of the Board of Directors. Removal of such Director requires at least three quarters majority vote of the remaining Directors of the Corporation.

6.4 **Officers:** The Officers of the Board of Directors of the CFDC shall be the Chairperson and Vice Chairperson. The Officers shall be elected by the Board of Directors for a one year term at the Annual General Meeting of the Board. The elections shall be by majority vote and the Officers may be re-elected for more than one year.

6.5 **Chairperson:** The Chairperson and Vice Chairperson shall be members of the Board of Directors. At all meetings of the Corporation, the Chairperson shall be Chairperson; in his absence from a Director’s meeting, the Vice Chairperson shall serve as Chair, and in the absence if of the Vice Chairperson a Director may be chosen. The Chairperson is responsible for ensuring the CFDC carries out its goals and objectives. The Chairperson is elected by the other Directors of the Board of Directors. More specifically, he/she is responsible to:

1. Chair all meetings of the Board of Directors and to chair the Annual General Meeting;
2. Call all Board Meetings, and the Annual General Meeting as per resolutions passed by the Board of Directors and to see that agendas and meeting minutes are prepared for same;
3. Be an ex-officio member of all committees of the Corporation;
4. Ensure that budgets, and mandatory operating reports are presented to the Board in a timely fashion;

5. Ensure that all committee reports and recommendations are presented to the Board;
6. Monitor the activities of the Corporation to ensure that policies established by the Board of Directors are carried out;
7. Give direction to the Manager as to implementation to appropriate policy and to advise the Manager as to new policy approved by the Board;
8. Ensure that the Board is fully constituted and to take appropriate steps when the Board is short members;

With respect to Public Relations, the Chairperson will act as spokesperson for the Corporation; however, he/she may designate the Manager or another officer to perform this function.

Vice Chairperson: In the absence of the Chairperson, the Vice Chair will be responsible for the Chair's duties previously mentioned.

6.6 **Remuneration** for the Board of Directors will be on the following basis:

1. Members shall be reimbursed for normal travelling expenses incurred while travelling to and from Board Meetings and while attending a pre approved Board Meeting or Committee business;
2. Members shall be reimbursed for expenses incurred for food and lodgings when travelling to attend to Board or Committee business.
3. Board Members are covered by travel and liability insurance.

6.7 **Indemnification of Directors:** Every Director, including all those persons who provide executive and administrative and managerial functions or services in the Corporation and his/her 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:

1. All costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him; for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or about the execution of the duties of his office; and,
2. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE VII – COMMITTEES

7.1 **Appointment of Committees:** The Board may appoint special committees.

7.2 **Terms of Reference:** In establishing committees, the Board shall define their powers and duties by written terms of reference. Terms of reference may be revised from time to time by the Board as suggested by the officers or committee concerned, or as the Board may deem appropriate.

7.3 **Membership of Committees:** members of committees will be appointed by the Board of Directors.

7.4 **Standing Committees:** The CFDC may have the following Committees:

1. Executive Committee which consists of the Chairperson, Vice Chairperson and Manager. The Executive Committee deals with matters from the ongoing operations of the CFDC requiring immediate attention.

ARTICLE VIII – MEETINGS

8.1 **Annual General Meeting:** The Annual General Meeting of the CFDC shall be held annually at such time and place in each year as the Board of Directors shall determine, but no later than 120 days following year end.

8.2 **Notice of Annual General Meeting:** At least twenty (20) days' notice of the Annual General Meeting shall be provided.

8.3 **Order of Business at Annual Meeting:** The order of business at the Annual General Meeting shall be:

1. Call to Order
2. Reading and Adoption of Minutes of last Annual meeting
3. Reading and Adoption of Minutes of all Special Meetings held during the Year
4. Receiving the Report of the Board of Directors as to the Activities of the CFDC during the preceding year
5. Consideration of By-Law
6. Appointment of Board of Directors
7. Appointment of Signing Officers for the CFDC
8. Appointment of Auditors
9. Review Borrowing By-Law
10. Such other Business as may be brought before the meeting
11. Ratification of Board of Directors Actions
12. Date of the next Annual General Meeting
13. Adjournment

8.4 **Annual Report:** A general report respecting the activities of the CFDC, its Committees and its financial position shall be submitted at or prior to the Annual General Meeting

8.5 **General or Special General Meetings:** During the year General or Special General Meetings may be called by the Board of Directors and shall be held at such time and place, as the Board shall decide.

At least five (5) days notice in writing of General or Special Meetings shall be given to each Director. Notice of such meetings shall indicate the purpose thereof and the general nature of matters to be brought forward.

8.6 **Quorum:** Six (6) members of the Board of Directors shall constitute a quorum at meetings of the Board for the transaction of business. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

ARTICLE IX – FISCAL YEAR

9.1 The fiscal year shall be April 1st to March 31st.

ARTICLE X – VOTING

- 10.1 Each of the members of the Board of Directors shall be entitled to cast one (1) vote on any of all matters, which come before each meeting. All matters shall be decided by the affirmative vote of the majority of the Directors present at such meetings, except those matters otherwise expressly stated in these by-laws.
- 10.2 Ex-officio members will not have voting privileges.

ARTICLE XI – SIGNATURE & CERTIFICATION OF DOCUMENTS

- 11.1 Contracts, documents, or other instruments in writing requiring a signature of the CFDC shall be signed by any two (2) of the Chairperson, Vice Chairperson, Manager, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power to appoint an employee on behalf of the Association to sign contracts, documents and instruments in writing. The Seal of the Corporation, when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any employee appointed by the Board of Directors.

ARTICLE XII – RECORDS

- 12.1 The General Manager shall ensure that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or by-law are regularly and properly kept. The General Manager shall ensure that the necessary books and records for CFDC are maintained and properly kept in the same manner. Monthly reports shall be made available to the CFDC Board of Directors when requested.

ARTICLE XIII – NEGOTIABLE INSTRUMENTS

- 13.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the CFDC shall be signed by such person(s) and in such manner as shall be determined by resolution of the Board of Directors. Any two of such persons or agents may together endorse notes and drafts for collection on account of the CFDC, endorse notes and cheques for deposit with the CFDC's bank for the credit of the CFDC, and the same may be endorsed "for collection" or "for deposit" with the bankers of the CFDC by using the rubber stamp for the purpose.

Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the CFDC and the CFDC's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

ARTICLE XIV – BORROWING

- 14.1 When authorized by a by-law, duly passed by the Directors and sanctioned by at least two-thirds of the Board, at a Board of Directors meeting, the Directors of the CFDC may:
1. Borrow money upon the credit of the Corporation;
 2. Limit or increase the amount to be borrowed;
 3. Issue debentures or other securities of the Corporation;

4. Pledge or sell such debentures or other securities, or any other present or future borrowing or liability of the CFDC by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation and the undertaking and rights of the Corporation.

ARTICLE XV – AMENDMENT OF BY-LAW

- 15.1 The by-laws of the Corporation may be enacted, repeated or amended by a by-law, by a two-thirds (2/3) majority vote of the Directors at a meeting duly called by the Board of Directors of the CFDC for the purpose of considering an enactment, repeal or amendment of the by-laws of the Corporation.

ARTICLE XVI – RULES AND REGULATIONS

- 16.1 The Board of Directors may prescribe on motion such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the CFDC.

ARTICLE XVII – CONFLICT OF INTEREST

- 17.1 Restricted Investment Fund Activities:
 1. The Corporation shall not make a loan to, or quadrant the repayment of a loan made to a Director, officer or employee of the Corporation;
 2. The Corporation shall not:
 - a) make a loan to;
 - b) guarantee repayment of a loan to, or;
 - c) purchase shares in an incorporated business in which an officer or employee of the Corporation (with decision-making responsibilities in relation to investment fund applications), or a Director of the corporation having a significant business interest.
 3. Where the Corporation is considering:
 - a) an application for a loan or loan guarantee by the spouse or a child of either a Director of the Corporation or an Officer or Employee of the Corporation with decision making responsibilities in relation to investment fund applications, or
 - b) an application for a loan, a loan guarantee or an equity investment by an incorporated business in which a spouse or child of a Director, officer or employee referred to in paragraph one has a significant business interest.

This application shall be referred for consideration by the full Board of Directors for decision of the conflict of interest on the part of the Director, Officer, or Employee and shall be recorded in the minutes of the meeting. In addition the Director, or the Officer or Employee (if the Officer, Committee Member, is present at the meeting), as the case may be, shall absent him/herself from any and all discussions and deliberations in respect of the application and refrain from attempting to influence, lobby or persuade the Board in regard to the application.

17.2 Goods and Services Contracts

1. Goods and services contracts between the Corporation and a Director or a business in which a Director or the spouse or child or a Director has a significant business interest are permitted provided that,
 - a) the decision is made by the full Board, irrespective of the existing contracting authorities;
 - b) the conflict of interest is declared by the Directors and recorded in the minutes of the Board;
 - c) the Director absents him/herself from the decision and refrains from trying to influence it;
 - d) a minimum of two independent competitive bids are obtained; and
 - e) the contract offering the lowest cost or best value be selected and extra care taken in doing so.

17.3 Significant Business Interest

1. For the purposes of this article, "Significant Business Interest" means the ownership, whether directly, indirectly or beneficially, of more than 10% of the capital stock of the incorporated body, or shares or debentures to which are attached more than 10% of the voting rights in the incorporated body.

ARTICLE XVIII – DISTRIBUTION OF ASSETS

- 18.1 In the event of a dissolution of the Corporation, all the remaining assets after payment of its liabilities shall, on approval of Human Resource Development Canada, be assigned to a resident Manitoba charity or non-profit organization acceptable to a majority of the Board of Directors and similar in nature to the Corporation.

ARTICLE XIX – CONFIDENTIALITY

- 19.1 All material that an applicant provides to the Board of Directors in connection with a request for financially related matters must be considered confidential and care must be taken to ensure that the circulation of all such material relating to the fund is restricted to Directors and staff who have a direct responsibility for a specific aspect of the administration of the account. Disclosures of information to anyone not authorized to deal with same is strictly prohibited. In extraordinary cases, this prohibition may be waived with the written consent of the applicant.

ARTICLE XX – AUDIT

- 20.1 The Audit may be tendered and shall be appointed every year by the Board of Directors. The Auditor's duties shall be to audit the books, vouchers and accounts of the CFDC; to certify to the correctness of the balance sheet; to examine the securities of the CFDC and to certify as to the CFDC's assets and a reasonable list of the valuation at which they are carried.



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TITLE: MISSION - PURPOSE

NO. 102

Mission

The Northwest Manitoba Community Futures Development Corporation works with government, interested public and private organizations and agencies committed to the development of the Northwest Region.

The Corporation provides a forum for member communities to work together in a co-operative atmosphere towards the achievement of their community development issues being experienced by member communities.

The Corporation designs and implements suitable remedies through a co-operative approach to employment development and adjustment programs.

The Corporation encourages and contributes to local economic growth by creating new jobs and employment opportunities. It stimulates local economic development by working with interested entrepreneurs, all levels of government and their representatives and other regional development agencies and relevant organizations.



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TITLE: GOALS OF THE CORPORATION

NO. 103

Goals

1. To facilitate the co-ordination of economic development initiatives in the twelve member communities, and in the region.
2. To advertise the capability of the Co-operation as a means of promoting regional and community development in the twelve member communities.
3. To support the development efforts of member communities by acting in a liaison capacity on their behalf with all levels of government and their representatives, regional agencies and other relevant agencies
4. To work with communities to achieve the development opportunities and priorities identified by the Chief and Council, Mayor and Town Council and/or Economic Development Committees in the member communities.
5. To provide a strategic framework for the Corporation to pursue regional development and, consequently, improvements in the standard of living and quality of life for residents in Northwest Manitoba.
6. To promote, advertise, and market the region for business development, tourism, and recreation, and to encourage a sense of awareness and pride in the values of the region.
7. To participate in regional development planning with other organizations.
8. To provide financial, technical and professional assistance to new and expanding businesses operating within the Northwest Manitoba Region and to provide follow-up support to sponsors businesses.
9. To report on all investment funds distributed during the Corporation's fiscal year of operation to all participating communities, Western Diversification and others as required by law.
10. To promote new entrepreneurial development in all member communities.
11. To implement a public relations strategy that will keep residents and councils of all member communities informed regarding the Investment Fund by providing reports to these communities.
12. To establish, within budgetary restraints, and in co-operation with the Norman Regional Development Corporation, the Swampy Cree Tribal Council, Keewatin Tribal Council and other identified agencies, a co-ordinated approach to economic development in the Northwest Manitoba Region by participating in selected meetings, conferences, workshops, etc., which relates specifically to economic development in this area.

13. To pursue investment opportunities in order to ensure the overall investment goal for sponsored business initiatives of self-sufficiency within five years.
14. To explore all facets of trade, industry and commerce in the region.
15. To participate in the training of the local Socio/Economic Development Committees in member communities.
16. To help organize communities to help themselves in getting more benefit from use of existing resources.
17. To create forums for the exchange of ideas (prosperity thinking) on community improvement in the area of economic, social and human resource development. This could include the use of local people to assist in the solution of local issues.