Executive Resolutions

Proposed 2027 Convention Resolutions

Receipt of Financial Statements

BE IT RESOLVED that the audited financial statements for the fiscal period ending June 30, 2026 be received.

Executive Resolutions con't…

Proposed 2027 Convention Resolutions

Appointment of Auditor

BE IT RESOLVED that KPMG Chartered Accountants be re-appointed as the Manitoba School Boards Association auditors for the fiscal period ending June 30, 2027.

Notice:
In keeping with applicable provisions under *The Corporations Act*, all members are advised that the above motion constitutes special business and shall be transacted during the forthcoming annual convention and annual general meeting of the Manitoba School Boards Association, to be held March 18-19, 2027, between the hours of 7:30 a.m. and 6:30 p.m. (Central Daylight Time).

Rationale:
The motion to appoint an auditor is featured as part of the annual resolutions process, being an Executive Resolution. By including this motion under the annual resolutions process, it is intended that feedback and input will be obtained from the membership before each annual convention takes place.

It is important to clarify that sections 156(3) and 158(1) of *The Corporations Act* provide clear guidance in the event that membership is not able to come to a decision regarding this motion. Section 156(3) provides that, notwithstanding that shareholders (read "*members*") may not have appointed an auditor at an annual meeting, "the incumbent auditor continues in office until his successor is appointed". Section 158(1) further provides for continuance in office of the incumbent auditor, until there is a valid appointment of a successor by member boards or the auditor resigns, dies or is removed, in accordance with the Corporations Act.

Finally, all boards should be aware that, once this resolution appears before the annual convention in March 2027, the present motion shall be considered and voted on by the eligible and lawful membership of the association through board ballot, consistent with section 15(b) of *The Manitoba School Boards Association Act*.

If members have any questions on this motion in advance of the MSBA 2026 fall regional meetings or the March 2027 annual convention, we request that all such communications be routed through Board Chairpersons to Alan Campbell, MSBA Executive Director, by telephone at: (204) 594-5162 or by email at: acampbell@mbschoolboards.ca.

Executive Resolutions con't…

Proposed 2027 Convention Resolutions

By-Laws 1, 3, 5, 6, 7 and 8

BE IT RESOLVED that the Manitoba School Boards Association amend By-Law 1 Definitions; By-Law 3 Membership; By-Law 5 Annual Convention; By-Law 6 Regions; By-Law 7 Membership Fees and By-Law 8 Executive to harmonize its provisions with the amendments to The Manitoba School Boards Association Act, which was proclaimed on October 1, 2026.

BY-LAW 1 – DEFINITIONS

From:
Definitions

Unless the context otherwise requires, the words defined in section 1 of the Manitoba School Boards Association Act have the same meaning in the by-laws of the Association.

To:

Definitions

Unless the context otherwise requires, the words defined in section 1 of the Manitoba School Boards Association Act have the same meaning in the by-laws of the Association.

In these by-laws:

- "**Member**" means:
  (a) a school board as defined under *The Public Schools Act*; and
  (b) an Indigenous education organization or other education-related organization admitted to membership in the Association in accordance with these by-laws.
- "**Designated Representative**" means an individual designated by a member organization to act on its behalf in the Association.
- "**Membership Category**" means a class of membership established by the Association.

Interpretation

Where these by-laws refer to school board(s) or trustee(s), such references shall be interpreted in a manner consistent with sections 1 "Indigenous educational organization" and "Designated representative" and section 5.1(2) of *The Manitoba School Boards Association Act* and include other categories of members and their designated member representatives unless the context requires otherwise.

BY-LAW 3 - MEMBERSHIP

As follows:

Membership

1. A public school board that meets the criteria for membership in the association (as defined in *The Manitoba School Boards Association Act*) is, upon payment of the assessed membership fee, a full member of the association, ~~except as described in #2, below.~~

~~2. Where a board's members are not normally chosen through the electoral process outlined in *The Municipal Councils and School Boards Elections Act*, those board members are not eligible to serve on the association's provincial executive or other elected bodies.~~ An Indigenous educational organization that meets the criteria for membership in the association (as defined under section 1 of *The Manitoba School Boards Association Act*) and whose membership application is approved by Provincial Executive is, upon payment of the assessed membership fee, a member of the association.

3. An organization that meets the criteria for membership in the association (as defined under section 5(1) of *The Manitoba School Boards Association Act*) and whose membership application is approved by Provincial Executive is, upon payment of the assessed membership fee, a member of the association.

Application for Membership

4. Organizations other than public school boards seeking membership shall:
   i. submit a written application in keeping with the form(s) established by the Provincial Executive;
   ii. demonstrate alignment with the provisions of The Manitoba School Boards Association Act and the objects of the Association; and
   iii. provide any additional information required by the Provincial Executive.

5. The Executive shall review and evaluate all applications submitted.

6. Prior to approving the application of an organization that meets the criteria for membership in the association under subsections 2 and 3, Provincial Executive must extend due regard for the overall composition of its membership by category, by region, as well as writ large, and must restrict membership approval where any such factor is not maintained in favour of the ongoing promotion of the Manitoba School Boards Association's legal standing as an association founded by and for public school boards.

Membership Categories

7. The Association may establish classes of membership, including:
   i. Full Members (school boards)
   ii. Indigenous Education Members
   iii. Education Members (non-Indigenous)
   iv. Associate or Affiliate Members

8. The rights and obligations of each category shall, subject to the Manitoba School Boards Association Act, be determined by the Association.

Representation

9. Each member may appoint one or more Designated Representatives.

10. Where a member is not a public school board, representation shall be structured in accordance with policies established by the Executive. In no instance can the number of designated representatives appointed by any member exceed nine representatives.

11. Each member shall submit the names of its Designated Representatives to the association in writing at the commencement of every new school year. Changes or revocation of a member's Designated Representative(s) shall be submitted in writing to the association no later than five working days following any such amendment.

Voting Rights

12. Voting rights shall be established by the Association and may vary by membership category.

13. Statement of Integrity – Membership Expectations

BY-LAW 5 – ANNUAL CONVENTION

With the addition of Delegates, at the end:

Delegates

12. Each member may appoint delegates to the Annual Convention.

13. The number of delegates and voting entitlements assigned to each membership category shall be determined by the Association.

14. Associate Members and Visitors

BY-LAW 6 – REGIONS

With the addition of 2, and subsequent re-numbering:

2. Non public school board members

   The Executive may:

   i. assign non-school board members to existing regions; or
   ii. establish alternative representation structures to ensure equitable participation.

BY-LAW 7 – MEMBERSHIP FEES

With the addition of 5 and 6, at the end:

1. Membership fees for non-public school boards shall be determined by the Provincial Executive. Fees may vary depending on:

   i. membership category
   ii. size of organization
   iii. scope of services

2. Separate fee schedules may be established for Indigenous education organizations and other members.

BY-LAW 8 – EXECUTIVE

As follows:

<u>Executive</u>

1. The Executive of the Association shall be comprised of the President, two Vice-Presidents (one from public school boards with 6000 or more students, and one from public school boards with fewer than 6000 students), the Past President, and seven Directors [two from Region 5 (Suburban), and one from each of the other regions]. Where an Indigenous educational organization is approved and admitted as a member by the Provincial Executive, one Director position shall be established to provide Indigenous educational organizations with representation on the Executive. Where a non-Indigenous educational organization is approved and admitted as a member by the Provincial Executive, Provincial Executive may create an additional Director position to provide non-Indigenous educational organizations with representation on the Executive or may assign that organization to an existing region in keeping with By-Law 5.

2. Six members of the Executive shall constitute a quorum for any meeting of the Executive. Where a Director position is established for an Indigenous educational organization, seven members of the Executive shall constitute a quorum for any meeting of the Executive.

Rationale:
These amendments are proposed to harmonize the Association's By-Laws with the provisions of Bill 38 *The Manitoba School Boards Association Act*, which was proclaimed on October 1, 2026. Upon proclamation, the legislation will supersede any inconsistent provision contained within the Association's governing documents. Adoption of these amendments will ensure that the By-Laws remain aligned with the legislative framework, provide clarity to the membership, and avoid inconsistencies between the Association's governance documents and the applicable law.

By-Law 5(7)(c)

BE IT RESOLVED that the Manitoba School Boards Association amend By-Law 5(7)(c) as follows:

From

7. Nominations for Executive Positions

c) The term of office for all elected Executive positions shall be two years, and no person shall hold the same Executive position for more than two complete, consecutive terms. The term of office for the Past President shall be two years.

To

7. Nominations for Executive Positions

c) The term of office for all elected Executive positions shall be two years, and no person shall hold the same Executive position for more than two complete, consecutive terms. The term of office for the Past President shall be two years if the current President serves one complete term, and the term renewed at the discretion of the Provincial Executive to a further two years, should the current President serve two complete, consecutive terms.

Rationale:
The extension of the term of office of the Past President is being proposed by the Association's Provincial Executive in order to provide vital support to the current President during their entire term, regardless of duration, as well as to provide longer term capacity, insights and mentorship to benefit the ongoing work of the Provincial Executive. Extension of the term of the Past President to a consecutive second term by discretion of the Provincial Executive will assure that the position remains effective and aligned with the need of the Executive for ongoing support and mentorship.