



JAPANESE CULTURAL ASSOCIATION OF MANITOBA INC.

180 McPhillips Street
Winnipeg, Manitoba
R3E 2J9

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BY-LAW Version NO. 2

Being the general by-law of the

JAPANESE CULTURAL ASSOCIATION OF MANITOBA, INC.

(hereinafter called the "Corporation")

INTERPRETATION

1. Definitions. In this by-law, unless the context otherwise specifies or requires:
 - (a) "Act" means The Corporations Act (Manitoba) (C.C.S.M. c. C225) as amended from time to time and every statute that may be substituted therefore and in the case of such substitution any references in the by-laws of the Corporation to the provisions of the act shall be read as references to the substituted provisions therefore in the new statute or statutes;
 - (b) "Board" means the board of directors of the Corporation;
 - (c) "By-Laws" means any by-law of the Corporation from time to time in force and effect;
 - (d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and in the case of substitution any references in the by-laws of the Corporation to the provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
2. Interpretation. This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) All terms contained herein which are defined in the Act where the regulations shall have the meanings given to such terms in the Act or such regulations;

(b) Words importing the singular number only shall include the plural and vice versa and the word person shall include individuals, bodies, corporate partnerships, syndicates, trusts and any number or aggregate of persons and the headings used in the by-laws are inserted for reference purposes only and they are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Seal. The seal of the Corporation, if the directors determine by resolution to have one, shall be in such form as prescribed by the Board and shall bear the words "Japanese Cultural Association of Manitoba, Inc." endorsed hereon. It shall be kept in the custody of the Secretary of the Board.
4. Head Office. The head office of the Corporation shall be situated in the Province of Manitoba at such address as the Board may by resolution determine.

MEMBERSHIP

5. Classes. There shall be three (3) classes of members in the Corporation; individual members, for individuals over the age of eighteen (18) years; senior members, for individuals over the age of sixty-five (65) years; and family members, for members of a family unit comprised of one or two spouses or common law partners and any children under the age of 18 residing at the same residential address.
6. Voting. All members in good standing over the age of eighteen (18) years shall be entitled to receive notice of, and to attend and vote, at all meetings of members.
7. Additional Classes of Membership, Dues and Fees. The Board may by resolution determine from time to time additional classes of membership and the terms and conditions attaching to such classes. The Board also may determine from time to time and may change as it sees fit, any membership fees or dues payable by each class of membership. Membership dues are charged on a twelve month basis, from the 1st day of July to the 30th day of June in every year, unless otherwise determined by the Board.
8. Application. All applicants for membership shall complete and sign a form of application and shall submit the application to the principal office of the Corporation. Such application shall accurately identify the category of membership for which applicant qualifies and shall include an agreement by the applicant to abide by the Corporation's by-laws and to pay all duly levied dues and assessments for that category which applicant shall hold membership.
9. Acceptance of Membership. The application shall be accompanied by payment of the initial fees and dues. Membership shall be granted if, in the sole discretion of the Board, the applicant is found to be qualified for membership. Anyone qualifying for more than

one category of membership shall pay dues at the highest level of membership for which they are qualified or otherwise as determined by the Board. Membership shall be dependent upon continued payment of all assessment and annual dues. Members will be strongly encouraged to actively participate in Corporation meetings, committee and other functions.

10. Resignation. Any member may withdraw from the membership in the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. Resignation shall be effective from acceptance thereof by the Board. In the case of resignation a member shall remain liable for payment of any outstanding membership dues, if any, levied or which became payable by the member to the Corporation prior to such person's resignation.
11. Lapse. The interest of a member in the Corporation is not transferrable and lapses and ceases to exist:
 - (a) upon the death of the member;
 - (b) when the member's period of membership, if any, expires;
 - (c) when a member fails to pay dues within ninety (90) days of their due date, unless otherwise determined by the Board;
 - (d) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws;
 - (e) when a member is removed from membership in accordance with the by-laws.
12. Removal. Members of any classification may be removed from membership by the Board for cause by two-thirds (2/3) vote. For any cause other than non-payment of dues or assessments, removal shall occur only after the member complained against has been notified of the complaint lodged against him or her and been given reasonable opportunity for defense; and such member, if removed, may appeal from the decision of the Board to the members attending the annual meeting of the members of the organization, providing the notice of intent to appeal is sent to the President at least ten (10) days prior to the meeting. Upon expulsion, all rights of the members in the organization or in its property and uses thereof shall cease.
13. Reinstatement. A former member, removed under section 12, may be reinstated by a majority vote of the Board after presenting proof of qualifications, paying current dues and arrears, and meeting such other criteria as may be imposed by the Board.

MEMBERS' MEETINGS

14. Annual Meeting. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
15. Business of Annual Meeting. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors, if any, shall be presented and auditors appointed for the ensuing year (or the appointment of auditors dispensed with) and the Board shall be elected. The members may consider and transact any business either special or general at any meeting of the members. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The Board shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. The annual general meeting will require 5% of the current membership present in person or represented by proxy to constitute a quorum.
16. Notice. At least thirty (30) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
17. Vote and Proxy. Each voting member present at a meeting shall have the right to exercise one vote. A voting member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a voting member of the Corporation.
18. Majority. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
19. Errors and Omissions. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

DIRECTORS

20. Number. The property, business and affairs of the Corporation shall be managed by a board of directors of not fewer than nine (9) but not more than fifteen (15) directors.
21. Election. Directors shall be elected by the members at the annual meeting of members for a term of two (2) years.
22. Vacancies. Subject to the provisions of the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the minimum number of directors. In the absence of a quorum of the Board, or if a vacancy has arisen from a failure of the members to elect a minimum number of directors, the Board shall forthwith call a special meeting of the members to fill the vacancy. If the Board fails to call such a meeting, or if there are no such directors then in office, any member may call the meeting.
23. Termination of Director. The office of director shall be automatically vacated:
 - (a) if at a special general meeting of members, a resolution is passed by two thirds of the votes cast in favour of the removal of the director;
 - (b) if a director has resigned from his or her office by delivering a written resignation to the secretary of the Corporation;
 - (c) if a director is found by a court to be of unsound mind;
 - (d) if a director becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (e) on death;
 - (f) if a director cannot attend/participate in at least 67% of the scheduled board meetings per calendar year.
24. Time of Resignation. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.
25. No Remuneration. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to

preclude any director from being engaged or employed by the Corporation and receiving reasonable compensation therefor.

26. Conflict of Interest. A director, officer, member of a committee of the Board or a member of the advisory committee, if any, who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of meetings of the directors of the Corporation, the nature and extent of his or her interest at the time and in the manner provided for by the Act. Any director or officer so interested shall not vote on any resolution to approve the contract except in the manner and to the extent provided in the Act.

POWERS OF DIRECTORS

27. Business and Affairs. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
28. Financial Matters. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an office or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

The Board is hereby authorized, from time to time;

(a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

(b) to limit or increase the amount to be borrowed;

(c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, 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.

29. Agents. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

DIRECTORS' MEETINGS

30. Notice. Meetings of the Board may be held at any time and place to be determined by the directors provided that seven (7) days' notice of such meeting shall be given to each director in the manner provided herein. There shall be at least six (6) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
31. Voting. Each director present in person is authorized to exercise one (1) vote.
32. Quorum. A majority of directors then in office (or such greater number of directors as the Board may from time to time) shall constitute a quorum for meetings of the Board, provided that at least three (3) directors who are also officers must be in attendance. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
33. Meetings by Communications Facilities. A director may participate in a meeting of the Board, or of a committee of the Board, by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other. A director participating in such a meeting by such means is deemed to be present at the meeting.

OFFICERS

34. Officers. The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer, and any such other officers as the Board may determine. The Board may specify the duties of any such officers in addition to the duties set forth in this

By-Law. Officers must be directors of the Corporation and officers shall cease to be officers if they cease to be directors.

35. Chair of the Board. The Board may also from time to time appoint a Chair of the Board, who shall be a director. If appointed, the Board may assign to such person any of the powers and duties that are by the provisions of this By-Law assigned to the President and such person shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify. During the absence of the Chair, or if no Chair has been appointed, his or her duties shall be performed and his or her power shall be executed by the President.
36. Appointment. Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members.
37. Term. Officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. The President may be reappointed for up to two additional consecutive terms. Officers shall be subject to removal by resolution of the Board at any time.

DUTIES OF OFFICERS

38. President. The President shall be the Chief Executive Officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the Board. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect. At the annual meeting of members, the President shall report to the membership on the activities carried out during his or her term of office.
39. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board.
40. Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial

position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board.

41. Secretary. The Secretary shall attend all meetings of the Board and, when in attendance, act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Secretary shall be. The secretary shall be the custodian of the seal of the Corporation.
42. Other. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the Chief Executive Officer may specify.

COMMITTEES

43. Formation. The Board may appoint an Executive Committee comprised of five (5) directors. The Executive Committee shall consist of the Chair, the President, and Treasurer, and such other members of the Board as the Board shall determine. Subject to specific determinations of the Board, the Executive Committee shall exercise all of the powers of the Board. Any Executive Committee member may be removed by a majority vote of the Board and shall cease to be an Executive Committee member when no longer a director of the Corporation.
44. Meeting. Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee, provided that forty-eight (48) hours' notice of such meeting shall be sent in writing to each member of the committee. A majority of such committees shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceeding taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
45. Failure to Attend. If in any period between annual meetings of the Corporation, a member of the Executive Committee fails to attend three of the first six Executive Committee meetings following his or her appointment, or fifty percent of any number of Executive Committee meetings in excess of six, such member, as of the termination of the last such missed meeting, will cease to be a member of the Executive Committee, unless the Executive Committee in such last missed meeting resolves to the contrary.
46. Nominating Committee. The Board may provide for the creation of a Nominating Committee consisting of the Chairperson, the President and any two members as

appointed by the Board to prepare a slate of qualified nominees which it recommends for election to the positions on the Board.

47. Other Board Committees. The Board may appoint such other committees of the Board, whose members will hold their offices at the will of the Board. The directors shall determine the duties of each of such committees of the Board.
48. Advisory Committees. The Board may from time to time appoint such advisory committees as it may deem advisable. The function of any such advisory committee shall be advisory only.
49. No Activities or Expenditures. All committees shall report to the Board and no committee shall undertake any activities beyond those activities they were expressly authorized to undertake by the Board or expend any funds without prior approval of the Board. Committees are allowed to make capital expenditures of up to \$1,500 without board approval as long as the expenditure was previously approved through the annual budget.

INDEMNITIES TO DIRECTORS AND OTHERS

50. Indemnification. Every director of the Corporation and their respective heirs, executors and administrators, and estates and affects, 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:
 - (a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter, of thing, whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
51. Judgments. Directors or officers of the Corporation, or former directors or officers of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonable incurred by him or her in respect of any civil, criminal or

administrative action or proceeding to which he or she is made a party by reason of being, or having been, a director or officer of the Corporation or such body corporate if:

(a) he or she acted honestly and in good faith with a view to the best interests of the Corporation, and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

52. Insurance. The Corporation may purchase and maintain insurance for the benefit of any person referred to in paragraphs 33 and 34 as determined by the Board from time to time.

EXECUTION OF DOCUMENTS

53. Signing. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by two (2) officers of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by the resolution of the Board.

ADMINISTRATIVE MATTERS

54. Minutes. The minutes of the Board (or the minutes of the Executive Committee) shall not be sent to members of the Corporation but shall be available to the membership for inspection and shall be available to the Board, each of whom shall receive a copy of such minutes.
55. Financial Year. The financial year of the Corporation shall be such twelve month period as determined by the Board.
56. Auditors. The members shall, at each annual meeting, either appoint or waive the appointment of an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. If the appointment of an auditor is waived, then the members shall appoint accountants to review the annual

financial statements of the Corporation for report to the members at the next annual meeting. The auditor or the accountants, as the case may be, shall hold office until the next annual meeting provided that the directors may fill any vacancy in the office of the auditor or the accountants. The remuneration of the auditor or accountants shall be fixed by the Board.

57. Books and Records. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
58. Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.
59. Annual Budget. The annual budget for the Corporation shall be submitted by the Board to the membership for approval at the annual meeting of members, provided that the Board may adjust may adjust the annual budget during the year as it deems necessary without having to obtain the approval of the membership.
60. Special Fund Drives. The Board may initiate and institute special fund drives as may be needed to meet contingencies as it considers appropriate.
61. Amendments. By-laws and any repeal, amendment or re-enactment thereof shall be passed by the Board and shall be effective only until confirmed at the next annual meeting of members unless confirmed thereat or at a prior general meeting of the members duly called for that purpose. Members may propose amendments to by-laws by submitting a proposal signed by at least three (3) voting members. The Board will consider any such proposals and make recommendations to the membership regarding the same at the next annual meeting of members.

NOTICES

62. Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Articles, the By-Laws or otherwise, to a member, director, officer, or member of a committee of the Board, shall be in writing and shall be provided to such party at his or her recorded address either by hand delivery, facsimile, e-mail or recognized commercial courier service and shall be deemed effective when: (a) if delivered by hand, or upon two (2) business days after placed in the hands of a recognized commercial courier service for overnight delivery; (b) the same day as sent by facsimile or e-mail

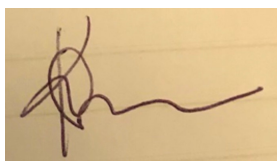
transmission with confirmation of receipt of such facsimile or e-mail transmission by confirmed facsimile transmission or e-mail delivery receipt, provided that such facsimile transmission or e-mail delivery receipt occurred during normal business hours. In the case of facsimile transmissions or e-mails received at the receiving location after the normal close of business, notice shall be deemed effective upon the opening of the business hours on the next business day.

63. Undelivered Notices. If any notice given to any party referred to in paragraph 69 is returned on three (3) consecutive occasions because he or she cannot be found, the Corporation shall not be required to give any further notices to such party until he or she informs the Corporation in writing of his or her new address.
64. Omissions and Errors. The accidental omission to give notice to any member, director, officer or member of a committee of the Board, or a non-receipt of any notice to any member, director, officer or member of a committee of a Board, or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
65. Waiver of Notice. Any member, director, officer or member of any committee of the Board may at any time waive any notice or waive or abridge the time-frame for any notice required to be given to him or her under any provision of the Act or the Regulations thereunder, the Articles, the By-Laws or otherwise, and any such waiver or abridgment shall cure any default in the giving or in the time of such notice as the case may be.

DISSOLUTION CLAUSE

66. The Corporation may be dissolved only by authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by the Membership Committee). Upon dissolution or other termination of the Corporation, all remaining assets of the Corporation, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the Corporation) as shall be chosen by the then existing Board of Directors of the Corporation.

ENACTED THIS 31st day of August, 2020.

A handwritten signature in dark ink on a light-colored background. The signature is stylized and appears to be a cursive name.

President

A handwritten signature in dark ink on a light-colored background. The signature is cursive and appears to be a name.

Secretary