



# DIRECTORS MANUAL

P.O. Box 1180, Killarney, Manitoba R0K 1G0

[killarneyfoundation.ca](http://killarneyfoundation.ca)

Key Information for  
The Killarney Foundation Inc.

Updated January 12, 2023



Created starting Jan. 1, 2007

TERMS OF DIRECTORS in accordance with Charter Amendment 2019

**DIRECTORS' REGISTER**  
**THE KILLARNEY FOUNDATION INC.**

<b>FULL NAME</b>	<b>ELECTED</b>	<b>RETIRED</b>	<b>APPOINTMENTS EXPIRE</b>
Lawrence <u>Wayne</u> Nichol	unknown	Jan. 2, 2007	
Mark Witherspoon	unknown	Jan. 1, 2007	
Ivory Gwen Tripp	unknown	Jan. 1, 2007	
Norman Lewis	unknown	Jan. 1, 2007	
Dwight Kim King	Jan. 1, 2006	Jan. 1, 2007	
William Gerrald Blixhavn	unknown	Jan. 1, 2007	
Margaret Howarth	unknown	Jan. 1, 2007	
Brian Moore	Jan. 1, 2007	April 11, 2007	
Randy Hodge	Jan. 1, 2007	Oct. 28, 2009	
Lorne Whitelock	Jan. 1, 2007	Oct. 28, 2009	
Jacqueline Lori Mitchell	Jan. 1, 2007	May 1, 2016	
Clint Fleming	Jan. 1, 2007	Dec. 12, 2012	
Rob MacDonald	Jan. 1, 2007	Dec. 12, 2012	
Cheryl McTaggart	Jan. 1, 2007	Jan. 1, 2012	
Richard Corey Pauls	June 14, 2007	June 30, 2021	<i>as Mayor</i>
Peter Tommy Heide	Oct. 28, 2009	Nov. 5, 2010	
Dwight Kim King	Oct. 28, 2009	Nov. 5, 2010	
Connie Francis Blixhavn	Nov. 5, 2010	Mar. 14, 2012	
Michael Kyran Bellew	Nov. 5, 2010	Jan. 1, 2012	
William Gerrald Blixhavn	Jan. 1, 2012	Dec. 3, 2014	
Brenda Holly Charles	Jan. 1, 2012	April 9, 2014	
Michael Kyran Bellew	Mar. 14, 2012	Oct. 5, 2018	



Lawrence Wayne Nichol	Dec. 12, 2012	Nov. 21, 2018	
Lori Anne Cuvelier	Dec. 12, 2012	Nov. 21, 2018	
Laura Lynn Campbell	April 9, 2014	April 27, 2023	<i>April 8, 2022</i>
Janice Arlene Smith	Dec. 3, 2014	Oct. 26, 2022 ceased as councillor	<i>Dec. 3, 2022</i>
Ronald James Chapman	May 1, 2016	Nov. 21, 2018	
Randall Phillip Hodge	Oct. 25, 2018	June 19, 2019	
David Alexander Jones	Nov. 21, 2018		<i>Nov. 20, 2026</i>
Matthew Andrew McCartney Nichol	Nov. 21, 2018		<i>Nov. 20, 2026</i>
Brettney Alissa Skeoch	Nov 21, 2018		<i>Nov. 20, 2026</i>
Edward Mackie Dow	Oct. 9, 2019		<i>Oct. 8, 2027</i>
Mervin Charles Tweed	June 30, 2021	Oct. 26, 2022	<i>as Mayor</i>
Janice Arlene Smith	Oct. 27, 2022		<i>As Mayor</i>
Jaret Shane Box	Oct. 27, 2022		<i>Oct. 26, 2026</i>
Margaret Kimberley English	June 20, 2023		<i>June 20, 2027</i>
Susan Lea Blixhavn	June 20, 2023		<i>June 20, 2027</i>



FORM 4

# Certificate of Incorporation

## Under The Corporations Act of Manitoba

I hereby certify that

THE KILLARNEY FOUNDATION INC.

on this day incorporated and registered under The Corporations Act of Manitoba and that the Articles of Incorporation of the said corporation are attached hereto.

November 5, 1979  
(Date of Incorporation)

  
(Director, Corporations Branch)

File Number

42793

Certificate Number 8598



10/30/1

## Articles of Incorporation of a Corporation Without Share Capital The Corporations Act of Manitoba

UNFILED  
 NOV 5 1978  
 CORPORATIONS BRANCH  
 MANITOBA

1. The name of the Corporation is: THE KILLARNEY FOUNDATION INC.
  
2. The registered office is at the Killarney,  
(City, Town, Village or Municipality)  
in the Province of Manitoba.
  
3. The address of the registered office is:  
P. O. Box 304  
(Street and Number or R.R. Number and if Multi-Office Building, Give Room Number)  
Killarney, Manitoba R0K 1G0  
(Name of Municipality or Post Office)
  
4. The number (not less than three) of Directors is:  
 Minimum - FOUR      Maximum - SEVEN
  
5. The First Directors are:

Name in Full, including All Given Names	Residence Address, Given Street and Number or R. R. Number and Municipality or Post Office
George Edward Dow	707 Young Street Killarney, Manitoba
Louise Mary Hall	712 Young Street Killarney, Manitoba
Gordon Leonard Church	P. O. Box 192 Killarney, Manitoba
Ivan Lawrence Nichol	P. O. Box 1393 Killarney, Manitoba

6. The undertaking of the Corporation is restricted to the following:  
 To assist and provide for and promote the betterment of the citizens of the Town of Killarney and surrounding areas in the cultural, mental, moral and physical aspects of life in the community; to promote educational advancement for the increase of human knowledge and the alleviation of human suffering and to provide for and assist needy men, women and children.
  
7. Other provisions, if any, are:  
 Upon dissolution of the Corporation, after payment of all debts and liabilities any remaining property and assets of the Corporation shall be transferred to a charitable organization with similar aims.



8. The names and residence address of the Incorporators are:

Full Names, including All Given Names	Residence Address, Given Street and Number or R.R. Number and Municipality or Post Office
AS IN PARAGRAPH FIVE HEREOF	

9. The corporation has no authorized share capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.

10. Each first director named herein becomes a member of the corporation upon incorporation.

11. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain is:

N/A

12. To the best of our knowledge and belief, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to deceive.

Signatures of Incorporators

*[Signature]*

*[Signature]*

*[Signature]*

*[Signature]*

Note: If any First Director named in paragraph 5 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached.



# Affidavit of Verification of Incorporator

PROVINCE OF MANITOBA

IN THE MATTER OF  
THE CORPORATIONS ACT AND THE  
ARTICLES OF INCORPORATION OF

THE KILLARNEY FOUNDATION INC.  
(Name of Corporation)

I, George Edward Dow of Killarney  
(Full Name of Deponent) (Name of Municipality)

in the Province of Manitoba, make oath and say that:

1. I am an incorporator named in the attached articles of incorporation and have personal knowledge of the matters herein deposed to.
2. The statements contained in the accompanying articles are true.
3. Each of the incorporators who is a natural person signing the accompanying articles of incorporation in duplicate and each of the first directors named therein is of eighteen or more years of age.
4. The signatures of the incorporators affixed to the articles are their true signatures.

Sworn before me at the Town  
of Killarney in the Province  
of Manitoba, this 2<sup>nd</sup> day  
of November, 1979.

(Signature of Deponent)

(A Notary Public in and for the  
Province of Manitoba)



THE KILLARNEY FOUNDATION INC.

CONSTITUTION

WHEREAS there is a need for an organization in the Town of Killarney and surrounding area to assist and provide for and promote the betterment of its' citizens in the cultural, mental, moral and physical aspects of life in the community; and to promote educational advancement for the increase of human knowledge and the alleviation of human suffering; and to provide for and assist needy men, women and children, and particularly the aged, destitute or helpless;

AND WHEREAS it is deemed expedient and desirable to incorporate such an organization and to set forth its' aims and objectives;

NOW THEREFORE WITNESS that THE KILLARNEY FOUNDATION INC. shall have the following aims, objectives, rights, privileges, restrictions and powers, namely:

1. The Killarney Foundation Inc. (hereinafter referred to as the "Foundation") shall be composed of members for the time being of the advisory board, provision for whose appointment is hereinafter contained.
2. The Foundation is hereby empowered:
  - a) to receive donations of and hold, control and administer property of every kind and description, whether real or personal, and wheresoever situate.
  - b) if not in contravention of an express term of the donation under which it be received, to convert any property at any time or from time to time received or held by the Foundation into any other form, and for such purpose to sell, dispose of, assign, transfer, lease or exchange the same.
  - c) to employ one or more trust companies and to pass on and entrust to said trust company or companies the custody and management of all or any portion of the property at any time or from time to time received or held by the Foundation, in such manner and in such portions as the advisory board may deem proper, and enter into agreements with such company or companies with regard thereto.
  - d) to lease any lands at any time held by the Foundation.
3. The Foundation may, or if directed in the trust or instrument creating the gift shall, as soon as practible after a donation has been received or become operative, appoint one or more trust companies to have the custody and management of any property included in the donation, or such portions thereof as may be allotted to such one or more company or companies by the advisory board, and to act as Trustee or Trustees thereof for the Foundation. In making any original...../2





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appointments, effect shall be given to any directions in writing given by the donor and expressed in the instrument creating the trust. The Foundation may at any time on a resolution passed by a majority of the board, revoke the appointment of any trust company or trust companies as such trustees, and appoint another trust company or trust companies as new trustee or trustees. The trust companies hereinbefore referred to shall be such as at the time of their appointment as trustees are authorized to act as executors and administrators in the Province of Manitoba.

4. All transfers, assignments or conveyances of property by the Foundation shall be executed by and on behalf of the Foundation in such manner as the Foundation may from time to time by by-law prescribe, and shall further be executed by the trustee for the time being of the property to be so transferred, assigned or conveyed.

5. Each trust company during its' continuance in office as trustee for the Foundation shall:

- a) have the custody of and manage and deal with in an efficient manner all property entrusted to it by the Foundation, and make all investments, re-investments, conversions, sales or dispositions thereof which may at any time or from time to time appear necessary or desirable, but no trust company shall make any new investments or re-investments in any property or security other than securities in which a trustee or trust company may invest trust monies under the laws of the Province of Manitoba or in which life insurance companies are permitted to invest their funds under the Canadian and British Insurance Companies Act R.S.C., as amended.
- b) observe, carry out, perform and give effect to all terms, provisions and conditions which may in any instance be attached to the donation of any property by the donor thereof and expressed in writing in the instrument creating the trust;
- c) give effect to and observe all directions with regard to any property entrusted to it by the Foundation which may at any time or from time to time be given in writing by the board;
- d) distribute from the monies in its' possession such sums and in such manner as the said board shall at any time or from time to time by resolution direct;
- e) pay all such accounts and expenses of the Foundation as the board shall direct in writing.

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6. The Advisory Board shall consist of not less than four members nor more than seven members, all of whom shall be residents of the Province of Manitoba. The Advisory Board (hereafter referred to as the "Board") shall consist of the following members, namely: The Mayor of the Town of Killarney for the time being from time to time and one member of the Town Council; The Reeve of the Rural Municipality of Turtle Mountain for the time being from time to time and one member of the Municipal Council; three other members, if appointed, to be chosen as follows: one person resident in the Town of Killarney to be appointed by the Mayor and the Town Councillor; one person resident in the Municipality of Turtle Mountain to be appointed by the Reeve and the Municipal Councillor; and one person to be appointed by the members of the Board sitting as a whole.

7. The Foundation may by By-Law provide that the terms of office of such Board members may vary so long as no term of any appointee shall be less than two years nor more than five years PROVIDED that those holding seats on the Board by reason of their holding elective office shall sit for the normal terms of such elective office. If no By-Law is passed, the term of office shall be for two years from the date of appointment.

8. a) The Board may at any time during each fiscal year use and distribute such portion of the income of the Foundation for that year as the Board deems proper for
- i) providing care for needy men, women and children, and in particular for the sick, aged, destitute and helpless;
  - ii) the betterment of underprivileged or delinquent persons;
  - iii) promoting educational advancement or scientific research for the increase of human knowledge and the alleviation of human suffering;
  - iv) any other charitable, educational and cultural purpose that, in the opinion of the Board, makes for the mental, moral and physical improvement of the inhabitants of the Town of Killarney and surrounding area.
- b) The Foundation, if so directed by the donor in an instrument creating a trust or effectuating a gift to it, may administer the capital thereof, and distribute the income therefrom, for any purpose within the scope of the Foundation which may be so directed.
- c) Subject to section eleven (11) herein, and in the absence of any direction by the donor, all contributions shall be invested and the net income therefrom devoted in perpetuity to any purpose within the scope of the Foundation.
- d) For the purpose of effectuating the objects of the Foundation, the portion of the income of the Foundation to be distributed shall, in each year, be used for the assistance of such institutions, organizations, agencies and bodies, as may be engaged in the promotion or advancement of the objects of the Foundation, or any of them; and the Board may determine what institutions, organizations, agencies and bodies, are to benefit by that assistance in each year, and to what extent.

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- e) Subject to subsection f), all powers, authority and discretion that under this section are exercisable by the Board, shall be exercised in the full and absolute discretion of the Board, or by a majority thereof at any duly constituted meeting.
  - f) The Board shall, in deciding the manner in which the income shall be used or applied, respect and be governed by any particular wish that may be expressed by the donor in the instrument creating the trust or effectuating the gift to the Foundation.
  - g) If, in course of time and after the death of such donor, or, if the donor be a corporation, after the dissolution thereof, conditions arise whereby, in the opinion of the Board, the departure from such wish would further the true intent and purpose of the Foundation, the Board may, in its' absolute discretion, make such a departure to the extent necessary to further the true intent and purpose of the Foundation.
9. The Board may appoint such Officers and engage such employees at such salaries and for such remuneration as to the Board may seem proper and necessary and may incur such expenditure incidental to the conduct of its' affairs and the carrying out of it's objects as to the Board may seem requisite and the Board shall approve of the payment of all such salaries and expenditure before payment thereof shall be made or directed to be made by any of the said Trustees PROVIDED THAT no member of the Foundation's Advisory Board shall be entitled to receive any remuneration or compensation (except repayment of reasonable out-of-pocket expenses incurred in the performance of duties undertaken at the written request of the Foundation) PROVIDED FURTHER that any member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional work required to be done in connection with the administration of the affairs of the Foundation.
10. The Foundation may pass By-laws regulating the carrying out of such duties as are assigned to it by the Board, including the fixing of the fiscal year, the time or times of distribution of income, audit and publication thereof, the term of office of any member of the Board, the appointment of a Chairman, and such other matters as may be deemed advisable for the convenient and efficient carrying out of the objects of the Foundation.
11. By a Resolution approved by ALL MEMBERS of the Board, part of the principal constituting the trust may be withdrawn and disbursed from time to time for any purpose within the objects and scope of the Foundation PROVIDED HOWEVER that no more than FIVE PER CENTUM of the entire amount held as principal at the time of withdrawal shall be so withdrawn, and no subsequent withdrawal shall take place until the amount of the principal shall be at least equal to the amount thereof as at the time of the last previous withdrawal.
12. Any form of words shall be sufficient to constitute a donation for the purposes of the Foundation so long as the donor indicates an intention to contribute presently or prospectively to a fund or foundation of the general or similar character to the Foundation.

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13. Where property has been donated to the Foundation and the donor is desirous that a part of the income derivable therefrom shall be distributed for charitable, educational or cultural purposes for the benefit of other towns or municipalities and so indicates in the instrument creating the trust, the Board may accept and exercise the trust in respect of the distribution of such part as fully and effectually as in respect of the remainder.

14. Where a donation has been made to the Foundation in trust of any property to take effect in the future, the Board is empowered to accept and exercise any powers of appointment, settlement or distribution with respect to the income in whole or in part derivable from such property in the interim, and also power to nominate executors and trustees in the manner provided in the instrument creating the trust.

15. The Foundation shall cause an audit to be made at least once in every fiscal year by an independent auditor of the receipts and disbursements of each separate donation. It shall be the duty of the Trustees to give full information and permit the necessary inspections to enable such audits to be made.

THE UNDERSIGNED FIRST DIRECTORS AND INCORPORATORS OF THE KILLARNEY FOUNDATION INC. HEREBY AGREE THAT THE FOREGOING FIVE PAGES SHALL BE AND CONSTITUTE THE CONSTITUTION.

Dated at Killarney, Manitoba, this 2nd day of November A.D., 1979.

\_\_\_\_\_  
Mayor, Town of Killarney

\_\_\_\_\_  
Reeve, Municipality of Turtle Mountain

\_\_\_\_\_  
Councillor, Town of Killarney

\_\_\_\_\_  
Councillor, Municipality of  
Turtle Mountain



# Our Vision, Mission, and Core Values Statements

## Vision

A Killarney where community life flourishes for all.

## Mission

To be a catalyst for strengthening community well-being, now and for future generations, by promoting philanthropy, creating partnerships and supporting diverse charitable organizations.

The Killarney Foundation fulfills this mission through:

### Grantmaking:

Making wise and effective distributions to meet community needs while respecting the wishes of donors.

### Donor Engagement:

Developing strong and meaningful relationships to advance the causes that donors hold dear by helping to fulfill their philanthropic goals; and by honoring the legacies entrusted to the community through The Killarney Foundation.

### Leadership:

Providing community leadership by recognizing opportunities to serve the public good and by supporting effective responses to local needs identified by charitable organizations.

### Stewardship:

Maintaining the purchasing power of funds entrusted to The Foundation by achieving maximum returns consistent with prudent investment and assuring sound financial management practices so that the donor's legacy is respected in perpetuity.

### Communication:

Providing information about our services and being publicly accountable for our decisions.

## Core Values

### We Will:

- **Be Accessible and Inclusive**  
By welcoming diverse perspectives, voices and experiences.
- **Be Respectful in our Relationships**  
By collaborating with all organizations and individuals in a considerate and fair manner
- **Be Transparent, Accountable and Trustworthy**  
By conducting our work in an honest and responsible manner.
- **Be Innovative and Empowering**  
By being creative and flexible in responding to the changing needs and challenges of the community by connecting people, ideas and resources.
- **Be Transformative**  
By recognizing and supporting opportunities to collaborate and lead with our community partners.



CHARTER AMENDMENT 2006


WHEREAS the Constitution of The Killarney Foundation Inc. (the "Foundation") provides for appointment of Directors by appointing the Mayor of the Town of Killarney ("Town") and one Town Councillor; the Reeve of the Rural Municipality of Turtle Mountain ("Turtle Mountain") and one Municipal Councillor; and the respective Councils then appointing one person resident in each political municipal area;


AND WHEREAS it is proposed that the Town of Killarney and the Rural Municipality of Turtle Mountain be amalgamated into one political unit comprising three Councillors from each former municipal area and one "Head of Council";

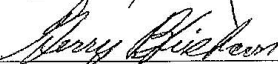
AND WHEREAS it is necessary to amend the Constitution of The Killarney Foundation Inc to provide for appointment of Directors;

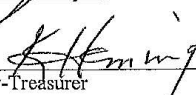
NOW THEREFORE BE IT RESOLVED THAT:

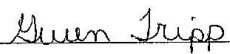
1. The Board of the Foundation shall consist of seven Directors.
2. The Head of Council shall be the Chair of the Foundation with Vice-Chair to be selected by the Board. The Vice-Chair may be a lay Director.
3. One Councillor from the rural area and one Councillor from the Town shall each be appointed to sit as a Director of the Foundation until the next Municipal election when new appointments shall be made;
4. A Councillor shall not sit as a Director of the Foundation for more than eight consecutive years;
5. Council shall appoint two persons resident in the Town and two persons resident in Turtle Mountain to sit as Directors of the Foundation (the "lay Directors");
6. The initial term of the one of the lay Directors from each area shall be two years from the date of appointment. The other lay Director from each area shall be appointed for a four-year term. After two years from the date of amalgamation, all appointments of lay Directors shall be for four-year terms.
7. Other than the two lay Directors originally appointed for a two-year term, no lay Director shall sit as a Director for more than eight consecutive years. The lay Directors originally appointed for a two-year term shall not sit as a Director for more than ten consecutive years.
8. No member of Council may sit as a lay member while holding Municipal office.
9. This amendment to the Constitution of the Foundation is contingent upon the amalgamation of Turtle Mountain and the Town of Killarney and shall take effect on the day following such amalgamation. All of the other terms of said Constitution shall remain valid, mutatis mutandis.

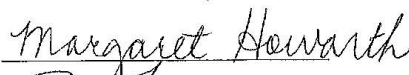
  
 \_\_\_\_\_  
 CHAIR

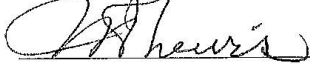
  
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 \_\_\_\_\_  
 Secretary-Treasurer

  
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Passed by Resolution on June 19, 2019

CHARTER AMENDMENT 2019

WHEREAS the Charter Amendment 2006 of The Killarney Foundation Inc. (the "Foundation") provides for appointment of Directors by appointing the Mayor of the Municipality of Killarney-Turtle Mountain ("Municipal Council"); from Municipal Council one councillor from the rural area; from Municipal Council one councillor from the Town; and in addition Municipal Council shall appoint two persons resident in the Town and two persons resident in Turtle Mountain.

AND WHEREAS it is necessary to amend the Charter Amendment 2006 of The Killarney Foundation Inc. to amend and provide for appointment of Directors.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Charter Amendment of 2006 be rescinded in its entirety.
2. The Board of the Foundation shall consist of seven (7) to ten (10) Directors.
3. The Head of Municipal Council shall be the Chair of the Foundation.
4. The Vice-Chair of the Foundation shall be selected by the Board.  
The Vice-Chair may be a lay Director.
5. One Councillor from Municipal Council shall be appointed to sit as a Director of the Foundation until the next Municipal election when appointments shall be made.  
A Councillor shall not sit as a Director of the Foundation for more than eight (8) consecutive years.
6. The Board of Directors of The Killarney Foundation Inc. shall appoint all other Board Members (the "Lay Directors").  
A Lay Director shall not sit as a Director of the Foundation for more than eight (8) consecutive years.
7. No member of Municipal Council may sit as a Lay Director while holding Municipal Office.
8. All of the other terms of the Constitution shall remain valid mutatis mutandis.

Dated the 19<sup>th</sup> day of June, 2019.

Chair/Director Rick Pauls

Director Matthew Nichol

Director Lauriel Campbell

Director David Jones

Director Janice Smith

Director Brett Skeoch

Director



THE KILLARNEY FOUNDATION INC.  
CHARTER AMENDMENT 2021

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WHEREAS the Charter Amendment 2006 was rescinded in its entirety by the Charter Amendment 2019.

AND WHEREAS it is desirable to amend the Charter Amendment 2019.

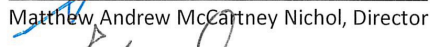
NOW THEREFORE BE IT RESOLVED THAT:

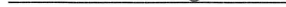
1. The Charter Amendment 2019 be rescinded in its entirety.
2. The Board of the Foundation shall consist of seven (7) to ten (10) Directors.
3. The Head of Municipal Council shall be the Chair of the Foundation.
4. The Vice-Chair of the Foundation shall be selected by the Board. The Vice-Chair may be a Lay Director.
5. One Councilor from Municipal Council shall be appointed to sit as a director of the Foundation until the next Municipal election when appointments shall be made. A Councilor shall not sit as a Director on the Foundation for more than eight (8) consecutive years.
6. The Board of Directors of The Killarney Foundation Inc. shall appoint all other Board Members (the "Lay Directors"). A Lay Director shall be appointed for a four year term, with renewal for a four (4) year term or terms.
7. No member of Municipal Council may sit as a Lay Director while holding Municipal Office.
8. All of the other terms of the Constitution shall remain valid mutatis mutandis.

Dated the 14 day of October, 2021.

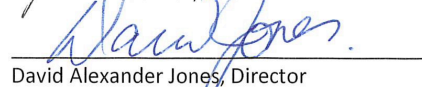
  
Mervin Charles Tweed, Chair/Director

  
Laura Lynn Campbell, Director

  
Matthew Andrew McCartney Nichol, Director

  
Edward Mackie Dow, Director

  
Janice Arlene Smith, Director

  
David Alexander Jones, Director

  
Brettney Alissa Skeoch, Director





Passed by Directors Resolution Oct. 19, 2023



THE KILLARNEY FOUNDATION INC.  
2023 CHARTER AMENDMENT

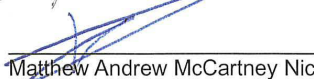
WHEREAS Charter Amendment 2006 and Charter Amendment 2019 were each respectfully rescinded in entirety.

AND WHEREAS it is desirable to amend Charter Amendment 2021.


NOW THEREFORE BE IT RESOLVED THAT:

1. The Charter Amendment 2021 be rescinded in its entirety.
2. The Board of the Foundation shall consist of seven (7) to (10) Directors.
3. The Head of Municipal Council shall be the Chair of the Foundation.
4. The Vice-Chair of the Foundation shall be selected by the Board. The Vice-Chair may be a Lay Director.
5. One Councilor from Municipal Council shall be appointed to sit as a director of the Foundation until the next Municipal election when appointments shall be made. A Councilor shall not sit as a Director on the Foundation for more than eight (8) consecutive years.
6. The Board of Directors of The Killarney Foundation Inc. shall appoint all other Board Members (the "Lay Directors"). A Lay Director shall be appointed for a four year term, with optional renewal for a maximum additional four (4) year term. A Lay Director shall not sit as a Director of the Foundation for more than eight (8) consecutive years.
7. No member of Municipal Council may sit as a Lay Director while holding Municipal Office.
8. All of the other terms of the Constitution shall remain valid mutatis mutandis.

  
\_\_\_\_\_  
Janice Arlene Smith, Chair/Director

  
\_\_\_\_\_  
Matthew Andrew McCartney Nichol, Director

\_\_\_\_\_  
Edward Mackie Dow, Director

  
\_\_\_\_\_  
Margaret Kimberley English, Director

  
\_\_\_\_\_  
David Alexander Jones, Director

  
\_\_\_\_\_  
Brettney Alissa Skeoch, Director

  
\_\_\_\_\_  
Jaret Shane Box, Director

  
\_\_\_\_\_  
Susan Lea Blixhavn, Director



## THE KILLARNEY FOUNDATION INC. BY-LAWS

**BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of THE KILLARNEY FOUNDATION INC. (the Corporation) as follows:**

### **INTERPRETATION**

**1.01 Definitions** – In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the Manitoba Corporations Act, and any statute that may be substituted therefore, as from time to time amended;

“Appoint” includes “elect” and vice versa;

“Articles” means the Articles attached to the Certificate of Incorporation dated November 5, 1979, of the Corporation as from time to time amended or restated;

“Board” means the board of directors of the Corporation/Community Foundation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation/community foundation (incorporated) by certificate of (incorporation) under the Act and named The Killarney Foundation Inc.

**1.02 Gender and plurality** – Save as in paragraph 1.01, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

### **BUSINESS OF THE CORPORATION**

**2.01 Registered Office** – Until changed in accordance with the Act, the registered office of the Corporation shall be at Killarney, in the Province of Manitoba, and at such location therein as the board may from time to time determine.

**2.02 Corporate Seal** – Corporate Seals are not a requirement for Manitoba community foundations.

**2.03 Financial Year** – The financial year-end of the Corporation shall be December 31.

**2.04 Execution of Instruments** – Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the Board Chair or Board Vice-Chair or Director and the Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have power from time to time by



resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**2.05 Banking Arrangements** – The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, credit union, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such arrangements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

**2.06 Cheques, Drafts and Notes** – All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such office or officers or person or persons whether or not officers of the Corporation and in such manner as the board may from time to time designate.

**2.07 Corporate Records and Books of Account** – The records and books of account of the Corporation may be kept either at the registered office or such other place in Manitoba as the board may from time to time determine or approve.

**2.08 Payment of Organizational Expenses** – The board may authorize the payment of all expenses incurred in setting up and registering the Corporation and all other expenses of or incidental to its formation and organization or which it considers preliminary.

## **DIRECTORS**

**3.01 Number of Directors and Quorum** – Until changed in accordance with the Act, the board shall consist of seven to ten directors. Subject to Section 3.08, the quorum for the transaction of business at any meeting of the board shall consist of a majority of directors or such greater number of directors as the board may from time to time determine.

**3.02 Qualification** – No person shall be qualified for election as a director if they are less than 18 years of age; if they are of unsound mind and have been so found by a Court in Canada or elsewhere; if they are not an individual; if they have the status of a bankrupt.

### **3.03 Election and Term –**

- (a) The Board shall appoint seven to ten directors for a four year term.
- (b) In succeeding years, all directors will be (re)appointed through the Board (or the Governance Committee of the Board if such committee exists) for a term of four years.
- (c) If an appointment of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are appointed.



**3.04 Removal of Directors** – Subject to the provisions of the Act, the board may, by resolution passed at a special meeting with a majority vote, remove any director from office and the vacancy created by such removal shall be filled as soon thereafter as possible by the Board or the Governance or Appointments Committee if such committees exist.

**3.05 Vacation of Office** – A director ceases to hold office when they die; are removed from office by the board; they cease to be qualified for election as a director; their written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the so specified, whichever is later; or if they are absent from three consecutive board meetings without the consent of the Board.

**3.06 Vacancies** – A vacancy in the board shall be filled as soon as reasonably possible by the Board (or Governance/Appointments Committee if such committees exist).

**3.07 Action by the Board** – The board shall manage the business and affairs of the Corporation. Subject to Sections 3.08 and 3.09, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

**3.08 Meeting by Telephone/Telecommunications 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 telecommunications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

**3.09 Notice of Meeting** – Notice of the time and place of each regular meeting of the board shall be given to each director/officer not less than five (5) days before the time when the meeting is to be held. A notice of a meeting of directors/officers need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) Submit to the board any question or matter requiring approval of the directors;
- (b) Fill a vacancy in the office of auditor;
- (c) Approve any annual financial statements; or
- (d) Adopt, amend or repeal by-laws and/or policies as the case may be.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

**3.10 Notice of Special Meeting** – A director or officer of The Killarney Foundation Inc. may at any time call a special meeting of directors provided that:



The nature of that business is provided in sufficient detail to the remaining directors in order to permit the director(s) to form a reasoned judgment thereon.

**3.11 Adjourned Meeting** – Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**3.12 Regular Meetings** – The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meeting shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act require the purpose thereof or the business to be transacted thereat to be specified.

**3.13 Chair** – The Chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting; Chair or Vice-Chair of the board. If no such officer is present, the directors present shall choose one of their number to be Chair for that meeting.

**3.14 Votes to Govern** – At all meetings of the board, every question shall be decided by a majority of those directors present.

**3.15 Conflict of Interest** – A director or officer 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 the nature and extent of their interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board or members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or members, and a director interested in a contract so referred to the board shall remove themselves from the deliberation and not vote on any resolution to approve the same except as provided by the Act.

**3.16 Remuneration and Expenses** – The directors of the Corporation shall serve without remuneration, provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

## COMMITTEES

**4.01 Committees** – The board may appoint a committee, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee has no authority to exercise.

**4.02 Advisory Committees** – The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.



## OFFICERS

**5.01 Appointment** – The following officers in the community foundation shall be appointed by the Board:

1. Chair
2. Vice-Chair (if so desired)
3. Secretary
4. Treasurer

Any two of the aforesaid offices may be held by the same person except those of **Chair and Vice-Chair**. The board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the board.

**6.02 Duties of Officers may be Delegated** – In case of the absence or inability to act of the Chair, Vice-Chair or any other officer of the community foundations or for any other reason that the board may deem sufficient the board may delegate all or any of the powers of such officers to any other officer or to any director for the time being.

**6.03 Variation of Powers and Duties** – The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

**6.04 Term of Office** – The board, in its discretion, may remove any officer of the community foundation appointed by it without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until his successor is appointed.

**6.05 Terms of Employment and Remuneration** – The terms of employment and the remuneration or honorarium of officers appointed by the board shall be settled by it from time to time.

**6.06 Conflict of Interest** – An officer shall disclose their interest in any material contract or proposed material contract with the community foundation in accordance with Section 3.16.

**6.07 Agents and Attorneys** – The board shall have power from time to time to appoint agents or attorneys for the community foundation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

**6.08 The Chair** – The Chair shall if present, preside at all meetings of directors. They shall sign all instruments that require their signature and perform all duties incident to their office and shall have such other powers and duties, as may from time to time be assigned to them by the board.

**6.09 The Vice-Chair** – The Vice-Chair shall be vested with all powers and shall perform all the duties of the Chair in the absence or disability or refusal to act of the Chair. The Vice-Chair shall also have such other powers and duties, if any, as may from time to time be assigned to them by the board.

**6.10 The Secretary** – The Secretary shall issue or cause to be issued notices for all meetings of the board of directors when directed so to do; have charge of the minute books of the Corporation; sign with the Chair or



other signing officer or officers of the Corporation such instruments as require their signature and shall perform such other duties as the terms of their engagement call for or the board may from time to time properly require of them.

**6.11 The Treasurer** – The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. They shall at all reasonable times exhibit their books and accounts to any director of the Corporation upon application at the office of the Corporation. They shall sign or counter sign such instruments as require their signature and shall perform all duties incident to their office or that are properly required of them by the board.

## **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**7.01 Limitation of Liability** – No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**7.02 Indemnity** – Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of body corporate of which the Corporation is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if

- (a) They acted honestly and in good faith with a view to the best interests of the community foundation;
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that his conduct was lawful.

**7.03 Insurance** – Subject to the limitations contained in the Act, the community foundation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.



## NOTICES

**10.01 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a director, officer, or auditor of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication (including electronic mail). A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any director, officer, or auditor of the board in accordance with any information believed by them to be reliable.

**10.02 Computation of Time** – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meetings or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**10.04 Omissions and Error** – The accidental omission to give any notice to any director, officer, or auditor of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**10.05 Waiver of Notice** – Any director, officer, or auditor of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be give under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure the default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board, which may be given in any manner.

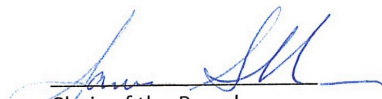
## POLICIES

**11.01 Board to prescribe** – The board may prescribe such policies not inconsistent with these by-laws relating to the management and operation of the community foundation as they deem expedient.

## ENACTMENT

**12.01 Date of Enactment** – This by-law shall be effective as of May 25, 2022.

ENACTED by the Board of Directors this 25th day of May, 2022.

  
Chair of the Board

  
Secretary





## Index of Key Policies

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These policies are designed to demonstrate an organization’s obligation to model high standards. For the purposes of these policies, governance shall be defined as “the act of governing – providing leadership, direction and ensuring sound management.”

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\* This policy is required for membership in CFC.



## **Governance**

### **1.01 Governance and Governance Assessment**

#### **Board of Directors – Roles and Responsibilities**

Directors act in the best interest of their foundation, exercising care, diligence and skill that a prudent person would show in similar circumstances

The three key duties of directors are:

- Duty of Skill or Competence
- Duty of Diligence
- Duty of Loyalty

#### **Duty of Skill or Competence**

- Ensuring board member nomination, recruitment and orientation process in place
- Voicing, clearly, respectfully and explicitly at the time a decision is being taken, any opposition to a decision being considered by the board
- Developing a process for succession planning of officers, directors and committee chairs

#### **Duty of Diligence**

- Being informed of incorporation articles, bylaws, mission, and strategic plan
- Ensuring that the bylaws include clauses that state no board member receives compensation, that the board meets a minimum of 2 times annually
- Being informed of board activities, the community and general trends in philanthropy
- Attending board meetings, serving on a committee(s), if necessary and contributing to the work of the board
- Ensuring that proper minutes of meetings and policies are properly recorded and retained
- Ensuring that the financial affairs of the corporation are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
- Ensuring that the vision and mission statements are in place and reviewed for relevance every 5 years

#### **Duty of Loyalty**

- Publicly demonstrating acceptance, respect and support for decisions legitimately taken in the transaction of the board's and/or foundation's business
- Serving the overall best interest of the Foundation rather than any particular constituency

#### **Implementation:**

Board members will be informed of their responsibilities. A board manual will be prepared for all board members and it is the responsibility of each board member to keep their manual updated.

**Monitoring:** This policy will be reviewed every two years

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Governance**

### **1.02 Role of Officers**

The officers act together as the Executive Committee. They have the authority to act on behalf of the board only on matters that do not impact the financial viability of the foundation. All decisions made on behalf of the board must be ratified at the next board meeting. All decisions of the Executive Committee must be in accordance with the foundation's policies. Decisions can only be made with a quorum of 50% plus one.

#### **Board Chair**

The board chair shall be the Mayor of the Municipality of Killarney/Turtle Mountain. The Board Chair:

- Is the spokesperson for the foundation, consistent with board policy and direction of the Foundation
- Chairs all board meetings and Executive Committee meetings
- Manages the activities of the board and ensures that the board follows the organization's policies and those imposed by statute or regulation
- Ensures that the board meetings are conducted efficiently and effectively
- Ensures that the board has the information and opportunity necessary to come to decisions on matters within its purview
- Sets the agenda in consultation with the staff and other board members, where appropriate
- Establishes the schedule for meetings, at a regular location and time
- Ensures that items upon which discussion is deferred, are revisited within the appropriate time period

#### **Secretary**

The Secretary ensures that minutes of meeting of the board and members are accurately kept and filed in accordance with statute or regulation and will perform other duties prescribed from time to time by the board. The Secretary is also responsible to ensuring that changes in board are reported to the provincial Office of the Public Guardian and Trustee, Industry Canada or comparable provincial or national office.

**Treasurer**

The Treasurer is responsible for:

- Ensuring that the financial records are updated and maintained
- Ensuring the preparation of monthly financial statements
- Ensuring timely banking and payment of government remittances
- Ensuring the financial statements are monitored and presented to the board on a semi-annual basis
- Ensuring that there is an annual financial review by an accounting professional of the foundation's financial statements, in accordance with an acceptable accounting framework as identified by Chartered Professional Accountants Canada (CPA Canada), within 120 days of the fiscal year end
- Ensuring that the annual T3010 is submitted to the Charities Directorate of the Canada Revenue Agency within six months of the fiscal year end
- Presenting the annual financial statements to the membership within 6 months of year end and ensuring that the financial statements are publicly available

**Monitoring:** This policy will be reviewed every two years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Governance**

### **1.03 Financial Accountability**

The foundation's financial affairs will be conducted in a responsible manner, consistent with the ethical obligations of stewardship and the legal requirements of provincial and federal regulators.

All donations will be used to support the charitable purposes of the foundation, as specified in the governing documents. All donations will be used for the purposes for which they were given. If an alternate use for a donation is necessary due to program or organizational change, this use will be discussed with the donor or the donor's legal designate. If no agreement can be reached with the donor or donor's legal designate, the unexpended part of the donation may be returned to the donor. If the donor is deceased and the foundation is unable to contact a legal designate, the donation will be used in a manner that is as consistent as possible with the donor's original intent.

The Foundation prepares and issues Official Income Tax receipts for monetary gifts and gifts-in-kind in compliance with all regulatory requirements.

The annual financial statements will be prepared and approved by the board, within 6 months of the fiscal year end, using generally accepted accounting principles and standards established by the Chartered Professional Accountants of Canada, in all material respects.

The annual report will disclose total amount of donations and expenses including salaries, overhead, fundraising costs and identification of government grants and contributions.

The foundation will meet or exceed the Canada Revenue Agency's requirement for expenditures on charitable activities. When this is not possible, any excess gained in previous years will be used to meet this requirement. If this is not possible, the foundation will apply to the Canada Revenue Agency to seek relief. The foundation will comply with section 149.1 of the Income Tax Act (Canada), which requires that all charities are required to expend 3.5% of the value of assets in support of charitable programs.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Governance**

### **1.04 Conflict of Interest**

#### **Preamble**

It is important that our practices and decisions are without suspicion or influence and avoid any appearance of impropriety, which may raise concerns within or outside the organization. The policy is designed to ensure an organization's reputation for integrity of decisions. As a result, this policy addresses conflicts of interest, real or perceived.

Integrity is a core value of The Killarney Foundation and all actions of the Board and management are founded on the principle of ethical community leadership.

The Board is conscious of the possible or perceived conflict of interest which may arise in the normal course of business or as a result of Board Members being connected to organizations which have received, or may apply for, a grant from The Killarney Foundation. At the same time, it is recognized that the process of selection of Board Members inherently involves seeking individuals that are, and will continue to be, active in the community. Likewise, The Killarney Foundation does not desire to deprive other organizations, although they may be prospective applicants, from seeking the involvement and expertise of our Board Members.

It is in this context that the following policy is adopted:

#### **Definitions**

**"Integrity"** means conducting all affairs of The Killarney Foundation in an honest, forthright and impartial manner and building our community relationships on the basis of respect for the values, perspectives and aspirations of others.

**"Conflict of interest"** means a perceived, potential or actual conflict of interest between the unbiased exercise of judgment on behalf of The Killarney Foundation and:

- a perceived, potential or actual obligation to a person or organization that might benefit from special consideration related to a grant application; or
- a perceived, potential or actual benefit accruing to an individual, corporation, partnership, other business enterprise or non-profit organization of which the Board member or volunteer or a person in his or her immediate family ("immediate family" includes anyone living in the same household) is an officer, director, partner or substantial shareholder.

#### **1. Obligation to Declare:**

Upon consideration of any application for funding assistance from an organization with which the Director is affiliated, that affiliation shall be disclosed. The individual so affiliated shall declare a conflict



and not participate in discussions, and shall not vote or use personal influence on Board action. The abstention shall be noted in the Minutes

- It is the responsibility of each Member of the Board to advise the Board of organizations with which the Member or his/her immediate family have affiliation, and which have received a grant from The Killarney Foundation in the past or might reasonably be expected to apply for a grant in the future. The first agenda item of board meetings will be a declaration of conflict of interest. Members will be asked to verbally declare conflict of interest and to identify which agenda items that are in conflict. The minutes of the meeting will reflect declared conflicts. If the member is unsure, he/she will ask for clarification and the Board will determine if there is a real or perceived conflict.
- It is the responsibility of board members to raise concerns they may have regarding conflict of interest with a member who is perceived to be in conflict.

**A declaration of conflict of interest shall not affect the quorum of the meeting.**

2. Information about community projects review by The Killarney Foundation is not generally considered to be confidential but some guidelines do apply:
  - It is expected by applicants that information will be used with discretion;
  - No information obtained through involvement with The Killarney Foundation is to be used for personal gain;
  - The Board acts as a whole and positions of individual Board members during deliberations are not disclosed – the privacy of discussion pertaining to Board decisions shall be respected;
  - Third party opinions provided with respect to grant applications, are treated in confidence; and
  - Donor requests regarding confidentiality are always respected.

Matters related to personnel, litigation and property transactions are considered private.

**3. Full Disclosure:**

No undisclosed or unrecorded asset or account is to be held or established for any purpose at The Killarney Foundation. No false or misleading entries will be made in the books and records of the Foundation for any reason. No payments will be approved or made with the knowledge or intention that any part is to be used for any purpose other than that described in the supporting documentation.

**4. Non-monetary Transactions**

No Member of the Board of The Foundation shall use for personal gain or advantage The Foundation's facilities, equipment, mailing lists, computer data, or other assets

**5. Acceptance of Gifts**

No Board member, officer or volunteer shall accept gifts or use their position at The Killarney Foundation to obtain personal gain from those doing or seeking to do business with The Foundation.



**6. Non-Compliance**

The Chairman shall assess the circumstances surrounding any non-compliance with this policy and shall make a recommendation to the Board of Directors.

**Implementation:**

This policy will be conveyed to all new board members.

**Monitoring:** This policy will be reviewed every five years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.





## **Governance**

### **1.05 Confidentiality and Privacy**

#### **General**

The foundation is committed to protecting the privacy of the information of its members, customers and other stakeholders. We value the trust of those we deal with, and of the public, and recognize that maintaining this trust requires that we be transparent and accountable in how we treat the information that donors choose to share with us. During the course of our various projects and activities, we frequently gather and use personal information. Anyone from whom we collect such information should expect that it will be carefully protected and that any use of or other dealing with this information is subject to consent. This policy is posted on the foundation's website.

#### **Definition of Personal Information:**

Personal information is any information that can be used to distinguish, identify or contact a specific individual. This information can include an individual's opinions or beliefs, as well as facts about, or related to, the individual. Exceptions: business contact information and certain publicly available information, such as names, addresses, email addresses and telephone numbers as published in public directories, are not considered personal information. Where an individual uses his or her home contact information as business contact information as well, we consider that the contact information provided as business contact information.

#### **Practices:**

Personal information gathered by the foundation is kept in confidence. Our personnel are authorized to access personal information based only on their need to deal with the information for the reason(s) for which it was obtained. Safeguards are in place to ensure that the information is not disclosed or shared more widely than is necessary to achieve the purpose for which it was gathered. We also take measures to ensure the integrity of this information is maintained and to prevent its being lost or destroyed. We collect, use and disclose personal information only for purposes that a reasonable person would consider appropriate in light of the circumstances. We routinely offer individuals we deal with the opportunity to opt not to have their information shared for the purposes beyond those for which it was explicitly collected.

#### **Donors:**

Board members and staff are required at all times to respect the confidentiality of a donor's name, level of gift and personal circumstances that might identify a donor, if asked to do so by the donor or by motion of the board. Donor requests for confidentiality and anonymity will be strictly respected. Access to donor information will be restricted to only those who need it for the function of their duties. Paper records are kept locked and computer records are protected using password protocols. Donor lists are not shared with any other fundraising organizations. The Foundation does not use outside contract fundraisers



**Grant Recipients**

The Foundation grant making process requires charities and agencies to provide detailed project and organizational information. This may often be sensitive and will be treated in confidence.

**Contracts/Grants**

The Foundation as a necessity will contract with professional and business corporations and details of all such transactions will be treated with respect and discretion. Information relating to personnel, litigation and property contracts and resulting transactions will be kept confidential.

**Meetings**

The Board and acts as a whole. Deliberations including the opinions of individual Board Members will be kept confidential. Third party opinions with respect to contracts or grants applications will be kept confidential. Board members are required to hold in strictest confidence all matters dealt with by the board during in-camera meetings.

**Implementation:**

The above constitutes the Statement of Confidentiality and Privacy. Each board member and officer will sign and date this statement.

**Monitoring:** This policy will be reviewed every five years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



**Grant Recipients**

The Foundation grant making process requires charities and agencies to provide detailed project and organizational information. This may often be sensitive and will be treated in confidence.

**Contracts/Grants**

The Foundation as a necessity will contract with professional and business corporations and details of all such transactions will be treated with respect and discretion. Information relating to personnel, litigation and property contracts and resulting transactions will be kept confidential.

**Meetings**

The Board and acts as a whole. Deliberations including the opinions of individual Board Members will be kept confidential. Third party opinions with respect to contracts or grants applications will be kept confidential. Board members are required to hold in strictest confidence all matters dealt with by the board during in-camera meetings.

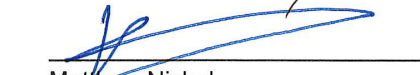
**Implementation:**

The above constitutes the Statement of Confidentiality and Privacy. Each board member and officer will sign and date this statement.


**Monitoring:** This policy will be reviewed every five years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

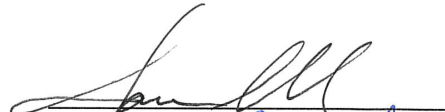
  
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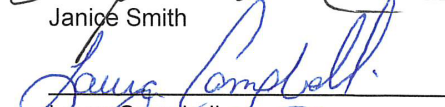
  
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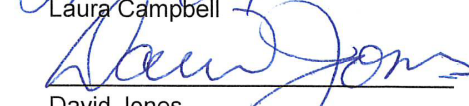
  
Brettney Skeoch

  
Edward Dow

  
Jacqueline Mitchell, Treasurer

  
Janice Smith

  
Laura Campbell

  
David Jones

  
Shelley Vandenberghe, Secretary



## **Governance**

### **1.06 Risk Management**

#### **Preamble**

Community foundations have an opportunity and an obligation to model high standards of accountability, at a time when charitable organizations are being closely scrutinized by donors, government agencies and the public. In addition, community foundations need to ensure that adequate financial resources are committed to carry out responsibilities. The Board of Directors is responsible to ensure that bylaws are current, that governance practices are consistent with the bylaws, resources are sufficient to minimize risk to volunteers, compliance with statutory and regulatory requirement, and that policies are respected in actual practice.

#### **Bylaws**

The bylaws will be reviewed every 5 years or when there is a significant change in governance. An Ad Hoc Committee of the board will review the bylaws.

#### **Corporate Records**

The Secretary and/or Treasurer is responsible for ensuring that the corporate records are maintained and filed securely. This includes: all charter documents, bylaws, list of directors, officers and members, minutes of meetings of directors and members, copies of financial statements, banking documents, confirmation of charitable registration, copies of T3010 and duplicate copies of charitable tax receipts.

#### **Backup of Computer Records**

Offsite backup copies are to be kept of all computer records.

#### **Fund Agreements**

There will be three copies made of each fund agreement, one for the donor and two for the foundation. One copy of each fund agreement is to be filed off-site in a secure location.

#### **Statutory Remittances and Filing of T3010**

The Treasurer will confirm at each board meeting that all statutory remittances are current. The Treasurer will confirm that the T3010 has been filed within 6 months of the fiscal year end.

**Monitoring:** This policy will be reviewed every five years and receive an annual risk management report.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Financial Management**

### **2.01 Investment Policy – Long Term**

#### **Preamble**

The goal of the investment policy is to outline the foundation's investment principles and provide guidelines to maximize return on investment in a prudent and diversified manner that will provide adequate income while ensuring requirements for distributions to qualified donees, administrative fees and the preservation of the value of capital over the long term are carried out. The investment policy shall also ensure that the foundation conforms to the requirements of applicable Federal and Provincial Statutes and Legislation including the Income Tax Act (Canada) and the Trustee Act.

#### **Roles and Responsibilities**

The Board of Directors is responsible for reviewing and approving the Investment Policy, for ensuring compliance to the policy and for monitoring the performance of the results on a semi-annual basis.

The Board of Directors will hire an Investment Manager which will be responsible for investing funds as per the Investment Policy. The Treasurer is responsible for reporting to the board the performance of the investments on a quarterly basis, according to the return objectives in accordance with the policy. The Treasurer, in communication with the Investment Manager, is required to inform the board if the Manager at any time feels that the performance expectations cannot be met or that the investment guidelines in the Investment Policy restrict performance.

No portion of the funds will be loaned directly to any individual.

The Board will hire the Investment Manager. The Board is responsible for conducting a search for the Investment Manager, as required. The search will be conducted through a Request for Proposal format. Proposals will include: understanding of the requirements of the Investment Manager, applicable investment fees, reports to be prepared, performance and experience in managing funds, broad investment approach and services to be offered. The Investment Manager is required to comply with the Code of Ethics and Standards of Professional Conduct as adopted by the Association for Investment Management and Research (AIMR).

The Board will monitor the performance of the Investment Manager according to established criteria in the Investment Policy Statement, agreed to jointly by the board and the manager. The Investment Manager will participate in the establishment and the review of the Investment Policy Statement. The Board will approve investment recommendations made by the Investment Manager.



## Financial Management

The Investment Manager is required to:

- Provide a review of the Fund's performance as well as expectations on the economic and financial market outlook and related investment strategies on a quarterly basis to the Investment Committee, such report to be presented to the board.
- Notify the Treasurer promptly in writing of any significant changes in the policies, procedures, personnel, ownership or any similar areas of the investment firms.
- Inform the Treasurer if the Manager at any time feels that the performance expectations cannot be met or that any guidelines contained herein restrict performance.
- Disclose any material interest in any investment or proposed transaction.
- Provide a letter of compliance, within 4 weeks at the end of each year, detailing and explaining any investment guidelines contained in the policy which have been breached and/or confirming compliance

### The Investment Policy Statement will include the following:

1. The fund shall have not less than One Million (\$1,000,000.00) Dollars of bonds at any time hereafter.
2. The fund shall mean the "consolidated fund" which now contains all designated funds and all undesignated funds.
3. Subject to paragraph one above, the fund shall have an equity component, which equity component shall not exceed Sixty-five (65%) per cent of the said consolidated fund.
4. Bond purchases shall be restricted to:
  - Federal Government Bonds;
  - Provincial Bonds;
  - Municipal Bonds;
  - GIC's (not to exceed \$100,000.00 from any one issuer);
  - Corporate Bonds rated at least "BBB".

**Monitoring:** This policy shall come into effect as of [July 7, 2016](#) and shall remain in effect until otherwise amended or terminated pursuant to Resolution of the Board of Directors.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Financial Management**

### **2.02 Investment Policy – Short Term and Securities**

The Treasurer will have the authority to invest operating and flow through funds, in compliance with this policy. These investments are limited to redeemable investment certificates and money market mutual funds through the corporation's banking institution. There is a requirement to maintain adequate cash in the corporation's current accounts to meet the current month's operating expenses, granting or flow through disbursements.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 9, 2019 Board meeting.

### **2.03 Funds, Fund Types and Criteria for Naming**

#### **Preamble**

The foundation gives individual donors, family foundations, businesses and charitable organizations a number of ways to fulfill their philanthropic objectives while supporting the well being of our community.

We believe that by strengthening the gifts, assets and capacity of individuals and groups, we strengthen our community. The foundation specializes in building endowment funds, where the capital is not encroached, and uses the funds' earnings to support the ever-changing needs and opportunities of our community.

The foundation has a number of types of funds available for donors. Many of them are open funds where gifts may be made by any interested contributor thereby allowing even modest contributions to be joined with others' gifts for maximum charitable benefit.

Donors may name the fund that they endow – for themselves, a family member, a company or a valued friend. Some funds have names that convey specific goals or purposes, or hold special meaning to the donor. The criteria for naming and establishing funds are identified below in each fund definition.

#### **Funds – General Guidelines**

All funds are open funds, meaning that any donor can make a gift at any time, once the fund is opened.

Donors creating named funds will be provided with an annual fund statement, reflecting additions to the funds, administrative and investment fees charged against the funds, if any, and grants from the fund.



## **Financial Management**

Annual distributions from the fund will be identified as having come from the fund, unless the donor wishes the distribution to remain anonymous.

Fund agreements will be required to establish all funds. The board will approve templates for fund agreements for each type of fund. The board must approve any changes to the clauses of these templates. The Board will pass a resolution confirming the terms of each fund agreement.

Fund agreements can be amended during the lifetime of the donor.

The foundation encourages donors to seek independent advice if the proposed gift is a Planned Gift and/or the foundation has any reason to believe the proposed gift might significantly affect the donor's financial position, taxable income, or relationship with other family members.

### **Endowment Fund Definition – Designated Funds**

Endowment funds are defined as those funds created where the capital is held in perpetuity and the annual distributable earnings are allocated to charities, as per the type of fund created below

#### **Undesignated Fund**

This fund will consist of donations, large and small, from a variety of sources – individuals, corporations and foundations. Donations to this fund give the foundation the greatest flexibility to respond to current community needs through the provision of grants to charities

#### **Designated Funds**

Donors will identify an area of interest that they would like to target their support (ex. heritage, children and youth, relief of poverty, education, etc.). The donor empowers the foundation's Board to select worthwhile projects to support. The minimum donation to establish a Designated Fund is \$10,000.

#### **Operating Endowment Fund**

The purpose of this fund is to offset the costs of operating the foundation.

#### **Flow Through Funds**

These are non-endowed funds whereby the funds are received by the foundation and then provided to a designated charitable organization on behalf of the donor(s). Flow through funds will only be available for donors who have established an endowment fund with the foundation. The board will consider other instances to create flow through funds on a case-by-case basis where there is a demonstrated advantage to the long-term growth of the foundation.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.





## Financial Management

### 2.04 Authorization

Two signatures will be required on all cheques and banking documents.

The Secretary plus one other signing officer, signs all legal documents once the board approves these documents.

The Treasurer or Secretary signs donation receipts.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

### 2.05 Donation Recording and Receipting

Donation receipts will only be issued once the gift is the legal property of the foundation. The Treasurer or Secretary signs donation receipts. Receipts will be issued within one month of receipt by the foundation.

Donation receipts will include the following information:

- Name and address of donor
- Name and address of foundation
- Date gift was received
- Foundation's charitable registration number
- Website address of the Canada Revenue Agency
- Amount of donation
- Description of donation if in-kind (i.e. non-cash)

Written donor direction must be received in writing for all gifts held in perpetuity, such direction to include notice that the gift is held by the foundation in perpetuity, date of direction (same date of receipt of gift), name of fund within the endowment that the gift is to be directed and that all gifts, now and in the future, are covered by the same direction unless the donor directs otherwise. The Treasurer insures that donor direction is received for all gifts held in perpetuity.

Donation receipts for gifts of securities are based on the value of the securities at the close of trading on the day in which the ownership is transferred from the donor to the foundation. Supporting documentation in writing must verify this valuation.



## **Financial Management**

One copy of the donation receipt, filed in numerical order, will be held for seven years. This can be an electronic copy. One copy of the receipt for a gift to an established fund, will be kept in the fund file. The permission of the Canada Revenue Agency must be received before receipts are disposed.

Donation receipts for special events will be in accordance regulations of the Charities Directorate of the Canada Revenue Agency.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

### **2.06 Expense Reimbursement**

Volunteers and staff will be reimbursed for expenses incurred in conducting the business of the foundation. The Treasurer or Chair, prior to the expense being incurred, must approve request for reimbursement. For approved expenses, receipts must accompany request for reimbursement.

Mileage will be reimbursed as per Canada Revenue Agency's federal mileage rate then in effect.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Financial Management**

### **2.07 Administrative Fees – Designated Funds**

#### **Investment Fees – All Funds**

The Killarney Foundation may annual recoup from all funds the actual audited investments costs incurred during The Foundation’s fiscal year. Actual costs include investment manager fees, custodial costs, and other consulting costs related to investment matters.

The Foundation has the authority to charge these costs on a quarterly basis and will be deducted prior to the quarterly income distribution to each fund.

#### **Administrative Fees – All Funds**

The Foundation may annually recoup from all funds its monthly operating expenses. The amount for each fund shall be the prorated amount of actual costs incurred monthly. The Foundation has the authority to charge these costs on a quarterly basis and will be deducted prior to the quarterly income distribution to each fund.

#### **Special Administrative Fees**

The Foundation may annually recoup additional administration fees over and above the actual overall investment and administrative fees deducted, from those designated funds not currently benefiting the community of the Municipality of Killarney Turtle Mountain or located therein. The current additional administration fee has been set at the sum of TWO HUNDRED FIFTY (\$250.00) paid annually in April. This fee is currently being deducted from The Baldur and Area Endowment Fund; Clanwilliam-Erickson Endowment Fund and the Sandy Lake Endowment Fund.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the May 25, 2022 Board meeting.



## Donor and Gift Management

### 3.01 Gift Acceptance

The purpose of this policy is to provide guidelines for the types of outright gifts (i.e. cash, publicly traded securities) and deferred gifts (i.e. bequests, life insurance) that will be accepted by the foundation.

**Consistency with foundation mission:** Gifts must be consistent with the overall mission and strategic intent of the foundation, all applicable statutory provisions, and must not compromise the foundation's integrity. The foundation may, in its discretion, refuse a gift on these grounds.

**Clarity of intent:** The foundation shall not solicit or accept a gift from a donor unless it is satisfied that the donor has a bona fide charitable intention and has an accurate understanding of the consequences of the donation, the work of the foundation, and the uses to which the gift will be put.

**Seeking independent advice:** Persons acting on behalf of the foundation shall encourage potential donors to consult independent legal and tax professionals to ensure that donors receive a full and accurate explanation of the nature and consequences of their gifts.

**Undue influence:** Persons acting on behalf of the foundation shall inform, serve, guide or otherwise assist donors who wish to support the foundation's activities, but never under any circumstances are they to pressure or unduly persuade.

**Parameters of gifts:** Foundation volunteers, friends and staff members are authorized to encourage donors to make gifts to the foundation within the parameters of the **Gift Acceptance Policy**.

**Authority to negotiate:** The Secretary, Treasurer and/or Chair is authorized to negotiate gift agreements with prospective donors and their professional advisors in accordance with the guidelines set for in this Policy.

**Authority to accept:** Outright gifts of cash, publicly traded securities, and life insurance do not require approval by the Board of Directors unless there are unusual restrictions or circumstances involved.

**Gifts Accepted:** The foundation routinely accepts only property that is readily marketable at reasonable cost. That refers to cash, cash equivalents (including deposit instruments of a government or financial institution in Canada), publicly traded securities, policies of life insurance, bequests or any other property that the Foundation has identified within its investment policies.

**Acceptance of Other Forms of Property:** The foundation recognizes that donors will occasionally wish to give property that is not readily marketable, such as real estate, art, jewelry, private corporation shares or residuary interests in trusts. While the foundation is generally pleased to accept gifts, it has to be careful to evaluate whether there may be "hidden costs" in accepting such property. The Board will be consulted on all gifts of property prior to responding to donor. The Board may want to retain the advice of tax and/or legal professionals when considering these types of gifts.



**Related Costs:** Gift-related costs such as legal fees, appraisals, real estate commissions and taxes relating to acceptance, maintenance, management or re-sale of a gift of property will normally be the responsibility of the donor unless the foundation, upon prior agreement, agrees to assume responsibility for any portions of these items. There may be instances that the foundation will cover these costs. In these instances, Board approval is required.

**Gifts Requiring Board Approval:** The following gifts must be reviewed and approved by the Board of Directors: gifts of real or tangible property, gift of a charitable remainder trust and gifts of a residual interest. Before acceptance and approval, relevant information about the gift shall be ascertained, including a copy of any appraisal secured by the donor. The foundation reserves the right to obtain its own appraisal for gifts of real or tangible property or other property whose value is not readily ascertainable.

**Gifts Not Accepted:** The foundation cannot offer charitable annuities or any other gift creating a liability. It reserves the right to decline a gift based on:

- lack of congruency with the foundation's mission;
- desire of the donor to exert unacceptable conditions or controls over disbursement of the net income from the gift;
- cost of ownership implications related to administration time, management and marketability of the gift;
- unacceptable risks;
- gifts that are illegal; and,
- other factors agreed to by the Board of Directors

**Disposition of Gift:** The foundation does not make any representation that by accepting a gift it will retain the property or employ the donated property for the same purposes as the donor used it. For example, absent an agreement, if the foundation acquires a residence as a gift, it will not retain it as an office or retreat, but will sell it and invest the proceeds in accordance with its investment policy.

**Fund Agreements:** The foundation works with donors to develop agreements with respect to the name, nature, limits and use of their gifts at the time a gift is made. Fund agreements specify the type of fund created. Fund agreements will clearly identify that it is the responsibility of the Board of Directors to approve all disbursements of net income from endowed funds. These agreements will be developed where the donor is giving specific recommendations to the foundation as to the distribution of the earnings generated by their gift. Where substantially the same agreement is used repeatedly, only the template needs to be approved.

**Charitable Tax Receipt:** The foundation shall issue a charitable tax receipt within 30 days of receipt of the gift in alignment with the foundation's Donation Recording and Receipting Policy. For gifts of shares, a tax receipt shall be issued for the earlier of either the trading price or the closing price on the day the foundation's broker receives the shares, assuming liquidity.

**Benefit to Donor:** The legal nature of a charitable gift is that a donor cannot expect material consideration (i.e. financial benefits or opportunities) to flow from a gift.



**Donor-Advised Funds:** The Income Tax Act (Canada) imposes limits on a donor's capacity to impose restrictions on charitable gifts. A donor may, however, at the time the gift is made and even subsequently, by agreement with the foundation, place limits on the uses to which a gift may be put.

Further, the donor or the donor's designated representatives may advise the board of the foundation on the application of the earnings of his or her gift and the board shall generally consider and respect such advice. Beyond that a donor cannot legally restrict the foundation.

**Preservation of Donor's Intention:** Where, by prior agreement, the Board agrees to receive the advice of donors on the distribution of grants, the foundation shall not seek to pass judgment on the value or merit of the donor's proposed application so long as the income is applied according to legal provisions to a charitable purpose. Should the foundation cease to exist or become incapable of administering a fund to fulfill a donor's purpose, the foundation shall employ its best possible efforts to ensure continued application of the fund to the purpose originally contemplated by the donor.

**Administration Policies:** The Foundation adopts policies that regulate administrative charges on its endowment funds, manage the investment of the funds, determine the appropriate portion of funds to distribute for charitable granting purposes or retain as capital to protect against erosion by inflation. Except for more precise agreement with the donor overriding these general policies, the foundation shall apply its policies equitably to all funds under its control and may amend such policies from time to time.

**Geographic Area of Focus:** The primary, but not exclusive, focus of the foundation's activities is within the geographic area encompassed by the political boundaries of Municipality of Killarney-Turtle Mountain. It may refer a donor to another community foundation or charitable organization if it perceives that the donor will be better served by such organizations.

**Acting as a trustee:** The Foundation will not perform the role of estate trustee.

**Guidelines for specific gifts:**

**a. Cash**

Gifts of cash and cash equivalents.

**b. Publicly-traded securities**

Gifts of marketable publicly traded securities shall be scrutinized and accepted by the foundation's investment manager. These securities may be sold upon receipt and converted to cash and processed based on the foundation's cash management policy.

**c. Gifts of property including real estate, art, jewelry etc.**

Gifts of property or real estate may be made in various ways: outright or residual interest in it.

**Guidelines:**

- Donors shall provide qualified appraisals of proposed gifted property.
- The foundation will obtain its own independent appraisal. The foundation may, at its discretion, obtain a third independent appraisal, and, in such cases, issue a receipt based on the foundation's own appraisal.
- The foundation shall satisfy itself that the donor has clear title to the property.



- The foundation shall review all pertinent factors, including in the case of real property, zoning restrictions, marketability, prior land use, current use and cash flow, to ascertain that acceptance of the gift would be in the best interests of the foundation.
- If the real estate possibly contains toxic wastes, the donor shall secure an environmental audit and provide the results to the Board of Directors. No property containing toxic wastes shall be accepted prior to removal and/or indemnification of the Foundation against all present and future liabilities.

**d. Bequests**

A donor who advises the foundation, in confidence, of a proposed testamentary gift to the foundation, shall be asked to provide, if possible, a copy of that section of the Will naming the foundation. The donor may also wish to execute an agreement with the foundation directing the charitable use of the proposed testamentary gift. The foundation will not serve as executor of a donor's will.

**e. Gifts of life insurance**

There are various methods by which a life insurance policy may be contributed to the foundation. A donor may:

- Commence a life insurance policy of which the foundation is the owner and beneficiary.
- Assign irrevocably a paid-up policy to the foundation.
- Assign irrevocably a life insurance policy on which premiums remain to be paid and a charitable tax receipt shall be issued for premium amounts.
- Name the foundation as a primary or successor beneficiary of the proceeds.

When ownership is irrevocably assigned to the foundation, the donor is entitled to a gift receipt for the net cash surrender value (if any) and for any premiums subsequently paid.

**f. Gift of a residual interest**

This type of gift refers to an arrangement under which a property interest is conveyed to the foundation, but the donor retains use of the property, or income from the property, for life or a specified term of years. For example, the donor might give a residual interest in a personal residence and continue living there or a residual interest in a painting and continue to display it. The owner is entitled to a charitable tax receipt for the present value of the residual interest.

**Guidelines**

The donor shall continue to be responsible for real estate taxes, insurance, utilities and maintenance after transferring title to the property unless the foundation, upon prior approval of the Board of Directors, agrees to assume responsibility for any of these items. The foundation is entitled to require that the donor provide proof of payment of those expenses for which the donor is responsible.



The foundation reserves the right to inspect the property from time to time to assure that its interest is properly safeguarded.

**g. Non-designated gifts**

From time to time the foundation receives donations that are not designated for a particular endowment fund. Revenue Canada regulations state that donations to be held in perpetuity are required to have a direction from the donor stating this fact. The following policy governs the handling of these types of donations.

**Guidelines**

These donations will be placed in the Community Fund.

**Monitoring:** This policy will be reviewed every three years, upon hiring staff or upon changes to the Income Tax Act.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

## **Donor and Gift Management**

### **3.02 Donor Recognition and Stewardship**

The foundation will publicly acknowledge all donations, unless the donor wishes to remain anonymous. A thank you letter will accompany all receipts.

The foundation may publish the amount of the donation, unless specifically advised not to by the donor. Donors creating named funds will receive an annual fund statement.

The foundation honors donors' and prospective donors' requests to:

- limit the frequency of contact;
- not be contacted by telephone or other technology;
- receive printed material concerning the organization; and
- discontinue contact.

The foundation will not share or sell its donor list with other organizations.

The privacy of donors will be respected. Donor records maintained by the foundation will be kept confidential to the extent possible.

Donors will have the right to see their donor record and to challenge its accuracy.

**Monitoring:** This policy will be reviewed every two years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.





## Donor and Gift Management

### 3.03 Fundraising

All fundraising activities conducted by or on behalf of the foundation must:

- be truthful,
- accurately describe the organization's activities,
- disclose the organization's name,
- disclose the purpose for which funds are requested,
- disclose the organization's policy with respect to issuing Official Income Tax receipts including any policy on minimum amounts for which a receipt will be issued; and,
- disclose, upon request, whether the individual or entity seeking donations is a volunteer, an employee or contracted third party.

The foundation does not make claims that cannot be upheld or are misleading. The foundation does not exploit our beneficiaries. We are sensitive in describing those we serve (whether using graphics, images or text) and fairly represent their needs and how these needs will be addressed.

Any fundraising materials distributed by or on behalf of the foundation must include our address or other contact information. The foundation does not, directly or indirectly, pay finder's fees, commissions or percentage compensation based on contributions.

Anyone seeking or receiving funds, on behalf of the foundation, whether a volunteer or contracted third party must:

- act with fairness, integrity, and in accordance with all applicable laws;
- cease contacting a prospective donor who states that he/she does not wish to be contacted;
- disclose immediately to the organization any actual or apparent conflict of interest or loyalty; and,
- not accept donations for purposes that are inconsistent with the organization's mission.

The board regularly reviews the cost-effectiveness of the organization's fundraising activities. No more will be spent on administration and fundraising than is required to ensure effective management and resource development.

**Monitoring:** This policy will be reviewed every five years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## **Grant Management**

### **4.01 Disbursement of Funds**

#### **Preamble**

This policy is designed to allow an outflow for grants while protecting original principal and insuring fund growth to sustain purchasing power with the rate of inflation. This policy determines the amount of the annual distribution from the permanent endowment funds in accordance with the regulations and guidelines of CRA. The distributions are for charitable grants and administrative fees.

As a general rule, foundations are required to disburse 3.5% (as of December 31, 2020) of the average value of assets held during the previous 24 months.

The Treasurer recommends the semi-annual disbursement to the Board of Directors at each April and October meeting.

**Monitoring:** This policy will be reviewed every three years, when regulations change or when there is a significant change in the return on the foundation's investments.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

### **4.02 Granting**

The Board approves the level of grants available on a semi-annual basis, based on the recommendations from the Treasurer. For unrestricted funds the board also approves the grant criteria, application form, deadline, grant assessment process and grantees.

Grants are available only to qualified donees. Nonprofit organizations that are not registered charities are eligible to receive funds only when working in collaboration with a qualified donee such as the Municipality of Killarney-Turtle Mountain. In these instances, the qualified donee is the applicant. Grant recipients are not required to prepare donation receipts to the foundation.

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.



## Grant Management

### 4.03 Spending and Capital Preservation Policy

#### Preamble

The foundation is the steward of endowed funds that were created by gifts from a number of donors. The earnings on the endowed funds are a source of income for the granting program and the administration of the foundation. As these funds are held in perpetuity, the Board of Directors recognizes that the capital in the funds should be protected against the effects of inflation to preserve, as much as possible, the purchasing power of the funds (i.e. maintain value of the funds on an inflation-adjusted basis).

The Board also recognizes that the earnings on the endowed funds fluctuate from year to year. In recognition of these fluctuations and the impact on the annual distribution, there is a need to maintain a reserve of undistributed earnings.

*Annual Distributable Earnings* means that portion of the earnings determined by the Board to be available or required by law for distribution in each year. Earnings are computed in accordance with **subsection 108(3) of Income Tax Act (Canada)** (see Appendix), as amended from time to time. The annual Administrative and Investment Fees shall be disbursed from the Annual Distributable Earnings of the Fund.

#### Statement

It is the long term objective of The Killarney Foundation (the "Foundation") to make available for bi-annual grant making activities an amount of 4.5% of the average of the three preceding years' market value of The Killarney Foundation's primary endowment fund (the "General Fund") as well as funds managed by the Foundation on behalf of other registered charitable organizations and/or groups (the "Designated Funds") (hereafter called the "Fund"). The average market value is calculated on the basis of the last 12 quarters.

The Foundation may annually recoup its operating expenses as may be determined by The Board of Directors of the Foundation, together with the Treasurer of the Foundation, taking into account, the actual annual costs incurred in operating the Foundation.

The Foundation uses 2017 as the base year to calculate an inflation adjustment for each successive year's capital contributions to the Foundation. Thus, in addition to knowing contributed capital, the Foundation monitors an inflation protected target which essentially is required to protect the purchasing power of its original gifts. The difference between the inflation protected target and the actual market value is monitored and if this excess deteriorates or improves on an average 3 year basis, the spending policy calculation will be adjusted upward or downward in accordance with the following:



Average Excess Between Inflation Protected Target & Market value Over 3 years	Amount Available for Annual Grant Making	Inflation Protected Target
10% or more	5.0% average market value	100%
9.0% - 9.9%	4.9% average market value	98%
8.0% - 8.9%	4.8% average market value	96%
7.0% - 7.9%	4.7% average market value	94%
6.0% - 6.9%	4.6% average market value	92%
5.0% - 5.9%	4.5% average market value	90%
4.0% - 4.9%	4.4% average market value	88%
3.0% - 3.9%	4.3% average market value	86%
2.0% - 2.9%	4.2% average market value	84%
1.0% - 1.9%	4.1% average market value	82%
1.0% - 0.9%	4.0% average market value	80%
Less than 0%	3.5% of average market value	80%

Any adjustment to grant making will not be greater than 0.2% in any given year, and any adjustment to the inflation protected target will not be greater than 4% in any given year.

The spending rate for each fiscal year (January 1) will be determined in January of that fiscal year (to allow for calculation of previous 12 quarters' market value).

When any document cites the Spending Policy of the Foundation, it is referring to the above formula. The CRA requires that endowments "spend" at least 3.5% annually. In situations where it is appropriate under certain circumstances, and taking into account donor preference, the Foundation may use the stipulated CRA minimum rate as an approved alternate to the Spending Policy.

**Monitoring:** This policy will be reviewed every three years, when regulations change or when there is a significant change in the return on the foundation's investments.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.

### Appendix to Policy 4.03

Section 108(3) of the Income Tax Act essentially says the income of a trust is its income computed without reference to the provisions of the Income Tax Act. Income for purposes of the Income Tax Act includes taxable capital gains. Under trust law, all capital growth belongs to the capital beneficiary and is not considered income. In the foundation's case, given the nature of our fund agreements, which are essentially a trust-like relationship, capital gains are treated as growth in capital and not as earnings.



Black's Law Dictionary defines income as "money or other form of payment that one receives usually or periodically from employment, business, investments, royalties, gifts and the like." Capital is defined as "money or assets invested, or available for investment, in a business; and the total assets of a business, especially those that help generate profits." Therefore the investment income that we earn in the form of dividends (see below for clarification), interest, partnership income would all be considered income. Capital gains reflect a growth in the original investment as opposed to income being disbursed. They are typically only generated when an asset is sold, instead of on an annual or periodic basis like income. Therefore, they are excluded from the legal definition of income.

Generally, dividends are considered a distribution of the share of earnings and therefore, treated as income. There are some exceptions if there is a distribution of capital on or prior to a wind-up. Some foundations have included the following statement in their fund agreements: "in years where current or accumulated earnings are not sufficient, these amounts [the annual distributable earnings] may be drawn from the capital of the fund". This clause allows the foundations flexibility to access capital gains if the dividends and interest are not sufficient to cover the distributions set by the board.



## **Grant Management**

### **4.04 Realized Capital Gains Spending Policy**

#### **Preamble**

The endowed capital (the “fund”) of the Foundation consists of:

- donations received (whether designated or otherwise)
- capital gains (losses) on hand
- capitalized income

The endowed capital is made up of designated funds and undesignated funds

#### **Statement**

The fund shall, in each year commencing 2010, set aside Twenty-five (25%) of net realized annual capital gains and deem the amount so set aside as available for, and designated as, funds available for granting purposes.

The fund shall mean the “consolidated fund” which now contains all designated funds and all undesignated funds.

The calculation of realized net annual capital gains shall occur as of December 31<sup>st</sup> each year, commencing December 31, 2010.

The amount so calculated shall be transferred to the “operating account” from the “capital gains account” on January first following each such calculation so that such funds become available for granting in the year following such designation.

**Monitoring:** This policy will be reviewed every three years, when regulations change or when there is a significant change in the return on the foundation’s investments

**Update: This policy was rescinded in its entirety by motion made on September 30, 2019.**

1. **RESOLVED (Pauls/Jones) that the Capital Gains Policy of April 17, 2010 (attached hereto) be rescinded in its entirety. CARRIED.**



## 5.00 Complaints Policy

The Killarney Foundation is committed to providing the highest level of professional service to its donors, grant recipients, stakeholders and to the community it serves. The Foundation values its reputation in the community and takes great pride in its contributions to the community. The Foundation is committed to fair and equal practices as governed under the Canadian Charter of Rights and Freedoms.

If you have a complaint regarding the actions of The Killarney Foundation and/or one of its Board Members or Officers, we encourage you to contact our office to voice your concerns.

It is recognized that from time to time, issues or concerns may be brought forward, outside of this policy to a Board member or Officer as information or for the purposes of clarification. At other times, formal complaints or concerns may be directed through this policy for a more in-depth review/resolution by the Board Chair. Reported complaints will be acknowledged within 48 hours with at least an initial response.

In order to review the complaint, the Foundation will require, in writing, the name and contact information of the complainant(s), as well as a complete description of the facts of the complaint being raised.

To ensure all complaints are dealt with fairly, the respondent (individual/entity against whom the complaint is addressed) will have an opportunity to respond to the complaint brought against them.

Every effort will be made to resolve complaints quickly and to the satisfaction of both the complainant and The Killarney Foundation within ten business days.

All relevant documentation, including reports, discussions and supporting information shall remain in the control and custody of the Board Chair.

On an annual basis, the Board Chair will report to the full Board of Directors on the status, volume and severity of any complaint received.

Please direct your complaint to:

Bus: (204)523-4671

Email: [killarneyfoundation@gmail.com](mailto:killarneyfoundation@gmail.com)

The Killarney Foundation Inc., P.O. Box 1180, Killarney, MB R0K 1G0

**Monitoring:** This policy will be reviewed every three years.

**Board Acceptance:** This policy was approved/reaffirmed at the May 25, 2022 Board meeting.



## General

### 6.01 Special Leadership Initiatives

The community foundation has multiple roles and responsibilities – for fund development, grant making and community leadership. To be effective, we need to ensure that adequate financial and human resources are committed to carry out our responsibilities in each area. This policy recognizes the need to assess existing and new opportunities in our community with regard to foundation resources and strategic priorities.

When the foundation is invited to participate in a community initiative, the Board of Directors must give consideration to the following when making its decision:

- Is initiative consistent with the foundation's mission, vision and strategic priorities?
- Does this initiative advance an opportunity for fund development or granting?
- What is the impact on the foundation's resources if the foundation participates in initiative?
- What are the potential risks and benefits (ex. public relations, credibility)?
- Will initiative eventually be weaned from the foundation's participation, and if so, what is the plan?
- How will the success of the initiative be evaluated?
- How urgent is the initiative and what is the timeline?

**Monitoring:** This policy will be reviewed every five years or when there is a significant change in the Foundation's unrestricted endowed and/or flow through funds.

**Board Acceptance:** This policy was approved/reaffirmed at the October 14, 2021 Board meeting.