

NOTICE TO MMVI MEMBERS

Proposed Amendments to Manitoba Moon Voices Inc. By-Law No. 4

Notice Date: August 10, 2026

Message to Members

Manitoba Moon Voices Inc. (MMVI) is providing notice to its Members of proposed amendments to By-Law No. 4. The proposed changes are intended to strengthen Board governance, accountability, transparency and conflict-of-interest practices while continuing to support meaningful community participation and leadership development.

MMVI is growing as an organization, and with that growth comes increased responsibility. The proposed amendments are intended to protect MMVI, its members, staff, volunteers, funders and community partners by strengthening the standards expected of Directors. The intent is not to create unnecessary barriers to participation. MMVI remains committed to community involvement and leadership development through committees, advisory circles, working groups and other engagement opportunities.

Members are encouraged to review both the current By-Law No. 4 and the proposed amendments before the Membership is asked to consider the Special Resolution.

The following summary shows the current By-Law language and the proposed amendments. They are as follows:

1. Director Qualifications - Section 5.03

Current By-Law	Proposed Amendment
The current By-Law requires a Director to be an Indigenous woman or gender-diverse person of Indigenous ancestry; be a Regular or Youth Member who supports MMVI's Vision, Mission and Objectives and agrees to the Code of Honour; be at least 18 years old; have legal capacity to enter contracts; be a resident of Manitoba for the entire term; not be an undischarged bankrupt; and not be an employee of MMVI.	New provisions would require Directors to provide a satisfactory Criminal Record Check, Child Abuse Registry Check and Adult Abuse Registry Check completed within six months before election or appointment. A person listed on either abuse registry would be ineligible. Directors would also be subject to financial-integrity requirements and would be required to sign a Code of Conduct, Confidentiality Agreement and Conflict of Interest Declaration within 30 days. Criminal record review will be case by case basis.

What this means: The existing eligibility requirements remain, with additional screening and governance commitments being added for anyone serving on the Board.

2. Family Relationship Restrictions - New Section 5.03(I)

Current By-Law	Proposed Amendment
The current By-Law does not contain a specific rule preventing immediate family members from serving on the Board at the same time.	No two immediate family members would be permitted to serve concurrently on the Board. The proposed definition includes spouses, common-law partners, parents, children, step-relations, grandparents, grandchildren, siblings and specified in-law relationships. If two related candidates are elected, the candidate receiving the higher number of votes would be declared elected. If a family relationship develops during a term, one Director would

be required to resign within 30 days.

What this means: The amendment is intended to strengthen Board independence and reduce actual or perceived conflicts of interest involving close family relationships.

3. Close Personal Relationships - New Section 5.03(m)

Current By-Law	Proposed Amendment
The current By-Law does not contain a specific Director-eligibility provision dealing with close personal relationships.	A person could be found ineligible to serve where a close personal relationship creates a real or perceived conflict of interest that may affect independent decision-making. Any such decision would require a two-thirds vote of the Board and written reasons.

What this means: This would allow MMVI to address serious conflict-of-interest concerns that may arise from close personal relationships, while requiring a higher Board vote and written reasons for the decision.

4. Conflict of Interest - Section 6.10

Current By-Law	Proposed Amendment
The current By-Law requires Directors to act in MMVI's best interests, declare a conflict when one exists, refrain from participating in related discussion or voting, and have the conflict recorded in the minutes.	The proposed wording would expand the section to expressly include actual, potential and perceived conflicts. Examples include family or personal relationships, employment relationships, financial interests, business partnerships, contracting opportunities and funding decisions. A Director with a conflict would be required to declare it, leave the meeting during discussion, not participate in debate, abstain from voting and have the declaration recorded in the minutes. Failure to disclose a conflict may be grounds for removal.

What this means: The basic conflict-of-interest rule already exists. The amendment would make the expectations clearer, broader and easier to apply consistently.

5. Governance Training - New Section 5.03(n)

Current By-Law	Proposed Amendment
The current By-Law does not set a specific deadline for newly elected Directors to complete formal Board governance training.	Each Director would be required to complete Board Governance Orientation within 90 days of election. Training would include Director roles and responsibilities, fiduciary duties, duty of care and loyalty, financial oversight, conflicts of interest, confidentiality, risk management and Indigenous non-profit governance practices. Voting privileges could be suspended until mandatory training is completed.

What this means: All Directors would receive a common governance foundation early in their term so they understand their legal, financial and ethical responsibilities.

6. Community Committees - New Section 5.13A

Current By-Law	Proposed Amendment
The current By-Law already allows MMVI to establish internal and external committees and advisory bodies, including participation by volunteers and community members.	The proposed new section would make it clear that individuals who do not meet Director eligibility requirements may still participate through Advisory Committees, Working Groups, Event Committees, Program Committees, Youth Committees and Elder Advisory Groups. Committee members could participate, make recommendations, support initiatives and volunteer, but would not exercise the legal authority of Directors or vote on Board matters.

What this means: The amendment confirms that Board eligibility rules do not prevent Members and community participants from contributing to MMVI through committees, working groups and advisory roles.

Conclusion

From the Board and Staff of Manitoba Moon Voices Inc., we want to thank our members for taking the time to review these proposed amendments. As MMVI continues to grow and take on greater responsibilities, it is important that our governance practices grow with the organization.

These proposed changes are intended to provide clearer expectations for Board leadership, strengthen accountability and transparency, and help protect the integrity of MMVI while continuing to create meaningful opportunities for Members to participate, contribute and develop as leaders. We believe these amendments will help ensure that MMVI remains strong, responsible and guided by the best interests of the Members and communities we serve.