



Manitoba Moon Voices Inc.

Qualifications (to become a Board of Director)

By Law #5: 5.03 Qualifications

- a) Each Director shall be an Indigenous woman or gender-diverse individual of Indigenous ancestry;
- b) Who is a Regular or Youth member who supports the Vision, Mission, and Objectives of MMVI and agrees to abide by the Code of Honour;
- c) Who is not less than 18 years of age;
- d) Who has the legal capacity to enter into contracts;
- e) Who is a resident of Manitoba for the entire term as a Director;
- f) Not be an undischarged bankrupt;
- g) Not be an employee of MMVI, and if any Director becomes an employee of MMVI, they shall, immediately upon becoming an employee, resign as a Director of MMVI.
- h) Criminal Record Check** – Each Director shall provide a satisfactory Criminal Record Check completed within six (6) months prior to election or appointment. The existence of a criminal record shall not automatically disqualify an individual from serving as a Director. Where a Criminal Record Check discloses a conviction or other information of concern, the Board shall consider the nature and circumstances of the offence, the time that has passed, its relevance to the duties of a Director, evidence of rehabilitation, and any other information considered appropriate. The Board may require an updated Criminal Record Check during a Director's term where reasonably necessary to protect the interests of MMVI.
- i) Child and Adult Abuse Registry Checks** – Each Director shall provide a Child Abuse Registry Check and an Adult Abuse Registry Check completed within six (6) months prior to election or appointment. A person listed on either registry shall be ineligible to serve on the Board of Directors.
- j) Financial Integrity** – A Director shall not have been convicted within the previous ten (10) years of fraud, theft, embezzlement, breach of trust, forgery or other financial misconduct which, in the opinion of the Board, may reasonably affect the person's ability to discharge the fiduciary responsibilities of a Director; nor shall a Director be prohibited by a court, tribunal or regulatory authority from acting as a director, officer, trustee or fiduciary. Where appropriate, the Board may consider the circumstances of an offence, the period of time that has passed and evidence of rehabilitation, except where the person is prohibited by law from serving.

k) Board Governance Commitment – Each Director shall, within thirty (30) days following election or appointment, review and sign the MMVI Code of Conduct, a Confidentiality Agreement and a Conflict of Interest Declaration, and shall comply with such documents throughout their term. Failure to execute or comply with the required governance documents may constitute grounds for suspension or removal in accordance with these By-Laws and applicable MMVI policies.

l) Family Relationship Restrictions – No two immediate family members shall serve concurrently on the Board of Directors. For the purposes of this section, immediate family includes a spouse, common-law partner, parent, child, step-parent, step-child, grandparent, grandchild, sister, brother, half-sister, half-brother, mother-in-law, father-in-law, son-in-law or daughter-in-law. Where two immediate family members would otherwise be elected at the same election, the candidate receiving the greater number of votes shall be declared elected. Where the vote is equal, the tie shall be resolved in accordance with section 5.05. Where an immediate family relationship develops during a term, one Director shall resign within thirty (30) days. If the Directors cannot determine which Director shall resign, the Board may determine the matter by resolution, excluding the affected Directors from discussion and voting.

m) Close Personal Relationships – A person may be determined to be ineligible to serve as a Director where a close personal relationship creates an actual, potential or perceived conflict of interest which may reasonably impair, or appear to impair, the independent exercise of that person's duties. Any determination under this section shall require a two-thirds (2/3) vote of the Directors entitled to vote on the matter, shall exclude any affected Director from discussion and voting, and shall be supported by written reasons.

n) Board Governance Orientation – Every Director shall complete a Board Governance Orientation approved by MMVI within ninety (90) days following election or appointment. The orientation shall include the roles and responsibilities of Directors, fiduciary duties, duty of care, duty of loyalty, financial oversight, conflict of interest, confidentiality, risk management, the MMVI By-Laws and governance policies, and Indigenous non-profit governance practices. A Director who fails to complete mandatory orientation within the required period without reasonable cause may have voting privileges suspended by resolution of the Board until completion. The Board may extend the period where reasonable circumstances exist.