Agenda - Executive Policy Committee - June 23, 2010

REPORTS

Item No. 1 Partnership of the Manitoba Capital Region Inc. - Membership, Organization and Governance Structure
eFile EP-1.5

The following resolution is submitted to the Executive Policy Committee for consideration, namely:

WHEREAS the City of Winnipeg is committed to regional cooperation through its participation in the Partnership of the Manitoba Capital Region (the "Partnership");

AND WHEREAS the City of Winnipeg plays a key role in the province, capital region and within the Partnership;

AND WHEREAS the Partnership includes representation from 15 of the local government authorities within the area defined as the Capital Region;

AND WHEREAS the Partnership has carried out the mandate articulated in its 1999 Articles of Incorporation and refined it in its 2004 Memorandum of Understanding, as well as in various motions since 1999;

AND WHEREAS the Partnership is seeking to implement an equitable manner of decision making and governance for its activities and operations;

AND WHEREAS The Capital Region Partnership Act (the "Act") came into force on January 1, 2006, with the stated intent of "encourag[ing] the leaders of the capital region to work together to promote co-ordinated land use planning, economic development and the protection of the environment, including the protection of water resources, in the region…";

AND WHEREAS section 3(1) of the Act states that "the mayors and reeves [of the capital region] must meet and develop recommendations for the minister respecting the membership, organization and governance structure of the Capital Region Partnership";

AND WHEREAS the mayors and reeves of the capital region have prepared a report entitled "Membership, Organization and Governance Structure of the Capital Region Partnership" (the "Report") which sets out a governance model, mandate and four priority areas of action (namely: (i) collaborative regional planning; (ii) regional transportation; (iii) regional infrastructure capacity; and (iv) regional water quality);

AND WHEREAS it is desirable that capital region municipalities endorse the Report prior to submission to the provincial Minister of Local Government;

THEREFORE BE IT RESOLVED THAT the Executive Policy Committee recommends to Council that the report entitled "Membership, Organization and Governance Structure of the Capital Region Partnership" attached hereto as Schedule "A" be endorsed in principle, subject to the following amendments:

(i) Section 1.6 "Cessation from the Partnership" be amended to remove the current wording and replace it with a statement that any municipality wishing to terminate their membership in the Partnership need only give notice of their decision to Board to effect such termination;

(ii) Section 2.1.6 "Dispute Resolution" be amended to reflect that this clause is only applicable to policy issues that impact the capital region as a whole;

(iii) Section 2.2.4.9 "Remuneration" be amended to remove the current wording and replace it with a statement that members of the Executive Committee may be reimbursed by their member municipalities, should such member municipalities deem appropriate;

(iv) Section 3.2 "Priority Areas for Action" be amended to add the word "sustainable" prior to bullets points 2, 3, and 4.



Report to the Minister of Local Government,
Province of Manitoba respecting

Membership, Organization and Governance Structure of the Capital Region Partnership

pursuant to Bill C-23 The Capital Region Partnership Act

Date: Revised February 9, 2010

PARTNERSHIP OF THE
Manitoba Capital Region
Teaming with Opportunity

Preamble

Since May, 1999 the Mayors and Reeves of the Capital Region have been meeting together to build relationships founded on communication, mutual understanding, trust and respect. The organization believes that through collaboration, the Capital Region as a whole can be greater than the sum of its parts and be a model of regional cooperation and planning. The partnership has provided the opportunity for the Capital Region municipalities to discuss and work on issues that cross their respective boundaries. It supports a flexible approach that recognizes that different issues may involve different stakeholders and different regional processes.

In April, 2004 the organization unanimously agreed to a memorandum of understanding that outlined a vision for the Capital Region, organizational objectives, governance principles and means of operating. Since that time, the organization has engaged in a study of the effectiveness of the organization, examined additional requirements to foster regional collaboration, and identified specific steps to implement.

This report contains recommendations for the Minister of Local Government, Province of Manitoba based upon these documents, discussions and processes. We believe that our organization with it's current mandate and the additional areas of responsibility outlined in this report, is most effectively positioned to guide the Capital Region of Manitoba to achieve the following vision:

"A safe, healthy, efficient, prosperous and strong Capital Region with a strong Capital City, where the public, governments, and organizations work together cooperatively, enhancing community development opportunities, effectively managing resources, and providing all citizens with a high quality of life."

Our current membership is representative of the Manitoba Capital Region; our governance and organization structures recognizes the contribution of all member municipalities and the importance of the City of Winnipeg as the largest population and economic centre of the region; and we are actively engaged in the pursuit of regional solutions for issues facing the Capital Region of Manitoba.

Recommendations

1. That the Partnership of the Manitoba Capital Region Inc., formerly known as the Mayors and Reeves of the Capital Region, be established as the Capital Region Partnership in accordance with the Act. The name of the Capital Region Partnership be the Partnership of the Manitoba Capital Region Inc.

2. The Partnership of the Manitoba Capital Region Inc. be established with the following municipalities as its members:

RM of East St. Paul	RM of St. Francois-Xavier
RM of Headingley	City of Selkirk
RM of Macdonald	RM of Springfield
RM of Ritchot	Town of Stonewall
RM of Rockwood	RM of Tache
RM of Rosser	RM of West St. Paul
RM of St. Andrews	City of Winnipeg
RM of St. Clements	

3. That the membership, organizational and governance structures; and mandate described in this report be adopted as regulations for the Partnership of the Manitoba Capital Region Inc..

1.0 Membership

1.1 Members

Members of the Partnership of the Manitoba Capital Region will be the municipalities identified by the Province of Manitoba in Bill C-23 with the exceptions and potential future members identified below.

1.2 Member Municipalities

Bill C-23 identified 16 municipalities to be engaged in developing recommendations for the minister respecting the membership, organization and governance structure of the Capital Region Partnership

Since its inception the membership of the Mayors and Reeves of the Manitoba Capital Region has consisted of 15 member municipalities. It is the desire of the current members of the Partnership of the Manitoba Capital Region Inc. to move forward in partnership with municipalities who are committed to and enthusiastic about the benefits of regional cooperation. Therefore it is the recommendation of this report that the membership of the Partnership of the Manitoba Capital Region Inc. be established with the following fifteen (15) members who have each indicated by Council resolution their desire to be members of the Partnership of the Manitoba Capital Region Inc.

RM of East St. Paul	RM of Macdonald
RM of Headingley	RM of Ritchot

RM of Rockwood
RM of Rosser
RM of St. Andrews
RM of St. Clements
RM of St. Francois-Xavier
City of Selkirk
RM of Springfield
Town of Stonewall
RM of Tache
RM of West St. Paul
City of Winnipeg

1.2 RM of Cartier

Historically the RM of Cartier has been identified by the Province of Manitoba as a member of the Capital Region. Since the inception of the Partnership the RM of Cartier, reflecting their belief that synergies are more evident and possible between the City of Portage la Prairie and the RM of Cartier, than the other Capital Region municipalities, have opted out of membership. On going dialogue and discussions have been maintained with the RM of Cartier in an effort to include them in the Partnership. The most recent invitation to the RM of Cartier to join the Partnership was extended in 2009 and declined.

1.3 New Members

While the current priority of the Partnership is on solidifying relationships amongst existing partners, the Partnership does recognize that as the Province of Manitoba grows, inter-relationships between the existing members and other municipal areas in proximity to the current Capital Region municipalities may develop. In the event that any municipality feels that there is merit in becoming a member of the Partnership, a letter of request should be submitted to the Partnership requesting membership, accompanied

by a letter from the Province of Manitoba requesting that the Partnership consider the applicant for membership. The application for membership will be brought to the next meeting of the Partnership for consideration. Members may consider the following criteria for new members:

- geographic proximity of the applicant to the Region;
- extent of primary transportation links of the applicant to the Region;
- extent of economic relationships of the applicant to the Region;
- value of the applicant's participation to the Partnership;
- expression of interest in the Partnership of the Manitoba Capital Region Inc. on the part of the applicant; and
- extent of support of the Partnership's vision and its Regional Vision Framework goals.

If support for the new member is present at the Partnership Board, a resolution will be prepared for consideration at the next All Council's Assembly. Following presentation of the resolution and support from the All Council's Assembly, new members may be welcomed to the Partnership.

1.4 The City of Winnipeg

The Partnership of the Manitoba Capital recognizes by virtue of its collective adoption of this report, and by virtue of each municipalities individual endorsement of this report, the significant role that the City of Winnipeg plays in the province, capital region and Partnership. The Partnership has established a record of working well with the City

of Winnipeg in a number of situations. The Partnership is publicly committed to a relationship of trust and mutual respect within the leadership of the Partnership, including the City of Winnipeg. The City of Winnipeg has expressed no concern regarding their current representation on the Board. Accordingly, the Partnership feels that the current board structure, the super majority voting system and the existing environment of mutual respect allows the City of Winnipeg to demonstrate and express its significant role in the capital region.

1.5 Province of Manitoba

The involvement of the Province of Manitoba is critically important to the direction and viability of the Partnership. Accordingly, the Partnership would like to invite the Minister of Local Government, or his/her political designate to participate at the All Council Assemblies and Partnership board meetings in an advisory, non-voting capacity.

1.6 Cessation from the Partnership

Should a member wish to terminate their membership with the Partnership, a formal request must be submitted to the Partnership Board. The Board, upon receipt of such a request will request that the Executive Committee endeavor to understand and resolve the concerns of the member requesting cessation. Should they be unable to resolve the concerns, the Executive Committee will recommend to the Board that the member be relieved of all membership in, and responsibilities to, the Partnership, with the exception of financial commitments made to projects undertaken by the Partnership.

2.0 Organization and Governance Structures

2.1 Overriding Principles Governing the Partnership

The way in which the members of the Partnership govern themselves will be based on the following principles:

2.1.1 **Ongoing Dialogue and Respect.** Members understand that the benefits of cooperation will be realized through dialogue and mutual respect. A fundamental principle underlying relationships within the Partnership is, and will be, respect for the physical boundaries of each member municipality.

2.1.2 **Conduct of Members.** Members are free to represent their own views to the public and to the media. Members will not attempt to represent the views of other Members to the public or to the media without the consent of the other member(s). A member will not represent the views of the Partnership of the Manitoba Capital Region Inc. collectively unless the members have agreed that the member may do so.

2.1.3 **Decision Making.** Members recognize the need to develop united positions that are reflective of all interests of the municipalities in the Capital Region. Support will be built through discussion and decisions will be made by resolution. Best efforts to achieve 100% consensus will be sought prior to

formalizing the decision by resolution. Resolutions will be carried based upon the following principles:

- In order for a resolution to carry it will require the support of Winnipeg as well as a majority of municipalities in the region.
- A proxy is allowed.
- All voting will take place according to a 'super-majority' voting system. For a resolution to be carried, an affirmative vote from municipalities representing at least 50% of the regions population AND 2/3 of the members will be required.

2.1.4 **Sharing Information.** Members understand the importance of openness. There is a mutual commitment to communicate and share information among one another.

2.1.5 **Building Partnerships.** Members recognize that the keystone of regional cooperation is partnership. Effort and commitment will be maximized through partnership agreements.

2.1.6 **Dispute Resolution.** Members understand that there will be differences of opinion. In resolving issues solutions will be sought that meet all needs around the table and partners will help one another to find those solutions and overcome disputes. There will be **two steps** implemented in the event of disputes:

1. The Partnership Board, with the Executive Committee will seek to achieve consensus.
2. Mediation.

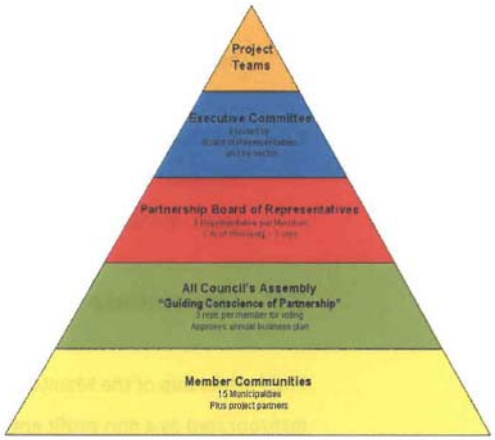
2.1.7 **Declaration of Interests.** Members agree to reveal their interests as early as possible in the discussion of any issue so as to give the other members the maximum opportunity to help address the issue.

2.1.7 **Building Collective Solutions.** Members agree to build solutions that will meet the needs of all parties around the table, not simply their own.

2.2 Governance of the Organization

The Partnership of the Manitoba Capital Region Inc. has been incorporated as a non-profit entity since its inception as the Mayors and Reeves of the Capital Region Inc. in May, 1999. The organization will remain a non-profit corporation under the name Partnership of the Manitoba Capital Region Inc., with its registered offices located within the Capital Region of the Province of Manitoba. The fiscal year of the partnership will be April 1 to March 31.

2.2.1 **Governance Model** - The following model depicts the structure and governance of the Partnership.



2.2.2 **All Council Assembly**

2.2.2.1 Membership. Members of the All Council's Assembly will be the member municipalities, represented by their Mayors, Reeves and Councillors.

2.2.2.2 Delegates at All Council Assemblies. An All Council's Assembly delegate is appointed by the member municipality to vote on resolutions presented at the All Council's Assembly. Although all members of the council may attend, each municipality will be given exactly 3 votes. A municipality is given 3 votes as opposed to 1 so that proportional differences on individual councils can be represented in the voting of that municipality, if that municipality so chooses.

2.2.2.3 Attendance at All Council Assemblies. Members of Council, senior municipal administrators and other officials from the region may attend the All Council Assemblies. Other guests, invited at the discretion of the Partnership administration may also attend the All Council's Assembly.

2.2.2.4 Quorum. The quorum for the transaction of business at any meeting of members shall consist of not less than 51% of the delegates. Delegates must be personally present. No business shall be transacted at any meeting unless such a quorum is present.

2.2.2.5 Meetings. All Council's Assemblies may be held twice each year in the spring and/or the fall at a variety of locations around the Manitoba Capital Region.

2.2.2.6 Annual Meeting. The annual meeting of the members shall be held in Manitoba, on such day and at such time as the directors may, by resolution determine or, if all members entitled to vote at such meetings so agree, at one place or more outside of Manitoba.

2.2.2.7 Voting. Resolutions presented at the All Council's Assembly will be decided based on the principles and super-majority system under Item 2.1.3. The voting process will be much smaller in scale but similar in process to larger resolution voting systems seen at AMM or FCM annual general meetings. All decisions made by the Assembly will become part of the Partnership record and will act as the Partnership guiding principles and decisions.

2.2.2.8 Scope. The All Council's Assembly will be, in effect, the **"Guiding Conscience"** for the Partnership. Once per year at the All Council's Assembly, each municipality will affirm its Mayor/Reeve and a designated alternate as their representative to the Partnership Board.

The All Council's Assembly will hear presentations, consider and vote on annual business plans, major projects, and policy issues which affect the region. Criteria will be developed by which to determine when an issue is truly regional in nature. Resolutions regarding regional issues may be submitted in writing, in advance by member councils or the Partnership Board of Representatives.

2.2.3 Partnership Board of Representatives

2.2.3.1 Membership. Membership on the Board of Representatives will be the Mayor/Reeve. The City of Winnipeg will have 2 members on the Board, for a total Board of 16 members. All members will identify an alternate elected official, preferably the Deputy Mayor/Reeve to attend a meeting in their stead.

2.2.3.2 Responsibilities of the Members to Prepare Alternate. In the event that the alternate is attending a meeting, it is the responsibility of the member to ensure the alternate is forwarded all meeting material, and is sufficiently briefed, prior to the meeting, so that they are able to play a full role in the deliberations. The member must also notify the Partnership office that the alternate will be in attendance prior to the meeting.

2.2.3.3 Meetings. The Board of Representatives may meet bi-monthly on the 3rd Thursday of the month from 2:00 – 4:30 p.m. at the Partnership offices, or in one of the Cities, Towns or Municipalities in the Region in accordance with the directions of the Board, the precise location to be communicated to the members with 7 days notice.

2.2.3.4 Quorum. The quorum for the transaction of business at any meeting of members shall consist of not less than 51% of the full members. Members may be personally present or represented by proxy or alternates. No business shall be transacted at any meeting unless there is a quorum.

2.2.3.5 Special Meetings. Special meetings of the members may be convened at any time by order of the Chairperson or of the Executive Committee or of the Board. Special meetings will be held in the Capital Region in Manitoba.

2.2.3.6 Voting. Voting will be done by resolution. Best efforts will be utilized to move forward with resolutions in support of decisions that have 100% consensus. If 100% consensus is not considered achievable the decision will be tabled until the next Partnership Board Meeting. Due notice will be circulated to all Board members that the super majority voting system will be implemented at the next Partnership Meeting. At that meeting the item will be decided and recorded as per the principles and super majority system outlined in Section 2.1.3.

2.2.3.7 Scope. The Board of Representatives will establish the Executive Committee. They will also consider updates on current projects and make the decisions that guide and shape projects as they move forward. On behalf of the All Council's Assembly they consider financial reports and debate new issues and project ideas.

2.2.4 Executive Committee. Annually, or as it may be required the Board of Representatives shall appoint a five-person Executive Committee.

2.2.4.1 Membership. The Executive Committee shall be comprised of the Chair, the Past Chair, 3 members at large and the Executive Director who will be non-voting. The Executive Committee will be composed of 1 member from each of 5 quadrants identified in the Capital Region. Quadrants, for the purposes of determining the Executive Committee, shall be as follows:

- Quadrant 1 will consist of the RM of St. Andrews; RM of West St. Paul; RM of Rockwood; Town of Stonewall;
- Quadrant 2 will consist of the RM of Rosser; RM of St. Francois Xavier; RM of Headingley;
- Quadrant 3 will consist of the RM of Macdonald; RM of Ritchot; RM of Tache;
- Quadrant 4 will consist of the City of Winnipeg;
- Quadrant 5 will consist of the RM of St. Clements; RM of East St. Paul; RM of Springfield; and City of Selkirk.

2.2.4.2 Election of Chair. The Partnership Board will nominate and vote collectively to identify the Chair of the Partnership. The Chair will also represent the quadrant within which his/her municipality is located.

2.2.4.3 Past Chair. The Past Chair will occupy one seat on the Executive Committee and will represent the quadrant within which his/her municipality is located.

2.2.4.4 Election of Additional Executive Committee members. The remaining three quadrants not represented on the Executive Committee by the Chair or Past Chair will decide amongst themselves which member will be appointed to the Executive Committee and to represent their quadrant.

2.2.4.5 Meetings. The Executive Committee shall meet at least six times a year. Executive Committee meetings will be at the call of the Chair.

2.2.4.6 Quorum. The quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than 51% of the Executive Committee members. Members must be personally present. No business shall be transacted at any meeting unless there is a quorum.

2.2.4.7 Voting. The Executive Committee will debate issues and make recommendations to the Board of Representatives for adoption.

2.2.4.8 Scope. The Executive Committee will consider issues pertaining to the governance structure of the Partnership, finance considerations including the annual budget, and personnel issues relating to the staff members of the Partnership.

2.2.4.9 Remuneration. Members of the Executive Committee shall be reimbursed at the rate of $100/half day or $180/day for meetings attended as Executive Committee members or as Committee Chairs. Expenses shall be reimbursed at the appropriate rates for mileage and receipted expenses.

2.2.5 Project Committees As needed the Executive Committee will identify required Project Committees. Following approval for said Project Committee from the Board of Representatives, the Project Committee will be established and may be composed of Councillors from the Region, and/or staff from member municipalities. Project Committees will provide presentations and updates to the Executive Committee who will provide updates to the Board of Representatives on a regular basis.

3.0 Mandate of the Organization

3.1 The Partnership of the Manitoba Capital Region Inc. agrees to:

3.1.1 Work toward the realization of a shared vision for the region wherein all partners benefit at one time or another.

3.1.2 Work together to develop a competitive, economically strong Capital Region.

3.1.3 Build strong Civic leadership in the Capital Region, strengthen our working relationships, and create awareness of Capital Region issues and concerns.

3.1.4 Creatively seek opportunities for the provision of services and development of infrastructure on a regional basis.

3.1.5 Conduct research on issues affecting the capital region and the benefits of regional cooperation.

3.1.6 Be a 'collective voice' to the provincial and federal governments on significant regional issues.

3.1.7 To foster public awareness of, and create opportunities for the involvement of citizens, business and not-for-profit organizations in regional thinking and decision-making.

3.2 Priority Areas for Action

The following areas have been identified as priorities for the Partnership to address.

- Collaborative Regional Planning
- Regional Transportation
- Regional Infrastructure Capacity
- Regional Water Quality

3.3 Implementation of Mandate

The Partnership will conduct its activities with the support of a Partnership Secretariat and in accordance with an approved three (3) year business planning cycle, and specific one year implementation workplan. The Board shall approve the Partnership of the Manitoba Capital Region Inc.'s business plan prior to November 30th of each year. The plan must describe all major projects to be undertaken in the next three fiscal years and include all predictable requirements for administration or support costs for the upcoming fiscal year.

3.3.1 Partnership Secretariat It is recognized that the activities of the Partnership will require research, education, communication and a Secretariat function. The Partnership will conduct its activities through the creation of a secretariat. The Secretariat will be commissioned to develop and seek approval for business plans on a three year cycle, with specific implement strategies detailed annually. Upon approval, the

Secretariat will implement the business plan of the Partnership and carry out the administrative duties of the organization. The Secretariat will be staffed sufficiently to respond to the projected needs reflected in the partnerships' three year business and annual workplan.

3.3.2 **Meeting Notes.** A record of decision made at meetings shall be made of all meetings. Meeting notes shall be kept in a minute book provided for that purpose. Meeting notes should reflect:

- appointments of all officers made by the Board
- names of board members present at each meeting or committee meeting of the Board
- all resolutions and proceedings of the meeting of the Board or committee meeting.

Upon approval of the meeting notes, notes will be made available to member councils, stakeholders and the general public via posting on the Partnership's website.

3.3.3 **Business Plan.** The Board shall approve the Partnership of the Manitoba Capital Region Inc.'s business plan prior to November 30th of each year. The plan must describe all major projects to be undertaken in the next three fiscal years and include all predictable requirements for administration or support costs for the upcoming fiscal year. The business plan shall outline the contribution that each partner is to required to make to sustain the business costs associated with the Partnership of the Manitoba Capital Region Inc..

- **Funding.** There are many potential sources of funding for the Partnership of the Manitoba Capital Region Inc., including, but not limited to:

    - Membership fees
    - Regional support - It is anticipated future regional support may be required in the form of staff secondment and/or staff support to develop resources and manage projects, build partnerships for project funding, support information, exchange of ideas and documentation. These requests for regional support will be discussed and negotiated on an as-needed basis.
    - Additional municipal contributions set out and approved in the Partnership's annual business plans.
    - Provincial/federal grants for special projects.
    - Provincial commitment to a portion of operating costs. Although the goal of the Partnership is to be sustainable, it is important to note that there is an expectation that the Province will commit to a negotiated amount that will serve to provide on-going funding of the operating costs of the Partnership.
    - Corporate/private sector partnerships/sponsorships.
    - Fee for services (such as registration fees).
    - Institutional partnerships (such as universities, health authorities, educational agencies, chambers of commerce, etc.).

3.4 Reporting Requirements

3.4.1 Report to Members. The Partnership will report to its members councils at each meeting of the membership, and by way of e-mail updates on a regular basis. Members of the Board of Representatives are expected to update their Council regularly and ensure that the Partnership Secretariat is aware of any requests for information generated by member municipalities.

3.4.2 Report to Province. The Partnership will report to Province by way of an Annual Report, regular meetings and e-mail updates.

3.4.3 Report to the Stakeholders. The Partnership will report to its stakeholders, at least annually, by way of an annual report, and on an on-going basis by the posting of information on the Partnership's website.

4.0 Appendices

Appendix 1	Resolutions from Member Councils
Appendix 2	Articles of Incorporation
Appendix 3	Resolution for Name Change to Partnership of the Manitoba Capital Region Inc.

MANITOBA

The Corporations Act/
Loi sur les corporations
ARTICLES OF INCORPORATION (without share capital)/
STATUTS CONSTITUTIFS (corporations sans capital-actions)

Corporation No. 4239513
Nº de la corporation

Manitoba
The Corporations Act /
Loi sur les corporations
CERTIFICATE / CERTIFICAT
ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE
31 AUG / AOUT 2000
DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, DIRECTION DES CORPORATIONS

1—Name of Corporation / Dénomination sociale

THE MAYORS AND REEVES OF THE CAPITAL REGION INC.

2—The address in full of the registered office (include postal code) /
Adresse complète du bureau enregistré (inclure le code postal)

c/o Michael T. Tracey, Barrister and Attorney-at-Law
137 Scott Street, Winnipeg, Manitoba, R3L 0K9

3—Number (or minimum and maximum number) of directors /
Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum Three (3) Maximum (9)

4—First directors / Premiers administrateurs

Name in full / Nom complet	Address in full (include postal code) / Adresse complète (inclure le code postal)
DAVID OSTER	3550 Main Street, West St. Paul, Manitoba, R4A 5A3
DON FORFAR	General Delivery, Clandeboye, Manitoba, ROC 0P0
PETER DE SMEDT	510 Main Street, Winnipeg, Manitoba, R3B 1B9
ROBERT STEFANIUK	352 Main Street, St. Adolphe, Manitoba, R5A 1B9

5—The undertaking of the corporation is restricted to the following /
Les activités de la corporation se limitent à ce qui suit

The development of a strong Capital Region, enhancing civic leadership therein so as to facilitate a greater awareness of the pertinent issues and concerns and the resolution thereof.

MG 1840 (Rev. 02/90) FORM 2/FORMULE 2

6—Other provisions, if any / Autres dispositions, s'il y a lieu

Membership in the Corporation will be confined to the Mayor of the City of Winnipeg, the Secretary of Intergovernmental Affairs or his designate, and the Mayors and Reeves of the No. 1 Municipalities as defined in the Capital Region.

7—The corporation has no authorized 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. /
La corporation n'a pas de capital autorisé et exercera ses activités sans que ses membres en tirent profit sur le plan pécuniaire; tout bénéfice réalisé par la corporation sera consacré à l'avancement de ses activités.

8—Each first director named herein becomes a member of the corporation upon incorporation. /
Chacun des premiers administrateurs nommés dans les présentes devient membre de la corporation à la constitution de celle-ci.

9—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. /
Lorsque les activités de la corporation sont à caractère social, indiquer l'adresse au complet du lieu où elle les poursuivra.

N/A

10—I have satisfied myself that, 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 confuse or mislead. /
Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société en nom collectif ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11—Incorporators / Fondateurs

Name in full / Nom complet	Address in full (include postal code) / Adresse complète (inclure le code postal)	Signature / Signature
DAVID OSTER	3550 Main Street, West St. Paul Manitoba, R4A 5A3	X
PETER DeSMEDT	510 Main Street, Winnipeg, Manitoba R3B 1B9	X
DON FORFAR	General Delivery, Clandeboye, Manitoba, R0C 0P0	X
ROBERT STEFANIUK	352 Main Street, St.Adolphe, Manitoba R5A 1B9	X

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of three directors is required for incorporation. State the full civic address in paragraphs 2, 4 and 11—a P.O. box number alone is not acceptable. /

`emarque : Si l'un des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Aux fins de la constitution en corporation, il doit y avoir au moins trois administrateurs. Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

RESOLUTIONS OF THE MEMBERS OF
THE MAYORS AND REEVES OF THE CAPITAL REGION INC.
(the "Corporation")

Dated December 1st, 2008

WHEREAS:

A. Section 167(1) of *The Corporations Act* (Manitoba) provides that certain matters contained in the articles of a corporation may be amended by special resolution.

B. Section 1(1) of *The Corporations Act* (Manitoba) defines the term "special resolution" as a resolution passed by a majority of not less than 2/3 of the votes cast by the members who voted in respect of that resolution or signed by all the members entitled to vote on that resolution.

C. Section 171(1) of *The Corporations Act* (Manitoba) requires that articles of amendment in the prescribed form shall be filed with the Director of the Companies Office for the Province of Manitoba upon the adoption of any amendment.

D. Section 167(6) of *The Corporations Act* (Manitoba) requires that articles of amendment shall be filed with the Director of the Companies Office for the Province of Manitoba within six months of the date of the resolution of the members authorizing the amendment.

E. It is considered necessary, expedient, and in the best interests of the Members of the Corporation to approve certain amendments to the Articles of Incorporation of the Corporation (the "Articles").

NOW THEREFORE BE IT RESOLVED THAT:

1. Paragraph 1 of the Articles be amended so as to delete the entire reference to the name of the Corporation being "THE MAYORS AND REEVES OF THE CAPITAL REGION INC." and substituting the following therefor so that the name of the Corporation is changed to:

   PARTNERSHIP OF THE MANITOBA CAPITAL REGION INC.

2. The Chairman of the Corporation be and is hereby directed to immediately execute, affix the corporate seal of the Corporation, deliver and file any and all documents including, without limitation, Articles of Amendment in the Companies Office for the Province of Manitoba, which may be required or desirable in order to complete the amendments to the Articles as contemplated by these Resolutions.

3. All actions heretofore taken by any of the directors and officers of the Corporation and all things done by their authority with respect to the amendments to the Articles as contemplated by these Resolutions are hereby ratified, approved, sanctioned and confirmed.

We, the Members of the above-named Corporation hereby declare that the foregoing resolutions are unanimously adopted and approved as evidenced by our signatures, that the foregoing resolutions shall have the same validity as if adopted by a formal meeting of the Members, and that they be so entered in the Minute Book of the Corporation.