



Canada's Centre for Global Trade  
WINNIPEG, MANITOBA

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## CHAPTER 45

### THE CENTREPORT CANADA ACT

(Assented to October 9, 2008)

WHEREAS Manitoba is centrally located in Canada and North America where east-west and north-south transportation gateways and trade corridors intersect;

AND WHEREAS Manitoba has strategic intermodal transportation assets to move goods domestically and internationally by air, road, rail and sea;

AND WHEREAS it is desirable to designate approximately 20,000 acres of land in the vicinity of the James Armstrong Richardson International Airport for development of a Manitoba inland port to serve as a transportation, trade, manufacturing, distribution, warehousing and logistics centre;

AND WHEREAS the Province of Manitoba, The City of Winnipeg, the Rural Municipality of Rosser, Winnipeg Airports Authority Inc. and business and community leaders are committed to the development of a Manitoba inland port based on a single transportation, infrastructure and land-use plan;

## CHAPITRE 45

### LOI SUR LA SOCIÉTÉ CENTREPORT CANADA

(Date de sanction : 9 octobre 2008)

Attendu :

que le Manitoba est situé au centre du Canada et de l'Amérique du Nord, au croisement des portes d'entrée pour les transports et des corridors commerciaux est-ouest et nord-sud;

que la province dispose, dans le domaine du transport intermodal, d'actifs stratégiques permettant le déplacement de marchandises tant à l'intérieur qu'à l'extérieur du pays par voie aérienne, terrestre, ferroviaire et maritime;

qu'il est opportun de désigner environ 20 000 acres de terrain à proximité de l'Aéroport international James Armstrong Richardson en vue de l'aménagement d'un terminal intermodal devant servir de centre de transport, de commerce, de fabrication, de distribution, d'entreposage et de logistique;

que la province du Manitoba, la ville de Winnipeg, la municipalité rurale de Rosser, l'Administration aéroportuaire de Winnipeg Inc. ainsi que les chefs d'entreprises et de la collectivité se sont engagés à aménager au Manitoba un terminal intermodal axé sur un seul plan de transport, d'infrastructure et d'usage des biens-fonds;

AND WHEREAS it is desirable to create a corporation to lead the development of, investment in and promotion of the inland port;

qu'il est souhaitable de constituer une société afin que celle-ci facilite l'aménagement du terminal, les investissements s'y rapportant et sa promotion,

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Manitoba, enacts as follows:

SA MAJESTÉ, sur l'avis et avec le consentement de l'Assemblée législative du Manitoba, édicte :

### Definitions

**1** The following definitions apply in this Act.

**"board"** means the board of directors of the corporation. (« conseil »)

**"corporation"** means CentrePort Canada Inc. established under subsection 2(1). (« Société »)

**"inland port area"** means the land described in the Schedule. (« zone intermodale »)

**"nominating organization"** means an organization named in section 9. (« organisation parraine »)

**"nominee director"** means a member of the board who was nominated by a nominating organization and appointed under subsection 10(1) or (4), or who was appointed under subsection 10(3) or (5) (failure to nominate). (« administrateur désigné »)

### Définitions

**1** Les définitions qui suivent s'appliquent à la présente loi.

« **administrateur désigné** » Membre du conseil qui a été proposé par une organisation parraine et nommé en conformité avec le paragraphe 10(1) ou (4) ou qui a été nommé en conformité avec le paragraphe 10(3) ou (5). ("nominee director")

« **conseil** » Le conseil d'administration de la Société. ("board")

« **organisation parraine** » Organisation nommée à l'article 9. ("nominating organization")

« **Société** » L'organisme dénommé « CentrePort Canada Inc. » et constitué par le paragraphe 2(1). ("corporation")

« **zone intermodale** » Le bien-fonds décrit à l'annexe. ("inland port area")

## CENTREPORT CANADA INC. ESTABLISHED

## CONSTITUTION DE LA SOCIÉTÉ

### Corporation established

**2(1)** CentrePort Canada Inc. is hereby established as a corporation without share capital, consisting of the directors of the board appointed under sections 6 and 10.

### Constitution

**2(1)** Est constitué à titre de société sans capital-actions l'organisme dénommé « CentrePort Canada Inc. » et composé des administrateurs nommés en conformité avec les articles 6 et 10.

### Corporations Act not applicable

**2(2)** Except as otherwise provided in the regulations, *The Corporations Act* does not apply to the corporation.

### Inapplication de la Loi sur les corporations

**2(2)** Sauf disposition contraire des règlements, la *Loi sur les corporations* ne s'applique pas à la Société.

### Not Crown agent

**2(3)** The corporation is not an agent of the Crown.

### Mandataire

**2(3)** La Société n'est pas mandataire de la Couronne.

## CORPORATION'S MANDATE AND POWERS

### **Mandate of the corporation**

**3** The mandate of the corporation is as follows:

(a) to facilitate the long-term development and operation of the inland port as follows:

(i) by participating in the transportation, infrastructure and land use planning process,

(ii) by coordinating land development and business investment in the inland port area to maximize economic development in keeping with the transportation, infrastructure and land use plan,

(iii) by participating — in cooperation with governments and private sector trade corridor organizations — in identifying and implementing security measures to maximize the safe flow of goods in the inland port and to and from gateways, trade corridors and borders,

(iv) by promoting inland port policies and operations that are environmentally sustainable,

(v) by consulting with community stakeholders and inland port users about development and investment in the inland port area;

(b) to facilitate and encourage investment in the inland port as follows:

(i) by acting as the primary point of contact for potential investors in the inland port area, in order to expedite their investment decisions,

(ii) by attracting new investment and economic development in the inland port area,

## MANDAT ET POUVOIRS DE LA SOCIÉTÉ

### **Mandat de la Société**

**3** La Société a pour mandat :

a) de faciliter l'aménagement et la gestion à long terme du terminal intermodal :

(i) en participant au processus de planification du transport, de l'infrastructure et de l'usage des biens-fonds,

(ii) en coordonnant l'aménagement des biens-fonds et les investissements des entreprises dans la zone intermodale afin de maximiser le développement économique tout en respectant le plan de transport, d'infrastructure et d'usage des biens-fonds,

(iii) en participant, de concert avec les gouvernements et les organisations des corridors commerciaux issues du secteur privé, à la désignation et à la mise en œuvre de mesures de sécurité visant à maximiser la circulation sécuritaire des marchandises dans le terminal et à destination ou en provenance des portes d'entrées, des corridors commerciaux et des frontières,

(iv) en favorisant des politiques et des activités intermodales durables du point de vue de l'environnement,

(v) en consultant les intervenants communautaires et les usagers du terminal sur les travaux d'aménagement et les investissements devant avoir lieu dans la zone intermodale;

b) de faciliter et d'encourager les investissements dans le terminal intermodal :

(i) en agissant à titre de point de contact principal pour ceux qui investiront éventuellement dans la zone intermodale afin de leur permettre de prendre rapidement des décisions en matière d'investissement,

(ii) en favorisant de nouveaux investissements et le développement économique dans la zone intermodale,

(iii) by collaborating with governments in the design of investment incentives;

(c) to promote the inland port as follows:

(i) by marketing the inland port domestically and internationally,

(ii) by participating in organizations formed to develop or promote inland ports, transportation gateways and trade corridors with links to the inland port area.

### **Powers of the corporation**

**4(1)** Subject to this Act, for the purpose of carrying out its mandate, the corporation has the capacity and powers of a natural person and any additional powers prescribed by regulation.

### **General powers**

**4(2)** Subject to any restrictions specified in the regulations, the corporation may

(a) acquire and hold any interest in real or personal property, and sell, mortgage, lease or otherwise deal with or dispose of any interest in real or personal property;

(b) receive, expend, loan and invest money;

(c) borrow money and give security for the repayment of money borrowed; and

(d) exercise any other powers that are necessary to carry out its mandate under this Act.

## **BOARD OF DIRECTORS**

### **Duty of board**

**5(1)** The board is responsible for managing, or supervising the management of, the business and affairs of the corporation in accordance with its mandate.

(iii) en collaborant avec les gouvernements en ce qui a trait à l'établissement de stimulants en matière d'investissement;

c) de promouvoir le terminal intermodal :

(i) en le mettant en valeur à l'échelle nationale et internationale,

(ii) en se joignant à des organisations formées en vue d'aménager ou de promouvoir des terminaux intermodaux ainsi que des portes d'entrée pour les transports et des corridors commerciaux reliés à la zone intermodale.

### **Pouvoirs de la Société**

**4(1)** Sous réserve des autres dispositions de la présente loi, la Société a, pour l'exécution de son mandat, la capacité et les pouvoirs d'une personne physique et les autres pouvoirs réglementaires.

### **Pouvoirs généraux**

**4(2)** Sous réserve des restrictions réglementaires, la Société peut :

a) acquérir et détenir des intérêts dans des biens réels ou personnels et les vendre, les hypothéquer, les donner à bail ou les aliéner de toute autre manière;

b) recevoir, dépenser, prêter et placer de l'argent;

c) emprunter de l'argent et en garantir le remboursement;

d) exercer les autres pouvoirs nécessaires à l'exécution de son mandat.

## **CONSEIL**

### **Fonctions du conseil**

**5(1)** Le conseil gère l'entreprise et les affaires internes de la Société en conformité avec son mandat ou en surveille la gestion.

**Duties of directors**

**5(2)** Each director must

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonable and prudent person should exercise in comparable circumstances.

**Number of directors**

**6** The board is to consist of at least nine and not more than 15 directors, with

- (a) up to 11 directors being nominee directors; and
- (b) up to four additional directors appointed by the board from nominees of the board's governance and nominations committee.

**Board expertise**

**7** To ensure that the board has the necessary skills to carry out the corporation's mandate,

- (a) at least one director must have expertise related to the railway industry; and
- (b) the board must have expertise in international business, and may engage experts as advisers in international business.

**Ineligibility for appointment**

**8** The following persons are not eligible to be appointed as a director:

- (a) an elected official, officer or employee of a municipality that is referred to in *The Capital Region Partnership Act*;
- (b) a member of the Legislative Assembly of Manitoba or of the Senate or House of Commons of Canada;
- (c) an employee of the Government of Manitoba or the Government of Canada or an agency of either of them;
- (d) a person who is under the age of 18 or is an undischarged bankrupt.

**Fonctions des administrateurs**

**5(2)** Les administrateurs agissent :

- a) avec intégrité et de bonne foi dans l'intérêt supérieur de la Société;
- b) avec soin, diligence et compétence, comme le ferait en pareilles circonstances une personne raisonnable et prudente.

**Nombre d'administrateurs**

**6** Le conseil se compose de 9 à 15 administrateurs, au plus 11 d'entre eux étant des administrateurs désignés et un maximum de 4 autres d'entre eux étant nommés par le conseil parmi des personnes proposées par le comité de gouvernance et de nomination.

**Compétences du conseil**

**7** Afin que le conseil soit en mesure d'exécuter le mandat de la Société :

- a) au moins un des administrateurs doit avoir des compétences ayant trait à l'industrie ferroviaire;
- b) il doit posséder des compétences dans le domaine du commerce international et peut engager des spécialistes à titre de conseillers dans ce domaine.

**Personnes inhabiles à être nommées au conseil**

**8** Les personnes suivantes ne peuvent être nommées au conseil :

- a) les représentants élus, les dirigeants et les employés d'une des municipalités mentionnées dans la *Loi sur le partenariat de la région de la capitale*;
- b) les députés à l'Assemblée législative du Manitoba ou à la Chambre des communes et les sénateurs;
- c) les employés du gouvernement du Manitoba ou du Canada ou d'un de ses organismes;
- d) les mineurs et les faillis non libérés.



**Nominating organizations**

**9** Each of the following organizations may nominate one or more persons for the position of a nominee director:

- (a) the Government of Manitoba;
- (b) the Government of Canada;
- (c) The City of Winnipeg;
- (d) the Rural Municipality of Rosser;
- (e) Destination Winnipeg Inc.;
- (f) The Winnipeg Chamber of Commerce;
- (g) The Manitoba Chambers of Commerce;
- (h) the Manitoba Trucking Association;
- (i) Business Council of Manitoba Inc.;
- (j) Winnipeg Airports Authority Inc.;
- (k) the Manitoba Federation of Labour.

**Appointment of first directors**

**10(1)** As soon as practicable after this Act comes into force, the first nominee directors are to be appointed by a committee consisting of one member appointed by each of the following organizations:

- (a) the Government of Manitoba;
- (b) The City of Winnipeg;
- (c) Winnipeg Airports Authority Inc.;
- (d) The Winnipeg Chamber of Commerce;
- (e) Business Council of Manitoba Inc.;
- (f) the Manitoba Federation of Labour;
- (g) the Rural Municipality of Rosser.

**One nominee director per organization**

**10(2)** The committee may appoint only one nominee of each nominating organization.

**Organisations parraines**

**9** Chacune des organisations suivantes peut proposer une ou des personnes au poste d'administrateur désigné :

- a) le gouvernement du Manitoba;
- b) le gouvernement du Canada;
- c) la ville de Winnipeg;
- d) la municipalité rurale de Rosser;
- e) Destination Winnipeg Inc.;
- f) la Winnipeg Chamber of Commerce;
- g) la Manitoba Chamber of Commerce;
- h) la Manitoba Trucking Association;
- i) le Business Council of Manitoba Inc.;
- j) l'Administration aéroportuaire de Winnipeg Inc.;
- k) la Manitoba Federation of Labour.

**Nomination des premiers administrateurs**

**10(1)** Dès que possible après l'entrée en vigueur de la présente loi, les premiers administrateurs désignés sont nommés par un comité composé d'un membre nommé par chacune des organisations suivantes :

- a) le gouvernement du Manitoba;
- b) la ville de Winnipeg;
- c) l'Administration aéroportuaire de Winnipeg Inc.;
- d) la Winnipeg Chamber of Commerce;
- e) le Business Council of Manitoba Inc.;
- f) la Manitoba Federation of Labour;
- g) la municipalité rurale de Rosser.

**Restriction**

**10(2)** Le comité ne peut nommer qu'une seule des personnes proposées par chacune des organisations parraines.

**Failure to nominate**

**10(3)** If within 90 days after this Act comes into force a nominating organization has not submitted to the committee under subsection (1) a nomination acceptable to the committee, the committee may appoint its own nominee to fill the position.

**Vacancy in nominee director position**

**10(4)** When a nominee director's position becomes vacant, the board must

- (a) request the relevant nominating organization to nominate a person to fill the vacancy; and
- (b) upon receipt of a nomination acceptable to the board, appoint the nominee to fill the vacancy.

**Failure to nominate**

**10(5)** If within 90 days after the board makes a request under subsection (4) the nominating organization has not submitted a nomination acceptable to the board, the board may appoint its own nominee to fill the vacancy.

**Board with fewer than nine directors**

**10(6)** Despite section 6 (number of directors), the board may make appointments to fill vacancies on the board in accordance with this Act and the corporation's by-laws even when it has fewer than nine directors.

**Term of office**

**11(1)** A director is to be appointed for a term of no more than three years, and no director may serve more than three successive terms.

**Appointment continues**

**11(2)** A director continues to hold office until he or she is reappointed, the appointment is revoked or a successor is appointed.

**Remuneration of directors**

**12** The directors are to be paid such remuneration and expenses as the board determines by by-law.

**Quorum**

**13** A majority of the directors on the board, or any greater number determined by by-law, constitute a quorum at any meeting of the directors.

**Défaut de nomination**

**10(3)** Si, au plus tard 90 jours après l'entrée en vigueur de la présente loi, une des organisations parraines ne lui a pas proposé une personne qu'il juge acceptable, le comité mentionné au paragraphe (1) peut nommer son propre candidat pour pourvoir au poste.

**Vacance du poste d'un administrateur désigné**

**10(4)** En cas de vacance du poste d'un administrateur désigné, le conseil :

- a) demande à l'organisation parraine compétente de proposer une personne au poste en question;
- b) nomme la personne proposée s'il la juge acceptable.

**Défaut de nomination**

**10(5)** Si, au plus tard 90 jours après la demande visée au paragraphe (4), l'organisation parraine ne lui a pas proposé une personne qu'il juge acceptable, le conseil peut nommer son propre candidat pour pourvoir au poste.

**Nombre d'administrateurs inférieur à neuf**

**10(6)** Par dérogation à l'article 6, le conseil peut, en conformité avec la présente loi et les règlements administratifs de la Société, effectuer des nominations afin de pourvoir aux postes vacants en son sein, même lorsqu'il compte moins de neuf administrateurs.

**Durée du mandat**

**11(1)** Les administrateurs occupent leur poste pour un mandat maximal de trois ans et ne peuvent recevoir plus de trois mandats successifs.

**Maintien en fonction**

**11(2)** Les administrateurs demeurent en fonction jusqu'à ce qu'ils reçoivent un nouveau mandat, que leur nomination soit révoquée ou que leur successeur soit nommé.

**Rémunération**

**12** Les administrateurs reçoivent la rémunération et les indemnités que le conseil fixe par règlement administratif.

**Quorum**

**13** Aux réunions du conseil, le quorum est constitué par la majorité des administrateurs y siégeant ou par le nombre supérieur d'administrateurs fixé par règlement administratif.

**Chair and vice-chair**

**14(1)** The chair of the board and a vice-chair must be elected by the directors of the board from among themselves.

**Function of vice-chair**

**14(2)** The vice-chair has the authority of the chair when the chair is absent or unable to act, or when authorized by the chair.

**By-laws**

**15** The board may make by-laws respecting the conduct and management of the corporation's business and affairs, including, without limitation,

- (a) by-laws establishing a code of ethics and a conflict of interest policy for the corporation's directors, officers and employees; and
- (b) by-laws providing for the indemnification of the corporation's directors and officers in accordance with section 119 of *The Corporations Act*.

**Committees**

**16(1)** The board must establish a governance and nominations committee and an audit committee, and may establish any other committee it considers necessary or advisable.

**Appointing experts as committee members**

**16(2)** The board may appoint to any committee of the board one or more persons who are not directors of the board but have the necessary expertise to assist the committee in performing its functions, and may fix the remuneration for such committee members.

## FINANCIAL AND BUSINESS MATTERS

**Financial records and systems**

**17** The corporation must

- (a) maintain its financial records at a head office in Manitoba; and
- (b) establish financial, management and information systems that will enable it to prepare financial statements in accordance with generally accepted accounting principles.

**Président et vice-président**

**14(1)** Les administrateurs élisent parmi eux le président et le vice président du conseil.

**Fonctions du vice-président**

**14(2)** Le vice-président assume la présidence en cas d'absence ou d'empêchement du président ou sur autorisation de ce dernier.

**Règlements administratifs**

**15** Le conseil peut, par règlement administratif, régir la conduite et la gestion des activités et des affaires internes de la Société et, notamment :

- a) établir à l'intention des administrateurs, des dirigeants et des employés de celle-ci un code d'éthique et des directives en matière de conflits d'intérêts;
- b) prévoir l'indemnisation des administrateurs et des dirigeants de celle-ci en conformité avec l'article 119 de la *Loi sur les corporations*.

**Comités**

**16(1)** Le conseil constitue un comité de gouvernance et de nomination ainsi qu'un comité de vérification et peut constituer les autres comités qu'il estime nécessaires ou utiles.

**Nomination de spécialistes**

**16(2)** Le conseil peut nommer à un de ses comités une ou des personnes qui ne font pas partie des administrateurs mais qui ont les compétences nécessaires pour aider le comité à exercer ses fonctions. Il peut également fixer leur rémunération.

QUESTIONS FINANCIÈRES ET PLAN  
D'ACTIVITÉS**Registres et systèmes financiers**

**17** La Société :

- a) conserve ses registres financiers à son siège social, lequel est situé au Manitoba;
- b) met sur pied des systèmes financiers, de gestion et d'information lui permettant d'établir ses états financiers conformément à des principes comptables généralement reconnus.

**Annual budget**

**18(1)** For each fiscal year, the board must adopt a budget for the year that includes

- (a) all revenue that the corporation anticipates receiving for the year and any accumulated surplus from previous years; and
- (b) all operating expenses that it anticipates incurring for the year and any accumulated deficit from the preceding year.

**Business plan**

**18(2)** For each fiscal year, the board must adopt a business plan that includes the following information:

1. A description of the major activities and objectives of the corporation for that year, including the budget, policies and strategies for achieving those objectives.
2. A description of the corporation's plans for the next five years, including the current and forecast levels of activity in the inland port area, the infrastructure that may be needed, the projects that the board considers to be priorities for the corporation and the timetable for implementing these projects.
3. An estimate of the corporation's long-term development costs of implementing the plans mentioned in item 2, and a description of the business strategies and funding options available to the corporation for the next five years.

**Corporation to become self-sustaining**

**18(3)** The business plan must show the corporation to be financially self-sustaining or describe the corporation's strategy for becoming financially self-sustaining.

**Publication of business plan**

**18(4)** Without delay after its annual business plan is adopted by the board, the corporation must

- (a) provide a copy of the business plan to each nominating organization; and
- (b) make it available to the public.

**Budget annuel**

**18(1)** Le conseil adopte pour chaque exercice un budget indiquant :

- a) l'ensemble des revenus que la Société prévoit pour l'exercice et tout excédent accumulé découlant des exercices précédents;
- b) l'ensemble des frais de fonctionnement qu'elle prévoit pour l'exercice et tout déficit accumulé découlant de l'exercice précédent.

**Plan d'activités**

**18(2)** Le conseil adopte pour chaque exercice un plan d'activités comprenant les renseignements suivants :

1. Une mention des activités et objectifs principaux de la Société pour l'exercice, y compris une indication du budget, des politiques et des stratégies qui lui permettront d'atteindre ces objectifs.
2. Une mention des plans de la Société pour les cinq exercices suivants, y compris une indication des niveaux d'activité actuels et projetés dans la zone intermodale, de l'infrastructure qui peut être nécessaire, des projets que le conseil considère comme prioritaires pour la Société et du calendrier de mise en œuvre de ces projets.
3. Une estimation des frais d'aménagement à long terme que la Société devra engager afin de réaliser les plans mentionnés au point 2 et une mention des stratégies commerciales et des modes de financement qui s'offrent à elle pour les cinq exercices suivants.

**Autonomie financière**

**18(3)** Le plan d'activités montre que la Société est autonome financièrement ou fait état de la stratégie qu'elle entend utiliser pour le devenir.

**Publication du plan d'activités**

**18(4)** Dès l'adoption de son plan d'activités annuel par le conseil, la Société :

- a) en remet un exemplaire à chaque organisation parraine;
- b) le met à la disposition du public.

**Auditor**

**19** The board must appoint an independent auditor to audit the records, accounts and financial transactions of the corporation for each fiscal year.

**Annual report**

**20(1)** Within six months after the end of each fiscal year, the corporation must prepare an annual report on its activities and operations during that fiscal year. The report must include the corporation's audited financial statements for the year.

**Publication of annual report**

**20(2)** Without delay after its annual report is prepared, the corporation must

- (a) provide a copy of the report to each nominating organization; and
- (b) make the report available to the public.

**TRANSPORTATION, INFRASTRUCTURE  
AND LAND USE PLANNING**

**Transportation, infrastructure and land use planning**

**21(1)** The planning authorities responsible for transportation, infrastructure and land use planning within the inland port area must work with the government to develop a comprehensive transportation, infrastructure and land use plan to guide industrial and other development in the inland port area.

**Consultation**

**21(2)** The planning process must involve consultation with the community.

**Continuous airport operation**

**21(3)** The plan must support the 24-hour operation of the James Armstrong Richardson International Airport.

**Vérificateur**

**19** Le conseil nomme un vérificateur indépendant afin qu'il examine les registres, les comptes et les opérations financières de la Société pour chaque exercice.

**Rapport annuel**

**20(1)** Dans les six mois suivant la fin de chaque exercice, la Société établit un rapport annuel portant sur ses activités au cours de cet exercice. Le rapport comprend ses états financiers vérifiés.

**Publication du rapport annuel**

**20(2)** Dès l'établissement de son rapport annuel, la Société :

- a) en remet un exemplaire à chaque organisation parraine;
- b) le met à la disposition du public.

**PLANIFICATION DU TRANSPORT, DE  
L'INFRASTRUCTURE ET DE L'USAGE  
DES BIENS-FONDS**

**Planification du transport, de l'infrastructure et de l'usage des biens-fonds**

**21(1)** Les autorités chargées de l'aménagement du territoire qui sont responsables de la planification du transport, de l'infrastructure et de l'usage des biens-fonds dans la zone intermodale travaillent de concert avec le gouvernement afin d'élaborer un plan détaillé de transport, d'infrastructure et d'usage des biens-fonds permettant d'orienter le développement dans cette zone, notamment dans le domaine industriel.

**Consultation**

**21(2)** La collectivité est consultée au sujet du processus de planification.

**Activités aéroportuaires continues**

**21(3)** Le plan permet le fonctionnement de l'Aéroport international James Armstrong Richardson jour et nuit.

**Consistency of land use plans**

**21(4)** The Minister of Intergovernmental Affairs and the Lieutenant Governor in Council may take any steps under *The City of Winnipeg Charter* and *The Planning Act* they consider necessary to ensure that Plan Winnipeg and any applicable development plan of a planning district or municipality are consistent with the comprehensive plan developed under subsection (1).

**Compatibilité des plans d'usage des biens-fonds**

**21(4)** Le ministre des Affaires intergouvernementales et le lieutenant-gouverneur en conseil peuvent prendre celles des mesures prévues par la *Charte de la ville de Winnipeg* et la *Loi sur l'aménagement du territoire* qu'ils jugent nécessaires pour que le Plan de la ville de Winnipeg et tout plan de mise en valeur applicable d'un district d'aménagement du territoire ou d'une municipalité soient compatibles avec le plan détaillé visé au paragraphe (1).

REGULATIONS

RÈGLEMENTS

**Regulations**

**22** The Lieutenant Governor in Council may make regulations

- (a) amending the Schedule to add land to the inland port area or remove land from it;
- (b) respecting the extent to which *The Corporations Act* applies to the corporation;
- (c) for the purpose of section 4, prescribing additional powers for the corporation or restricting the powers of the corporation.

**Règlements**

**22** Le lieutenant-gouverneur en conseil peut, par règlement :

- a) modifier l'annexe pour ajouter des biens-fonds à la zone intermodale ou en retrancher;
- b) régir la mesure dans laquelle la *Loi sur les corporations* s'applique à la Société;
- c) accorder d'autres pouvoirs à la Société ou restreindre ses pouvoirs pour l'application de l'article 4.

C.C.S.M. REFERENCE  
AND COMING INTO FORCE

CODIFICATION PERMANENTE ET  
ENTRÉE EN VIGUEUR

**C.C.S.M. reference**

**23** This Act may be referred to as chapter C44 of the *Continuing Consolidation of the Statutes of Manitoba*.

**Codification permanente**

**23** La présente loi constitue le chapitre C44 de la *Codification permanente des lois du Manitoba*.

**Coming into force**

**24** This Act comes into force on the day it receives royal assent.

**Entrée en vigueur**

**24** La présente loi entre en vigueur le jour de sa sanction.

**SCHEDULE****INLAND PORT AREA**

Commencing at the NE corner of the Perimeter Highway (PTH 101) and Saskatchewan Avenue (PR 425); thence Northerly and Easterly along the Eastern and Southern boundary of said Perimeter Highway (PTH 101) to the SW corner of said Perimeter Highway (PTH 101) and Route 90 (PTH 7 / Brookside Boulevard); thence Southerly and Southeasterly along the Western and Southwestern boundary of said Route 90 (PTH 7 / Brookside Boulevard / Oak Point Highway / King Edward Street) and continuing Southerly along the Western boundary of King Edward Street to the NW corner of said King Edward Street and Silver Avenue; thence Westerly along the Northern boundary of said Silver Avenue and the Westerly projection of said Silver Avenue to the NE corner of said projection of Silver Avenue and Sturgeon Road; thence Northerly along the Eastern boundary of said Sturgeon Road to the NE corner of said Sturgeon Road and Saskatchewan Avenue (PR 425); thence Westerly along the Northern boundary of said Saskatchewan Avenue (PR 425) to the point of commencement.

**ANNEXE****ZONE INTERMODALE**

À partir de l'angle N.-E. de la route périphérique (R.P.G.C. n° 101) et de l'avenue Saskatchewan (R.P.S. n° 425); de là vers le nord et l'est le long des limites est et sud de la route périphérique jusqu'à l'angle S.-O. de cette route et de la route 90 (R.P.G.C. n° 7/boulevard Brookside); de là vers le sud et le sud-est le long des limites ouest et sud-ouest de la route 90 (R.P.G.C. n° 7/boulevard Brookside/route Oak Point/rue King Edward) puis vers le sud le long de la limite ouest de la rue King Edward jusqu'à l'angle N.-O. de cette rue et de l'avenue Silver; de là vers l'ouest le long de la limite nord de l'avenue Silver et de sa projection vers l'ouest jusqu'à l'angle N.-E. de cette projection et du chemin Sturgeon; de là vers le nord le long de la limite est du chemin Sturgeon jusqu'à l'angle N.-E. de ce chemin et de l'avenue Saskatchewan (R.P.S. n° 425); de là vers l'ouest le long de la limite nord de cette avenue jusqu'au point de départ.

## CENTREPORT CANADA INC.

### BY-LAW NO. 1

#### GENERAL BY-LAW

#### 1. Definitions and Interpretations

##### *Definitions*

1.01 Unless the context requires or specifies otherwise, in this By-law and all other By-laws of the Corporation:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c. C44 and includes any regulations under that Act. In the case of any amendment, any reference in the By-laws of the Corporation shall be read as referring to the amended statute.

“**Board**” means the Board of Directors of the Corporation.

“**By-law**” means any By-law of the Corporation in force and effect from time to time.

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation.

“**Chair**” means the Director appointed by the Board for the time being as its Chairperson;

“**Vice-Chair**” means the Director appointed by the Board for the time being as its Vice-Chairperson;

“**Committee**” means a Committee established by the Act, or appointed by the Board.

“**Corporate Secretary**” means an Employee of the Corporation appointed by the Board to provide administrative and secretarial services to the Board.

“**Corporation**” means CentrePort Canada Inc., established by the Act.

“**Director**” means a member of the Board.

“**Employee**” means a person in the full or part-time employment of the Corporation.

“**Management**” means the CEO and other senior Employees of the Corporation.

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the



Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, the Winnipeg Airports Authority and the Manitoba Federation of Labour.

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

### ***Interpretation***

- 1.02 Any term contained in this or any other By-law which is defined in the Act will have the meaning given to it in the Act.
- 1.03 In this, and any other By-law, and in any amendments, words in the singular include the plural, words in the plural include the singular, words in the masculine gender include the feminine and words in the feminine gender include the masculine.
- 1.04 The headings used in this and any other By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **2. Objects and Powers of the Corporation**

2.01 As provided in Section 3 of the Act, the mandate of the Corporation is as follows:

- (a) To facilitate the long-term development and operation of the inland port as follows:
- By participating in the transportation, infrastructure and land use planning process;
  - By coordinating land development and business investment in the inland port area to maximize economic development in keeping with the transportation, infrastructure and land use plan;
  - By participating – in cooperation with governments and private sector trade corridor organizations – in identifying and implementing security measures to maximize the safe flow of goods in the inland port area and to and from gateways, trade corridors and borders;
  - By promoting inland port policies and operations that are environmentally sustainable; and
  - By consulting with community stakeholders and inland port users about development and investment in the inland port area;
- (b) To facilitate and encourage investment in the inland port as follows:
- By acting as the primary point of contact for potential investors in the inland port area, in order to expedite their investment decisions;

- By attracting new investment and economic development in the inland port area; and
- By collaborating with governments in the design of investment incentives; and

(c) To promote the inland port as follows:

- By marketing the inland port domestically and internationally; and
- By participating in organizations formed to develop or promote inland ports, transportation gateways and trade corridors with links to the inland port area.

### *Duties*

2.02 As provided in Section 4 of the Act, for the purpose of carrying out its mandate, the Corporation has the capacity and powers of a natural person, and any additional powers prescribed by regulation. In addition, subject to any restrictions specified in the regulations, the Corporation may:

- (a) Acquire and hold any real or personal property, and sell, mortgage, lease or otherwise deal with or dispose of any interest in real or personal property;
- (b) Receive, expend, loan and invest money;
- (c) Borrow money and give security for the repayment of money borrowed; and
- (d) Exercise any other powers that are necessary to carry out its mandate under the Act.

2.03 The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all other powers and do all such other acts and things as the Corporation by its Act or otherwise authorized to exercise and do.

2.04 The Board shall be responsible for the management of the Corporation's business and its affairs. The Board shall oversee the conduct of business of the Corporation and supervise Management, which shall be responsible for the day-to-day conduct of business. Although some Directors are nominated by the Nominating Organizations to bring special expertise to the Board, Directors must keep the best interests of the Corporation paramount at all times.

2.05 By-laws for the Board and Committees shall be reviewed annually by the Governance and Nominations Committee. Proposed changes will be submitted to the Board for approval.

### ***Board Relations with Management***

- 2.06 Management shall be responsible for the development of an overall business plan to be presented to the Board. The Board's role shall be to ensure there is a strategic planning process, and then to review, question, validate and ultimately endorse the strategy for the Corporation and monitor its implementation. The Board shall meet every year with Management to review and update the business plan. Management shall report to the Board against the plan at least twice a year.
- 2.07 Board policies and guidelines shall be issued to Management for their adherence. Directors who have questions or concerns on Management performance may direct these to the Chair or to the CEO. Individual Directors must respect the organizational structure of the Corporation. An individual Director has no authority to direct any staff member, other than directions given by the Board, through its Chair or designate, to the CEO.

### ***Outside Advisors for Individual Directors***

- 2.08 Occasionally, a Director may need the services of an advisor to assist with matters involving responsibilities as a Director. A Director who wishes to engage an outside advisor at the expense of the Corporation must obtain the written authorization of the Chair of the Corporation.

### ***Secretarial Services for Directors***

- 2.09 The Corporation will make available secretarial services for the purpose of taking and issuing minutes of meetings, dealing with Corporation correspondence and for making travel arrangements for Directors traveling at the Corporation's expense.

## **3. Head Office**

- 3.01 The head office and financial records of the Corporation shall be at such location in the Province of Manitoba as the Corporation may, by resolution of the Directors, determine from time to time.

## **4. Directors and Officers of the Corporation**

- 4.01 The Act allows for a minimum of nine (9) and up to fifteen (15) Directors. The Governance and Nominations Committee will review the number of Directors annually and make recommendations to the Board with a view to the best interests of the Corporation.
- 4.02 The Board is comprised of up to eleven (11) Directors nominated by the Nominating Organizations and can have up to four (4) Directors appointed by the Board.
- 4.03 The Nominating Organizations must ensure their appointments are consistent with the eligibility criteria set out in the Act and by the Governance and Nominations

Committee of the Board. The Governance and Nominations Committee will review annually the general and specific criteria applicable to candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way which provides the best mix of skills and experience to guide the long-term strategy and ongoing business operations of the Corporation. This review will take into account the desirability of maintaining a balance of skills, experience and background, with appropriate diversity, along with the key common characteristics for effective Board participation. The Act requires that at least one (1) Director must have expertise related to the railway industry and the Board must have expertise in international business. All Directors, including nominee Directors, must act honestly and in good faith with the view to the best interests of the Corporation.

- 4.04 The Chair has the responsibility to ensure that the criteria developed by the Governance and Nominations Committee are communicated to the Nominating Organizations at least three (3) months before the end of the current nominee Director's term. The communication should explain the reason the criteria were developed and encourage the Nominating Organization to consider the needs of the Corporation in their nomination. Nominating Organizations will be asked to put forward the name of only one (1) individual as its nominee.
- 4.05 If a Director vacates his/ her position on the Board of Directors before the end of the term of appointment and was nominated by a Nominating Organization, the Chair of the Board will ensure the criteria developed by the Governance and Nominations Committee is communicated in writing to the Nominating Organization of the vacating Director as soon as possible, and request that the name of a new nominee is advanced in writing within ninety (90) days, as prescribed by the Act. As appropriate, the Chair of the Board and the CEO may advance a name from a list of possible candidates developed by the Governance and Nominations Committee.
- 4.06 Any nominee to fill a Board vacancy, howsoever caused, shall be vetted by the Governance and Nominations Committee, which shall in consultation with the Board Chair, offer its recommendation to the Board of Directors for its decision within ninety (90) days of any such vacancy. If appointed, the new Director's term will begin immediately upon Board approval and shall conclude when the vacating Director's term would have expired.
- 4.07 The Board is responsible for identifying suitable candidates to be recommended for appointment to the Board. The Governance and Nominations Committee has the responsibility of gathering names of potential nominees, screening their qualifications against the current skill and experience needs of the Board and making recommendations to the full Board. All Directors are encouraged to identify and recommend potential candidates. Additional input to the process is provided by the CEO. An invitation to a candidate to stand as a nominee for

election to the Board will normally be made by the Board through the Board Chair.

- 4.08 New Directors will be provided with an orientation and education package including documents from recent Board meetings and information relevant to the business of the Corporation, as well as a copy of all governance related materials including the Act and By-laws. Opportunities will also be provided for meetings and discussions with Management and other Directors. The orientation program for each new Director will be tailored to that Director's needs and areas of interest. The orientation program will be developed in consultation with the Governance and Nominations Committee.
- 4.09 Directors are elected for terms developed in consultation with the Governance and Nominations Committee and approved by the Board.
- 4.10 The Officers of the Corporation shall be:
- (a) A Director designated as the Chair as elected by the Directors from among themselves;
  - (b) A Director designated as the Vice-Chair as elected by the Directors from among themselves;
  - (c) A Director designated as the Chair of the Finance and Audit Committee as recommended by the Chair of the Board and elected by the Directors from among themselves;
  - (d) A Director designated as the Chair of the Governance and Nominations Committee as recommended by the Chair of the Board and elected by the Directors from among themselves;
  - (e) The President and CEO of the Corporation, as employed by the Board; and
  - (f) Such other Officers as may be appointed by resolution of the Directors from time to time.
- 4.11 The term of office for each of the Board Chair and Board Vice-Chair is fixed at two (2) fiscal years, beginning April 1, 2014. The term of office for each of the Chair of the Finance and Audit Committee and Chair of the Governance and Nominations Committee is also fixed at one (1) year. However, the Committee Chairs will retain their positions until new Committee Chairs are appointed, with the Chair of the Finance and Audit Committee retaining his / her position until the end of the audit process.
- 4.12 If the Board Chair or Board Vice-Chair vacate his/ her position before the end of the term of appointment, the Governance and Nominations Committee will vet nominations received from Directors and submit candidate recommendations to

the Board of Directors for its decision in advance of the next scheduled Board meeting.

***Chair***

4.13 The Chair shall:

- (a) Preside at all meetings of the Directors;
- (b) Be entitled to attend any Committee meeting without invitation as a participating, non-voting member; and
- (c) Perform such other duties and exercise such other powers as are assigned to the Chair by the Act, the By-laws and Policies, and by resolution of the Directors from time to time.

***Vice-Chair***

4.14 The Vice-Chair shall:

- (a) As provided in section 14 (2) of the Act, the Vice-Chair has the authority of the Chair when the Chair is absent or unable to act, or when authorized by the Chair;
- (b) In the absence or incapacity of the Chair or if authorized by the Chair, be entitled to attend any Committee meeting without invitation as a participating, non-voting member;
- (c) In the absence of the Chair and CEO, and if authorized by the Chair, represent the Corporation at meetings with external stakeholders or attend other events as identified and deemed appropriate; and
- (d) Perform such other duties and exercise such other powers as are assigned to the Vice-Chair by the Act, the By-laws and Policies or by resolution of the Directors from time to time.

***Directors' and Officers' Liability Indemnification***

4.15 It is the responsibility of Management to ensure that Directors and members of Committees are kept well informed of the principal and changing risks associated with the Corporation's business. It is important that the Board understand and support the key risk decisions of the Corporation, including a comprehension of the appropriate balance between risks and rewards.

4.16 Each Director and each Officer of the Corporation and each former Director and each former Officer of the Corporation and each person who acts and/or has acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and each of such person's heirs and legal representatives, shall be indemnified against all costs, charges and

expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, criminal or administrative action or proceeding to which she or he is made a party by reason of being or having been a Director or Officer of the Corporation or of a body corporate as provided above, if:

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

- 4.17 The Board shall cause funds to be expended by the Corporation for the purchase and maintenance of insurance for the benefit of any person described in section 4.16 against any liability incurred by such person in such capacity.
- 4.18 The level of Directors' and Officers' liability insurance shall be reviewed by the Chair of the Governance and Nominations Committee and the CEO on a regular basis, and at least annually, to ensure the needs and risks of the Directors and Officers are adequately addressed.

#### ***Bonding***

- 4.19 The Corporation may, by resolution of the Directors, require an Officer or Employee to be bonded in any amount that the Corporation may require for accounting for money or goods that come into the hands of or under the control of the Officer or the Employee.

#### ***Independent Counsel***

- 4.20 The Board shall be entitled to retain independent legal counsel, at the cost of the Corporation, as required from time to time, to advise the Board regarding its legal duties and liabilities.

### **5. Meetings**

#### ***Board Meetings and Agendas***

- 5.01 The Chair and the CEO will develop the agenda for each Board meeting. Under normal circumstances, the agenda and the materials will be distributed to Directors not less than four (4) business days before the meeting. All Directors are permitted to suggest additions to the agenda either prior to or at the applicable Board meeting.

#### ***Information for Board Meetings***

- 5.02 Material distributed to the Directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical

issues to be considered. Reports may be presented during Board meetings by Directors, Management or staff, or by individuals invited to present as determined by the Chair and the CEO.

### ***Management at Board Meetings***

5.03 The Board appreciates the value of having members of the Management team attend Board meetings to provide information and opinions to assist the Directors in their deliberations. The Chair and the CEO will determine Management attendees at Board meetings. The Board retains the right to hold in-camera sessions without Management present.

### ***Frequency of Meetings***

5.04 The Board shall meet at least five (5) times per year, unless determined otherwise by vote of the Directors.

5.05 A Director may participate in a meeting of the Board or of a Committee by means such as telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by such means is deemed to be present at the meeting.

5.06 A majority of the Directors in office constitutes a quorum for the transaction of business at a meeting of the Corporation.

5.07 A majority of the members of a Committee of the Corporation constitutes a quorum for the transaction of business at a meeting of a Committee of the Corporation

5.08 Subject to the Act, the powers of the Corporation may be exercised:

(a) By a resolution passed at a meeting of the Directors at which a quorum is present; or

(b) By a resolution in writing signed by all the Directors who would be entitled to vote on that resolution at a meeting of the Directors, in which case the resolution shall be as valid and binding as if it had been passed at a meeting of the Directors duly called and constituted.

### ***Voting***

5.09 Except as otherwise provided in the By-laws and Policies, all matters arising at a meeting of the Directors or of a Committee shall be decided by a majority of votes cast on the question.

5.10 The person chairing a meeting of the Directors or of a Committee shall not vote unless there is an equality of votes, in which case the person chairing the meeting shall cast a vote.



5.11 At the request of a Director, an actual vote count shall be recorded.

***Notice of Meetings***

5.12 Unless there is cause for an emergency meeting as constituted under 5.13, notice of meetings of the Directors or Committees shall be emailed or otherwise delivered to each Director not less than seven (7) business days before the day the meeting is to be held.

5.13 Where in the opinion of the person chairing the meeting, a matter of urgency has arisen and it is not practical to give the notice required under 5.12, a meeting may be called on such notice as the person chairing the meeting considers appropriate which may be provided by telephone, orally, or in such other matter as the person chairing the meeting may determine.

5.14 Any Director, Officer or member of a Committee may, either before or after any meeting, in writing, waive any notice or waive or abridge the time for any notice, required to be given under section 5.12 and such waiver or abridgement shall cure any default in the giving of such notice.

5.15 Provided that a quorum is present, a meeting of the Directors may be held at any time without notice if each absent Director has waived notice or has consented in writing to the meeting being held in his or her absence or each absent Director subsequently ratifies in writing all business transacted at the meeting.

5.16 Five (5) or more Directors may request that the Chair call a meeting if an issue they believe to be of an urgent nature arises. If the Chair does not call a meeting within a reasonable amount of time, the five (5) or more Directors may call a meeting by notifying the Corporate Secretary.

***Omissions and Errors***

5.17 The accidental omission to give any notice to a Director, Officer or member of a Committee, the non-receipt of any notice by any Director, Officer or member of a Committee, or any error contained in such notice not affecting the substance of the notice, shall not invalidate any action taken at any meeting.

**6. Financial Matters**

6.01 The fiscal year of the Corporation shall end March 31 of each calendar year or as set by the Board through resolution.

6.02 In accordance with section 18 (2) of the Act, the Directors must approve an annual business plan for the Corporation. The business plan must include:

- (a) A description of the major activities and objectives of the Corporation for that year, including the budget, policies and strategies for achieving those objectives;

- (b) A description of the Corporation's plans for the next five (5) years, including the current and forecast levels of activity in the inland port area, the projects that the Board considers to be priorities for the Corporation and the timetable for implementing these projects; and
  - (c) An estimate of the Corporation's long-term development costs of implementing its plans and a description of the business strategies and funding options available to the corporation for the next five (5) years.
- 6.03 In accordance with section 18 (3) of the Act, the business plan must describe the Corporation's strategies to become financially self-sustaining.
- 6.04 In accordance with section 18 (4) of the Act, after the annual business plan is adopted by the Board, the Corporation must provide a copy of the business plan to each Nominating Organization and make it available to the public.

### ***Annual Report***

- 6.05 In accordance with section 20 (1) of the Act, within six (6) months after the end of each fiscal year, the Corporation must complete an annual report on its activities and operations during that fiscal year. The report must include the Corporation's audited financial statements for that year. The report must be made available to the Nominating Organizations and the public.

### ***Banking Arrangements***

- 6.06 The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions or other bodies, corporation or organizations as may from time to time be designated by resolution of the Board.

### ***Audit***

- 6.07 In accordance with section 19 of the Act, the Corporation shall engage an independent auditor to audit the records, accounts and financial transactions of the corporation for each fiscal year.
- 6.08 The expenses of the audit referred to in section 6.07 of this By-law shall be paid by the Corporation.

## **7. Execution of Documents**

- 7.01 The Corporation may, by resolution of the Directors from time to time, designate any Officer (s) or Employee (s) to sign cheques, drafts or orders for the payment of money, notes and acceptances and bills of exchange in such a manner as may be determined by resolution.
- 7.02 The Corporation may, by resolution of the Directors from time to time appoint any Officer (s) or Employee (s) to execute - either manually, by facsimile signature, or by electronic signature - and deliver on behalf of the Corporation

contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. All contracts, documents or instruments so signed shall be binding upon the Corporation without any further authorization of formality.

**8. Other Documents**

8.01 The Board may adopt by resolution from time to time and may from time to time amend, alter or repeal by resolution such other policies, guidelines, protocols, or terms of reference as it shall consider appropriate including, without limitation, a Guideline for Committees, a Communications Protocol and Terms of Reference for the Board, for Directors, for the Governance and Nominations Committee and for the Finance and Audit Committee.

**9. Distribution of Assets and Dissolution**

9.01 In the event of dissolution or winding up of the Corporation, all remaining assets, after payment of liabilities shall be distributed to the Province of Manitoba or alternatively to a successor organization to the Corporation acceptable to the Province of Manitoba.

**10. Enactment and Amendment of By-laws**

10.01 Subject to section 10.02 of this By-law, and any other By-law of the Corporation, or any part or parts thereof, may be repealed, amended, altered or added to by By-law enacted by a two-thirds majority vote of Directors.

10.02 Any By-law, and amendment or alteration of or addition to a By-law, shall be consistent with the Act.

ENACTED this 15<sup>th</sup> day of June, 2015.

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Chair  
Board of Directors

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Chair  
Governance and Nominations Committee



Canada's Centre for Global Trade  
WINNIPEG, MANITOBA

## CENTREPORT CANADA INC.

### BY-LAW NO. 2

### CODE OF ETHICS

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act, C.C.S.M. c.C44* and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organizations**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour;

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

## **2. Applicability**

- 2.01 This Code of Ethics applies to Directors and to Officers and to all members of Committees who are not Directors, Officers or Employees. This Code of Ethics also applies to Employees. The phrase “Directors, Officers and Employees” when used in this Code of Ethics By-law includes each person to whom this Code of Ethics applies, including all members of Committees who are not Directors, Officers or Employees.
- 2.02 Members of Committees who are not Directors, Officers or Employees shall also sign a Confidentiality Covenant prior to their appointment, which shall incorporate their commitment to be bound by this By-law No. 2 (Code of Ethics).

## **3. Introduction**

- 3.01 The Corporation is a corporation entrusted with public and private sector funds and must apply the utmost care to ensure honesty, integrity and transparency in all its business dealings. It is vital that individual actions and behaviours stand up to public scrutiny and that the reputation of this Corporation is not jeopardized.
- 3.02 As representatives of the Corporation, the conduct of Directors, Officers and Employees will determine how others view the Corporation. Special measures must be taken to avoid situations where personal interests could conflict with the interests of the Corporation.
- 3.03 This Code of Ethics outlines the high standard of behaviour that the Corporation commits to on behalf of its Directors, Officers, and Employees.

Every Director, Officer and Employee is expected to be familiar with the Corporation’s Code of Ethics and acknowledge in writing that they have reviewed and understand the Code. Prior to accepting an appointment as a Director, Officer or Employee, and annually thereafter, each such person shall provide to the Corporation a *Disclosure Statement and Undertaking* in the attached Form A, undertaking to conform to and be bound by this Code of Ethics. Management is responsible to ensure all Employees have reviewed and signed the *Disclosure Statement and Undertaking*. The Governance and Nominations Committee is responsible to ensure that all Directors and Officers have reviewed and signed the *Disclosure Statement and Undertaking*.

- 3.04 Each Director, Officer or Employee is responsible for his/her individual actions. Directors, Officers and Employees must often rely on a sense of good judgement. In the event that an Employee is uncertain on how to proceed in a given situation, the Employee should seek counsel from his or her supervisor. In the case of a Director or Officer, the Chair of the Board should be consulted.
- 3.05 The Code of Ethics is meant to ensure that Directors, Officers and Employees discharge their duties and responsibilities and arrange their private affairs to bear the

closest public scrutiny. It is intended as an overall guiding principle and set of values, and may be supported by other, in-depth policies of the Corporation.

#### **4. Confidentiality**

- 4.01 Directors, Officers and Employees must at all times maintain the confidentiality of data, information and records that are the property or in the custody of the Corporation. In the course of his or her duties with the Corporation, a Director, Officer or Employee will have access to and be entrusted with confidential information, the disclosure of which could be highly detrimental to the business of the Corporation and its best interests and could impair, damage or destroy the goodwill of the Corporation.
- 4.02 An Employee will be required to complete a “Confidentiality Oath” upon the commencement of employment or office with the Corporation, or as otherwise requested by the Corporation. Similarly, a Director or Officer may also be required to take a similar oath upon assumption of office.

##### ***Information Used for Personal Advantage***

- 4.03 Directors, Officers or Employees will not use information obtained as a result of his or her duties with the Corporation for personal gain or as the basis for advice to others, unless such information has been made generally available to the public.
- 4.04 Material inside information must not be disclosed to anyone, except persons within the Corporation whose positions require them to know it, unless it has been publicly released. Directors, Officers or Employees must not purchase or sell assets, the value of which might be affected by the Corporation’s actions or plans, when he or she has knowledge of material inside information which has not been disclosed to the public.

#### **5. Safeguarding the Corporation’s Assets**

- 5.01 This section 5 is mainly applicable to Employees, but does not relieve Directors and Officers from similar responsibilities should the circumstance be applicable.
- 5.02 The Corporation relies on all Employees to safeguard the assets of the Corporation that are under their care, custody or control.

##### ***Cash and Other Funds***

- 5.03 Safeguarding cash and other funds includes:
- The proper use and protection of cash, cheques and other negotiable instruments;
  - Ensuring that all invoices, expense vouchers, etc. are accurate;
  - Ensuring that all transactions are charged to the appropriate accounts; and

- Ensuring that credit cards, purchasing cards, and calling cards are used only as prescribed.

### ***Integrity of Records and Accounting Practices***

- 5.04 Honest and accurate recording and reporting of information is critical to making responsible business decisions. All financial books, records and accounts must completely and accurately reflect transactions and events, and conform both to generally accepted accounting principles and to the Corporation's internal controls.

### ***Physical Property***

- 5.05 Employees are required to protect the Corporation's physical property from loss, damage, theft, vandalism, sabotage or unauthorized use or disposal, whether at work, off-site, or at home. Physical property includes, but is not necessarily limited to, the Corporation's office, vehicles, office equipment and furniture.

### ***Computer and Network Security***

- 5.06 Computers and computer networks are an essential feature of our workplace. All Employees are expected to protect the Corporation's computer systems and associated software from the various threats to their security, such as accidental or deliberate destruction of data and equipment; interruption of service; disclosure of confidential information; and theft and corruption.
- 5.07 When accessing the Internet and when using electronic mail through the Corporation's resources, Employees must be aware that such access is as a representative of the Corporation and they are required to conduct themselves accordingly. Use of the Internet or electronic mail for any improper or illegal purpose is strictly prohibited.
- 5.08 Unauthorized copying of software may be a violation of software licensing agreements and copyright laws. Employees are required to be familiar with licence agreements and to comply with all terms and conditions thereof.

### ***Information Protection and Access***

- 5.09 Information is an important asset to the success of the Corporation and it is vital to ensure that it is handled correctly. The Corporation has established standards for database security and has assigned responsibility to ensure that information is handled with respect for privacy and confidentiality.
- 5.10 It is particularly important to safeguard the information contained in the Corporation's databases with regard to third parties. Employees must protect all information to which they have access against inappropriate and unauthorized access by others. Records are handled, filed, retained and disposed in accordance with the policies on records retention and disposal.

## **6. Work Environment**

### ***Internal Communications***

6.01 The Corporation believes in honest and open communications. It has established an organizational structure that supports and facilitates communication regarding business and work related issues. It has also fostered an environment whereby concerns and issues can be addressed outside of the formal organizational structure.

### ***Respectful Workplace***

6.02 A work environment that encourages trust and respect is one of the basic doctrines of good business practices. Such an environment enables each employee to build and cultivate more meaningful, richer relationships with fellow employees, customers, suppliers and other stakeholders. Directors, Officers and Employees are required to support the spirit and intent of employment equity and human rights legislation and respect each other's individual rights.

### ***Health and Safety***

6.03 The Corporation is committed to the safety of its Employees and expects each Director, Officer and Employee to play a role in maintaining a safe and secure work environment.

### ***Alcohol, Drugs and Other Substances***

6.04 The Corporation does not tolerate the use of illegal drugs in the workplace. It is also the policy of the Corporation to prohibit the performance of duties when the Employee is adversely affected by alcohol or the abuse of any other substance.

6.05 The Corporation recognizes that alcoholism and drug addiction are illnesses and provides assistance through a referral to the Addictions Foundation of Manitoba for therapy and treatment.

### ***Workplace Violence***

6.06 All Employees have the right to work in an environment that is free from violence and threats. The Corporation will not tolerate acts of physical, verbal or written aggression by one Director, Officer or Employee against another, or against any other person while performing his/her duties either on or off the Corporation's premises.

### ***Discrimination and Harassment***

6.07 Any form of harassment or discriminatory practice by a Director, Officer or Employee is strictly prohibited.

- a) Discrimination is the differential treatment of an individual on the basis of that individual's actual or presumed association with the characteristics of a class or group of persons, rather than on the basis of the individual's personal merit. Discrimination may result in unequal treatment of people in similar circumstances. The Manitoba Human Rights Code prohibits discrimination on



a number of grounds including ancestry, nationality, ethnic background, religion, age, sex, sexual orientation, marital or family status, source of income, political beliefs, and/or disability.

- b) Harassment is any behaviour that demeans, humiliates, or embarrasses a person, and that a reasonable person should have known would be abusive, objectionable, or unwelcome. It includes actions such as touching or pushing; comments such as jokes or name-calling; or displays such as posters or cartoons. Harassment may be a single incident or a course of actions over time.
- c) Sexual harassment is abusive, objectionable or unwelcome conduct, as described above, made on the basis of gender, or any sexual solicitation or advance that is unwelcome, and that the person making the solicitation or advance knows or ought reasonably to have known that the advance is unwelcome. The unwanted behaviour may be either physical or verbal.

#### ***Involvement in a Legal Matter***

6.08 Employees must inform their supervisor if they are charged with an offence or otherwise subject to a court or administrative process if the involvement has the potential to affect their ability or qualifications to perform their job. Directors and Officers should advise the Board in similar situations.

#### ***Professional Standards***

6.09 Employees holding professional credentials must comply with all relevant professional standards and rules of conduct when practicing their profession in the service of the Corporation.

### **7. Official Announcements**

7.01 No official announcement of a corporate or policy nature involving the Corporation will be made unless in accordance with the Corporation's Communications Protocol.

### **8. General Public Comments**

8.01 Directors, Officers and Employees should avoid entering into public political debate regarding the Corporation's policies. Particular caution is to be exercised when a Director, Officer or Employee makes any public comment under circumstances where his or her position could be seen to lend credibility to the opinion expressed.

### **9. Other Employment or Remuneration**

9.01 Subject to the Corporation's policy regarding outside employment by full-time Employees of the Corporation or the terms of any employment contract entered into by the Employee and the Corporation, Employees may engage in remunerative employment with another employer, carry on a business, or receive remuneration

from public funds for work or activity outside of their position with the Corporation provided that:

- It does not interfere with the performance of their duties as an Employee;
- It does not represent a conflict of interest;
- It is not performed in such a way as to appear to be an official act or to represent the Corporation; and
- It does not involve the use of the Corporation's premises, equipment, supplies, information or time.

9.02 As it relates to the Conflict of Interest By-law of the Corporation, an Employee shall be required to disclose any outside professional activities for which remuneration is earned on a regular basis, not less than annually.

## **10. Gifts and Entertainment**

10.01 Exchanging business promotional items/entertainment with customers and suppliers is a common part of doing business. Due diligence and responsibility must be exercised to ensure that neither the recipient nor the donor is in a compromising or embarrassing position.

10.02 Modest gifts, favours and entertainment are permitted, provided they meet the following test:

- They are not intended to be and are neither in a form or a value which may be considered a bribe or other improper payment;
- There is absolutely no potential for the supplier to conclude that supplying or receiving any items creates an obligation for the Corporation or any of its Directors, Officers or Employees;
- The value of entertainment should be no greater than what is appropriate in the circumstances;
- Such matters are of general and accepted business practice; and
- They are lawful and in accordance with ethical practice and standards.

## **11. Speaking Engagements**

11.01 Employees who accept speaking engagements for which honorariums are paid must endorse and pay over the honorarium to the Corporation in those cases where both the following criteria are present:

- The clientele are the same as those that the Employee would normally serve in the carrying out of his or her duties with the Corporation; and
- The subject matter is similar to that dealt with in the carrying out of his or her duties.

## **12. Membership on External Boards or Committees**

12.01 Employees who accept a position on an external board or committee for which honorariums are paid must endorse and pay over the honorarium to the Corporation if the following criteria are present:

- The Employee has been invited to sit as a representative of the Corporation; and
- The Employee is being compensated either directly or indirectly by the Corporation while attending to the business of the external board or committee.

## **13. Partisan Politics**

13.01 Partisan politics at the local, provincial or federal levels are not to be introduced into the workplace.

13.02 If an Employee proposes to become a candidate in a provincial or federal election, he or she may apply to the CEO for a leave of absence without pay and the application will be accepted. The terms and conditions of such leave of absence are to be decided upon by the CEO.

13.03 A Director, Officer or Employee who wishes to speak or write on behalf of a candidate or a political party in any election or by-election, may do so provided he or she does not reveal any information or matter concerning the Corporation or any information procured by virtue of his or her employment or position.

13.04 A Director who publicly declares his/her intent to seek any nomination for or election to public office at the municipal (including school board), provincial or federal level, shall be deemed to have concurrently resigned and vacated his/her membership and/or any position on the Board of Directors of the Corporation without any further step(s) or notification required. Upon any such occurrence, the Governance and Nomination Committee shall promptly take such steps as may be authorized in the Corporation's By-laws and Policies to fill any such vacancy having so occurred.

## **14. Working Relationships**

14.01 Individuals who are direct relatives or who share the same household shall not be employed by the Corporation in situations where:

- A reporting relationship exists where the supervisor has influence, input, or decision-making power over an employee's performance evaluation, salary, potential for promotion, conditions of work, and similar matters; or
- The relationship affords the opportunity for collusion between the two employees which could have a detrimental effect on the Corporation.

## **15. Conflict Of Interest**

- 15.01 A Director, Officer or Employee is expected to comply with the terms and conditions of the Corporation's Conflict of Interest By-law and to avoid and refrain from any involvement in, or situations of, conflict of interest. Directors, Officers and Employees must also avoid even the perception of conflict of interest.
- 15.02 The Corporation depends on the individual to exercise integrity and due diligence in the assessment of their personal conflicts of interest, if any. At least annually, it will be necessary to obtain assurance, in writing, that no conflicts of interest or other breaches of this Code of Ethics exist. Directors, Officers and Employees will be asked to make periodic disclosures of any conflicts of interest in accordance with the Corporation's Conflict of Interest By-law.

## **16. Compliance with the Code of Ethics**

### ***Individual Responsibilities***

- 16.01 Each and every Director, Officer and Employee is personally responsible for knowing, understanding, and complying with this Code of Ethics, and the related policies and procedures. Individual responsibility does not mean, however, that troublesome ethical or legal questions are to be faced alone. Employees can approach supervisors or Management for assistance. Similarly, Directors and Officers may approach the Chair of the Board, or in his or her absence or unavailability, the Vice-Chair.
- 16.02 Employees are also responsible to report violations of this Code of Ethics. In doing so, reporting relationships should be respected whenever possible. If an Employee is not comfortable reporting a violation to a supervisor, they should contact the manager responsible for Human Resources.

### ***Management Responsibilities***

- 16.03 Management has a higher obligation in that they are responsible for the Employee's awareness and compliance with this Code. This means that Management is responsible for:
- Ensuring that all Employees have a copy of this Code and have access to the Corporation's policies and procedures and any other procedural manual they may need;
  - Creating and maintaining a work environment that encourages ethical behaviours;
  - Fostering an environment of open communication in which problems may be raised and discussed without fear of reprisal; and
  - Ensuring that violations reported to them are addressed and/or passed on appropriately.

***Non-Compliance by an Employee***

16.04 As stated previously, all Employees are personally responsible for their actions. Disciplinary action up to and including termination may be taken should an Employee:

- Wilfully violate the Corporation’s policy or the spirit and intent of what it represents or disregards proper procedures;
- Ask others to violate the Corporation’s policy;
- Deliberately fail to report a violation or withhold relevant information concerning a violation;
- Make a false accusation against another Employee; and
- Take retribution against an Employee who reports a policy violation.

16.05 As in any disciplinary situation, all of the individual circumstances will be taken into consideration, including the nature, seriousness and result of the violation as well as the previous record of employment.

***Non-Compliance by a Director or Officer***

16.06 All Directors and Officers are personally responsible for their actions. An Officer who is not a Director and fails to comply with this Code of Ethics and/or for conduct unbecoming of an Officer may face disciplinary action up to and including removal from office in accordance with the By-laws of the Corporation. If the offence of a Director who fails to comply with this Code of Ethics is of a sufficiently serious nature to cause embarrassment to the Corporation, the Chair of the Board, upon resolution of the Board, may revoke the appointment.

As in any disciplinary situation, all of the individual circumstances will be taken into consideration, including the nature, seriousness and result of the violation as well as the previous record of office.

ENACTED this 15<sup>th</sup> day of June, 2015.

\_\_\_\_\_  
Chair  
Board of Directors

\_\_\_\_\_  
Chair  
Governance and Nominations Committee

**CENTREPORT CANADA INC.**

**DISCLOSURE STATEMENT AND UNDERTAKING FOR PROSPECTIVE OR EXISTING DIRECTORS, OFFICERS AND EMPLOYEES OF CENTREPORT CANADA INC.**

(collectively sometimes referred to in this Form A as “Employee”)

Dated \_\_\_\_\_, 20\_\_\_\_\_.

TO: CENTREPORT CANADA INC.; and

\_\_\_\_\_  
[Nominating Organization, if applicable]

I, \_\_\_\_\_ being a prospective or existing director, officer, employee of CentrePort Canada Inc. (the “Corporation”) state and declare that:

1. I have read and understand the Code of Ethics By-law No. 2 and the Conflict of Interest By-law No. 3 of the Corporation, and hereby undertake to conform to and be bound by such By-laws.

\_\_\_\_\_  
[Signature]

\_\_\_\_\_  
[Date]

\_\_\_\_\_  
[Print name]

## CENTREPORT CANADA INC.

### BY-LAW NO. 3

#### CONFLICT OF INTEREST

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Interested Party**” has the meaning set out in section 3 of this By-law;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

#### 2. Purpose

2.01 The purpose of this By-law is to provide clear standards of conduct with the intention of avoiding the actual or perceived use of a position with the Corporation for private benefit.

### **3. Applicability**

- 3.01 This By-law applies to Directors, Officers and Employees, and to all members of Committees who are not Directors, Officers or Employees. Each person to whom this By-law applies is sometimes referred to in this By-law as an Interested Party.
- 3.02 Members of Committees who are not Directors, Officers or Employees shall also sign a Confidentiality Covenant prior to their appointment, which shall incorporate their commitment to be bound by this By-law No. 3 (Conflict of Interest).

### **4. By-law Statement**

- 4.01 The Corporation recognizes the importance of developing and preserving public confidence in the Corporation and its activities. The Corporation supports the active engagement of Interested Parties in their communities. However, the Corporation believes that actual or apparent conflicts of interest must be avoided.
- 4.02 Whether or not specifically prohibited by this By-law, Interested Parties should avoid acting in any manner which might result in or create the appearance of using office for private gain. Interested Parties must refrain from conduct that compromises or may be perceived to compromise their ability to carry out their duties in an impartial manner. In the case of potential or perceived conflicts of interest, the public may not distinguish between their role in relation to the Corporation and their role in outside activities.
- 4.03 This By-law is supplementary to and does not diminish the effect of any legislation to which Interested Parties may be subject.

### **5. Duties**

- 5.01 Interested Parties shall not:
- Engage directly or indirectly in any personal business transaction or private arrangement for personal profit which arises from their position with the Corporation or from confidential information which they gain by reason of their position with the Corporation;
  - Divulge confidential information to any unauthorized person;
  - Act in any official matter where they have a personal interest which is incompatible with an unbiased exercise of official judgement;
  - Have any personal business or financial activities which conflict with their official duties and responsibilities; and
  - Place themselves in a position where they are under obligation to any person or organization that might benefit from improper consideration or favour on their part or seek in any way to gain improper treatment from them in the discharge of their official duties.



- 5.02 Prior to accepting an appointment with the Corporation, and annually thereafter, each Interested Party shall provide to the Corporation, a Conflict of Interest Declaration, in the form attached to this By-law, as the same may be amended from time to time by the Board.
- 5.03 Officers and Employees and members of Committees who are not Directors shall disclose any actual or foreseeable potential conflicts of interest to the CEO. Directors and the CEO shall disclose any actual or foreseeable potential conflict of interests to the Chair of the Governance and Nominations Committee. The Chair of the Governance and Nominations Committee shall disclose any actual or foreseeable potential conflict of interests to the Chair of the Board. Disclosures must be in writing, and should be marked “Confidential”.
- 5.04 It is the obligation of Interested Parties to seek and obtain clarification in any circumstances where they are uncertain as to whether a disclosure is required by this By-law.
- 5.05 Interested Parties should regularly re-assess whether any changes in private or professional circumstances might necessitate a disclosure under this By-law.
- 5.06 Officers, Employees and members of Committees who are not Directors are obligated to report any activity which they believe represents a real or apparent conflict of interest contrary to this By-law to the CEO. Directors and the CEO are obligated to report to the Chair of the Governance and Nominations Committee (in the case of the Chair of the Governance and Nominations Committee, he or she shall report to the Chair of the Board) any activity which they believe represents a real or apparent conflict of interest contrary to this By-law.
- 5.07 Interested Parties shall declare a conflict and recuse themselves from any meetings where matters related to the conflict are discussed or decided upon.

## **6. Disclosure of Interest Director Contract**

- 6.01 A Director or Officer of the Corporation who:
  - (a) Is a party to a material contract or proposed material contract with the Corporation; or
  - (b) Is a Director or an Officer of or has a material interest in any person who is a party to the material contract or proposed material contract with the Corporation;shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest.
- 6.02 The disclosure required by section 6.01 shall be made, in the case of the Director,
  - (a) At the meeting at which a proposed contract is first considered; or

- (b) If the Director was not then interested in the proposed contract, at the first meeting after he or she become so interested; or
  - (c) If a person who is interested in the contract later becomes a Director, at the first meeting after he or she becomes a Director.
- 6.03 The disclosure required by section 6.01 shall be made, in the case of an Officer who is not a Director,
  - (a) Forthwith after he or she becomes aware that the contract or proposed contract is to be considered or has been considered at a meeting of Directors; or
  - (b) If the Officer becomes interested after a contract is made, forthwith after he or she became so interested; or
  - (c) If a person who is interested in the contract later becomes an Officer, forthwith after he or she becomes an Officer.
- 6.04 If a material contract or proposed material contract is one that, in the ordinary course of the Corporation's business, would not require approval by the Directors, a Director or Officer shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of his or her interest forthwith after the Director or Officer becomes aware of the contract or proposed contract.
- 6.05 A Director referred to in section 6.01 may vote on any resolution to approve the contract if the contract is:
  - (a) An arrangement by way of security for money lent to or obligations undertaken by him or her for the benefit of the Corporation or an affiliate; or
  - (b) A contract relating primarily to his or her remuneration as a Director, Officer, Employee or Agent of the Corporation or an affiliate;
  - (c) A contract for indemnity or insurance under section 4 of By-law No. 1 of the Corporation;
  - (d) A contract with an affiliate; or
  - (e) Other than the contract referred to in clauses (a) to (d);

but, in the case of the contract as described in clause (e), the resolution shall not be valid unless it is approved by not less than two-thirds (2/3) of the votes of all the Board of Directors of the Corporation to whom notice of the nature and extent of the Director's interest in the contract or transaction are declared and disclosed in reasonable detail.

- 6.06 For the purposes of this section, a general notice to the Directors by a Director or Officer, declaring that he or she is a Director or Officer of or has material interest in the person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract so made.
- 6.07 The material contract between the Corporation and one or more of its Directors or Officers, or between a corporation and another person of which a Director or Officer of the Corporation is a Director or Officer or in which he or she has material interest, is neither void nor voidable by reason only of that relationship or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of Directors or Committee of Directors that authorize the contract, if the Director or Officer disclosed to an interest in accordance with subsections 6.02, 6.03, 6.04 and 6.06, as the case may be, and the contract was approved by the Directors and it was reasonable imperative Corporation at the time it was approved.

**7. Administration**

- 7.01 This By-law shall be administered by the Chair of the Governance and Nominations Committee in the case of the Directors and by the CEO in the case of Officers, Employees and members of Committees who are not Directors.

**8. Review Date**

- 8.01 This By-law shall be reviewed annually by the Governance and Nominations Committee of the Board.

ENACTED this 15<sup>th</sup> day of June, 2015.

\_\_\_\_\_  
Chair  
Board of Directors

\_\_\_\_\_  
Chair  
Governance and Nominations Committee





Canada's Centre for Global Trade  
WINNIPEG, MANITOBA

## CENTREPORT CANADA INC.

### BY-LAW NO. 4

## BOARD GOVERNING PRINCIPLES

### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board; and

“**Management**” means the CEO and other senior Employees of the Corporation.

### 2. Corporate Governance, Accountability and Responsibility

2.01 The Corporation is committed to meeting the highest standards of corporate governance, accountability and responsibility.

### 3. Governing Principles

3.01 The Board has adopted the following fundamental Governing Principles intended to guide the actions of the Board and Management:

- Engage in conduct and decision-making that is motivated by keeping the mandate and the best interests of the Corporation in mind;
- Act with the highest standards of integrity, honesty and fairness;
- Cultivate an innovative, entrepreneurial and knowledgeable corporate culture;
- Always strive for organizational and operational excellence; and
- Ensure transparency in reporting corporate finances and business transactions to stakeholders and the public.

- 3.02 These Governing Principles are subject to continued future refinement and changes as the Board may find necessary or advisable. Any Director may recommend to the Governance and Nominations Committee changes to these Governing Principles. The evaluation of such recommendation is to be dealt with in accordance with the Governance and Nominations Committee mandate.
- 3.03 Any lapses in compliance with these governing principles must be reported, investigated and addressed promptly.

ENACTED this 10<sup>th</sup> day of September, 2012.

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Chair  
Board of Directors

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Chair  
Governance and Nominations Committee



Canada's Centre for Global Trade  
WINNIPEG, MANITOBA

## CENTREPORT CANADA INC.

### BY-LAW NO. 5

#### REMUNERATION OF DIRECTORS AND OFFICERS

##### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this By-law and all other By-laws of the Corporation:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c. C44 and includes any regulations under that Act. In the case of any amendment, any reference in the By-laws of the Corporation shall be read as referring to the amended statute.

“**Board**” means the Board of Directors of the Corporation.

“**By-law**” means any By-law of the Corporation in force and effect from time to time.

“**Chair**” means the Director appointed by the Board for the time being as its Chairperson.

“**Committee**” means a Committee established by the Act, or created by the Board.

“**Corporation**” means CentrePort Canada Inc., established by the Act.

“**Director**” means a member of the Board.

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

“**Vice-Chair**” means the Director appointed by the Board for the time being as its Vice- Chairperson.

##### 2. Remuneration

2.01 Each Director shall be entitled to receive from the Corporation for serving as a Director the sum of six thousand (\$6,000) dollars per year, payable in equal monthly installments. If a Director serves as a Director for only part of year, he or she shall be entitled to receive a prorated amount based on the number of months in the year actually served, commencing on the day he or she is appointed by the Board of Directors.

- 2.02 The Chair of the Board shall be entitled to receive from the Corporation for serving as Chair, in addition to the remuneration paid to Directors as provided in section 2.01, an additional amount of twelve thousand (\$12,000) dollars per year, payable in equal monthly installments. If the Chair serves as the Chair for only part of year, he or she shall be entitled to receive a prorated amount based on the number of months in the year actually served, commencing on the day he or she is appointed by the Board of Directors.
- 2.03 The Vice-Chair of the Board shall be entitled to receive from the Corporation for serving as Vice-Chair, in addition to the remuneration paid to Directors as provided in section 2.01, an additional amount of six thousand (\$6,000) dollars per year, payable in equal monthly installments. If the Vice-Chair serves as the Vice-Chair for only part of year, he or she shall be entitled to receive a prorated amount based on the number of months in the year actually served, commencing on the day he or she is appointed by the Board of Directors.
- 2.04 Committee Chairs of the Board shall be entitled to receive from the Corporation for serving as Committee Chairs, in addition to the remuneration paid to Directors as provided in section 2.01, an additional amount of three thousand (\$3,000) dollars per year, payable in equal monthly installments. If a Committee Chair serves as a Committee Chair for only part of year, he or she shall be entitled to receive a prorated amount based on the number of months in the year actually served, commencing on the day he or she is appointed by the Board of Directors. If the Board Chair or Vice-Chair also serves as a Committee Chair, he or she will only receive remuneration for the position of Board Chair or Board Vice-Chair.
- 2.05 Payment of the remuneration referred to in sections 2.01 to 2.04 shall:
- (a) Be the only remuneration paid by the Corporation to Directors or to Officers who are not employees of the Corporation; and
  - (b) Include remuneration for attendance at any Board or Committee meeting or at any meeting attended on behalf of the Corporation, as requested by the Board Chair.
- 2.06 Members of Committees shall not be entitled to be remunerated by the Corporation for acting as such.

### **3. Expenses**

- 3.01 Directors, Officers and members of Committees, including Chairs of Committees, who are not employees of the Corporation, shall be entitled to reimbursement of their expenses to the extent and in the manner provided in CentrePort Canada's Travel / Expense Guidelines approved by the Board from time to time.



**4. Annual Review**

4.01 This By-law shall be reviewed annually by the Board prior to the Corporation's financial year-end.

ENACTED this 15<sup>th</sup> day of June, 2015.

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Chair  
Board of Directors

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Chair  
Governance and Nominations Committee

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 1

#### BOARD TERMS OF REFERENCE

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour.

#### 2. Purpose

2.01 The primary responsibility of the Board is to foster the long-term success of the Corporation, consistent with the Act, the By-laws and Policies, and the Directors’

fiduciary<sup>1</sup> obligations. In exercising its responsibilities, the Board has three (3) primary roles: (i) to safeguard the property and assets of the Corporation for the benefit of Manitoba; (ii) to supervise Management as described herein; and (iii) to superintend the long-term strategic direction of the Corporation.

2.02 Management, under the direction of the CEO, is responsible for the day-to-day conduct of business of the Corporation. The Board has the responsibility to oversee the conduct of the business of the Corporation and to supervise Management. In supervising the conduct of the business, the Board, through the CEO, will set the standards of conduct for the Corporation with the goal of ensuring the success of its operations. In performing its functions, the Board also considers the legitimate interests which others, such as Employees, suppliers, customers and communities, have in the Corporation.

### **3. Procedures and Organization**

3.01 The Board operates by delegating to management certain authorities, including spending authorizations; and by reserving certain powers for itself. The current signing authorizations are outlined elsewhere.

3.02 The Board retains the responsibility for managing its own affairs including:

- Selecting the Chair;
- Appointing Directors to the Board;
- Providing guidance to the Nominating Organizations regarding the criteria they should consider in making their nominations to the Board;
- Constituting Committees; and
- Determining Director compensation.

3.03 Subject to the Act and the Corporation's By-laws and Policies, the Board may constitute, seek the advice of, and delegate, powers, duties and responsibilities to Committees.

### **4. Duties and Responsibilities**

#### ***Selection of Management***

4.01 The Board has the responsibility:

- To appoint and replace the CEO, to monitor the CEO's performance, to approve the CEO's compensation and to provide advice and counsel to the CEO in the execution of the CEO's duties; and
- To ensure that plans are made for Management succession and development.

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<sup>1</sup> Without being legally precise, a fiduciary duty is duty to act for the benefit of another, like a trustee.

### ***Monitoring and Acting***

4.02 The Board has the responsibility:

- To monitor the Corporation's progress towards its goals, and, through Management, to revise and alter its direction in light of changing circumstances;
- To approve any financing;
- To direct Management to identify the principal risks of the Corporation's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks; and
- To direct Management to ensure that systems are in place for maintaining the integrity of and implementing the Corporation's internal financial control and management information systems.

### ***Strategy Determination***

4.03 The Board has the responsibility:

- To review, with Management, the mission of the Corporation, its objectives and goals, and the strategies by which it proposes to reach those goals; and
- To review progress in achieving the goals established in the business plans.

### ***Policies and Procedures***

4.04 The Board has the responsibility:

- To approve and monitor the annual budget and business plan as referenced in section 18 of the Act;
- To approve and monitor compliance with all major policies and procedures which govern the Corporation's operations;
- To review Board policies from time to time; and
- To direct Management to implement systems designed to ensure that the Corporation operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

### ***Compliance Reporting and Corporate Communications***

4.05 The Board has the responsibility:

- To ensure that the financial performance of the Corporation is adequately and promptly reported to the public, security holders and regulators;
- To ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;
- To ensure timely reporting of any other developments that have a significant and material effect on the performance of the Corporation and as required under the Act;

- To report annually to the public and the Nominating Organizations on the Board's stewardship for the preceding year; and
- To ensure that the Corporation has in place a policy to enable the Corporation to communicate effectively with its Nominating Organizations, Employees, any partners and the communities it serves.

## **5. General Legal Obligations of the Board of Directors**

- 5.01 The Corporation is a without share capital corporation incorporated under the Act. There is no share capital and thus there are no shareholders, but instead there are *members*. In the case of the Corporation, the *members* and the Directors are the same people.
- 5.02 Legal duties are imposed on Directors. The basic legal duties are not set out in the Act; they are imposed at common law.
- 5.03 Directors are under a fiduciary duty to the Corporation to carry out the duties of their office. This duty requires that each Director must act:
- Honestly and in good faith;
  - In the best interests of the Corporation; and
  - With the care, diligence, and skill of a reasonably prudent person.
- 5.04 Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law, as well as under the withholding provisions of taxation law.



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WINNIPEG, MANITOBA

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 2

#### TERMS OF REFERENCE FOR DIRECTORS

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour.

#### 2. Goals and Objectives

2.01 As a member of the Board, each Director will:

- Fulfill the legal requirements and obligations of a Director, which includes a comprehensive understanding of the statutory and fiduciary roles;

- Consider the interests of the constituencies the Corporation serves, ensuring that the best interests of the Corporation are paramount; and
  - Participate in the review and approval of Corporation policies and strategy and in monitoring their implementation.
- 2.02 The Board recognizes that a Director appointed by a Nominating Organization will be expected to communicate regularly with his or her Nominating Organization on matters related to the Corporation. The Board acknowledges that these communications may take place, provided that such Directors do not breach their fiduciary obligation of confidentiality with respect to matters which the Corporation considers to be confidential. For this purpose, confidential information shall include all commercially, politically or time-sensitive matters and all employment-related matters. If a Director is uncertain as to whether the Corporation considers any particular matter to be confidential, such Director shall first consult with either the Chair or the CEO with respect to the particular matter.

### 3. **Duties and Responsibilities**

#### ***Board Activity***

- 3.01 As a member of the Board, each Director will:
- Exercise good judgment and act with integrity;
  - Use his or her ability, experience and influence constructively;
  - Be available as a resource to Management and the Board;
  - Respect confidentiality;
  - Advise the Chair or the CEO before introducing significant and previously unknown information at a Board meeting so that the Chair and CEO can ensure the Board is equipped with whatever is required for a well informed discussion of the new matter;
  - Understand the difference between governing and managing, and not encroach on Management's area of responsibility;
  - Identify potential conflict areas – real or perceived – and ensure that they are appropriately reviewed;
  - Review *The Lobbying Act* (Canada) and self-identify if there is ever a need to register, notify staff when lobbying (according to *The Lobbying Act*) will be undertaken on behalf of the Corporation, and provide necessary filing details to staff related to the lobbying activities within five (5) business days;
  - As necessary and appropriate, communicate with the Chair and with the CEO between meetings;

- Demonstrate a willingness and availability for individual consultation with the Chair or CEO; and
- Evaluate the performance of the Board Chair, the CEO and the Corporation.

### ***Preparation and Attendance***

3.02 To enhance the effectiveness of Board and Committee meetings, each Director will:

- Prepare for each Board and Committee meeting by reading the reports and background materials provided for the meeting;
- Maintain an excellent Board and Committee meeting attendance record<sup>1</sup>; and
- Acquire adequate information necessary for decision making.

3.03 Each Director is encouraged to attend special events, such as announcements by the Corporation.

### ***Communication***

3.04 Communication is fundamental to Board effectiveness and therefore each Director will:

- Participate fully and frankly in the deliberations and discussions of the Board;
- Encourage free and open discussion of the affairs of the Corporation by the Board;
- Ask probing questions, in an appropriate manner and at proper times; and
- Focus enquiries on issues related to strategy, policy, implementation and results, rather than issues relating to the day-to-day management of the Corporation.

### ***Independence***

3.05 Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each Director will:

- Be a positive force with a demonstrated interest in the long-term success of the Corporation; and
- Speak and act independently at Board meetings. All public speaking shall be in accordance with the Communications Protocol.

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<sup>1</sup> The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create considerable concern for the Board.



### ***Board Interaction***

3.06 As a member of the Board, each Director should establish an effective, independent and respected presence and a collegial relationship with other Directors.

### ***Committee Work***

3.07 In order to assist Board Committees in being effective and productive each Director will:

- Be willing to participate on Committees and become knowledgeable about the purpose and goals of the Committee; and
- Understand the process of Committee work, and the role of Management and staff supporting the Committee.

### ***Business, Authority and Industry Knowledge***

3.08 Recognizing that decisions can only be made by well-informed Directors, each Director will:

- Become generally knowledgeable of the business of the Corporation and its industry;
- Develop an understanding of the unique role of the Corporation within the community;
- Maintain an understanding of the regulatory, legislative, business, labour, social and political environments within which the Corporation operates;
- Become acquainted with the senior managers of the Corporation;
- Remain knowledgeable about the Corporation's facilities and visit them when appropriate; and
- Be an effective ambassador and representative of the Corporation.



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## CENTREPORT CANADA INC.

### BOARD POLICY NO. 3

#### JOB DESCRIPTION FOR THE PRESIDENT AND CEO

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Corporation**” means CentrePort Canada Inc. established by the Act;

“**Director**” means a member of the Board;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour.

#### 2. Purpose

2.01 The purpose of this document is to specify the authority and responsibilities of the CEO.

### **3. Authority**

3.01 The CEO is conferred full authority, scope and executive powers by the Board and is responsible for the administration of the day-to-day operations of the Corporation under the Act and the By-laws and Policies. Without limiting the generality of the foregoing, the CEO has the authority:

- To be the Board's representative in supporting and enforcing policies and the governance environment established by the Board; and
- Is empowered to delegate authority, but not accountability, to other members of Management.

3.02 The authority of the CEO carries with it the obligation of being accountable to the Board for the privilege of exercising his or her authority.

### **4. Responsibility**

4.01 The CEO is responsible for the following matters and things:

- Directing the short- and long-range objectives, policies, budgets and operating plans for the Corporation;
- Taking all required and necessary legal and ethical means in the management of the Corporation's performance;
- Annually reviewing and renewing the budget and business plans under the direction of the Board and ensuring that the Corporation achieves its strategic objectives;
- Ensuring responsible development of the budget and ongoing monitoring of finances;
- Reporting any significant financial variances or financial risks to the Board;
- Ensuring the Board is well informed about risks and opportunities;
- Ensuring the Corporation's operational activities are in conformity with sound, prudent management practices;
- The overall administration and management of the Corporation's business affairs consistent with the Board delegation of its authority;
- Providing leadership and direction to the Management team and appointing, mentoring, motivating and evaluating the performance of the Management team;
- Maintaining open, honest and effective communications with the Board Chair, the Board, Management and Employees;
- Fostering a positive industry climate;

- Representing the Corporation as the official spokesperson, or appointing a designate spokesperson, within the context of the Communications Protocol;
- Reporting to the Board on a regular basis on the performance of the Corporation;
- Ensuring that the organization functions as a socially responsible corporate citizen; and
- Primary interaction with Nominating Organizations.

4.02 In the course of her or his duties, the CEO will be in regular and frequent discussions and, from time to time, negotiations, with the different levels of government who are Nominating Organizations. In this regard, it will be important for the CEO to keep each nominee Director of a government Nominating Organization informed of material issues affecting his or her government Nominating Organization on a timely basis.

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 4

#### JOB DESCRIPTION FOR THE BOARD CHAIR

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour.

#### 2. Purpose

2.01 The purpose of this document is to specify the role of the Chair of the Board.

### 3. **Role**

3.01 It is the role of the Chair of the Board to provide leadership for the Board and to manage the Board's business between meetings, in accordance with the Act and the By-laws and Policies, paying particular attention to the Board's basic responsibilities.

3.02 The Chair's responsibilities include the following matters and things:

- Presiding over all meetings of the Board;
- Initiating and conducting the Annual Performance Evaluation of the CEO for consideration of the Board, based on performance standards and benchmarks established by the Governance and Nominations Committee;
- In consultation with the CEO, liaising with the various constituencies in the community on behalf of the Corporation;
- In consultation with the CEO, meeting from time to time with representatives of all three levels of Government;
- In consultation with the Governance and Nominations Committee, assess the appropriateness of reappointments to the Board;
- Ensuring that the Board is properly informed on matters of substance;
- Ensuring that each Director has full opportunity to participate in the activities of the Board;
- Chairing the Executive Committee of the Board, serving as a member of any other such Committees and Task Forces to which he or she may be appointed, and be entitled to attend any Committee meeting without invitation as a participating, non-voting member as he or she may consider necessary or desirable;
- Ensuring that the criteria developed by the Governance and Nominations Committee for Director nominations are communicated to the Nominating Organizations at least ninety (90) days before the end of the current nominee Director's term, and as soon as possible in the case of a Director who vacates their position on the Board before the end of their term;
- Making recommendations on an annual basis to the Board regarding Board Committee Chairs and membership;
- Acting as official spokesperson for the Board; and
- Acting as the Board's liaison with the CEO.

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 5

#### GUIDELINES FOR COMMITTEES

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Chair**” means the Director appointed by the Board for the time being as its Chairperson;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

#### 2. Committee Terms of Reference

2.01 Each Committee will review its own terms of reference annually and any changes will be submitted to the Governance and Nomination Committee for review and recommendation to the Board.

### **3. Non-Director Committee Members**

3.01 Individuals who are not Directors but who have specific skill sets necessary or desirable for a Committee may be appointed to a Committee upon recommendation to the Board by the Chair of the Board and the Chair of the Committee, provided that in no case should the number of members on any Committee who are not Directors equal or exceed the number of members on such Committee who are Directors.

### **4. Committee Meetings**

#### ***Frequency***

4.01 A Committee, with the exception of the Executive Committee, will meet at least twice each year or more frequently as specified in such Committee's mandate. The Executive Committee will meet as required, as per the Executive Committee Terms of Reference.

#### ***Recommendations to the Board***

4.02 Each Committee will make periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board will take into consideration, but will not be bound by, a Committee's recommendations.

#### ***Committee Meeting Notice***

4.03 Written notice of each Committee meeting must be sent to each Committee member at least seven (7) days before the meeting by mail, email account of record, courier or any method of transmitting legibly recorded messages. Under normal circumstances, the agenda and the materials will be distributed to Committee members not less than four (4) business days before the meeting.

4.04 A Committee member may in writing waive or reduce the period of notice convening a meeting before or within thirty (30) days after the meeting. If all Committee members are present, they may by unanimous vote waive notice or abridge the term for notice. An entry in the minutes will be sufficient evidence of such a waiver or abridgment.

4.05 The Board Chair and the CEO will be given notice of each Committee meeting. The Board Chair shall Chair an Executive Committee, and may attend any other Committee meeting without invitation as a participating, non-voting member. The CEO and/or designate may attend all Committee meetings. Committees of the Board retain the right to hold in-camera sessions without Management present.

#### ***Committee Meeting Participation***

4.06 A Committee member may participate in a Committee meeting by means of such telephone, web conferencing or other communication facilities that permit all persons participating in the meeting to hear each other, and a member



participating in the meeting by any such means is deemed to be present at the meeting.

### ***Quorum***

4.07 A quorum for the transaction of business at a Committee meeting will be a majority of the members present in person or by permitted communication facilities. Questions arising at a meeting will be determined by a majority of votes of the members present, and in case of an equality of votes the resolution will fail. Voting by proxy is not permitted.

### ***Committee Meeting Minutes***

4.08 The Corporate Secretary will ensure that the minutes of each Committee meeting are prepared and given in a timely fashion to each Committee member, to each other Director, and to the CEO. Each Committee Chair will review the draft minutes before they are circulated.

### ***Staff Attendance at Committee Meetings***

4.09 A Committee may invite such Directors or, in consultation with the CEO, such Employees as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the Committee.

## **5. Corporation Staff Support**

5.01 Each Committee Chair will advise the CEO when the Committee wishes to use staff of the Corporation as Committee support. It will be the responsibility of the CEO or designate to assign staff for Committee assistance.

## **6. Permanent Committees of the Board**

6.01 The following committees will be considered permanent Committees of the Board:

- Governance and Nominations Committee;
- Finance and Audit Committee; and
- Executive Committee.

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 6

#### GOVERNANCE AND NOMINATIONS COMMITTEE

#### TERMS OF REFERENCE

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Chair**” means the Director appointed by the Board for the time being as its Chairperson;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour;

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

**2. Role**

2.01 The role of the Governance and Nominations Committee is as follows:

- (a) To develop systems and procedures that will assist the Board in effectively meeting its responsibilities;
- (b) With respect to human resource advisory functions:
  - (i) In consultation with the CEO and the Board, establish objectives, performance standards and benchmarks to evaluate the performance of the CEO;
  - (ii) To ensure adequate performance evaluation, succession planning and leadership development exist for the CEO and other Management;
  - (iii) To use its best efforts to maintain, at all times, a fair and equitable compensation system for services rendered by Employees, consulting with the Finance and Audit Committee on financial items;
  - (iv) Review and recommend for approval to the Board, after consulting with the Finance and Audit Committee on financial items, overall human resource, compensation and benefits philosophies and policies;
  - (v) Work with the CEO and Finance and Audit Committee to ensure all Employee contracts and renewal of contracts are consistent with the Corporation’s Business Plan and budget; and
  - (vi) Review as required and jointly recommend with the Finance and Audit Committee for the Board’s approval, any bonus pay plans for the Corporation.
- (c) To identify and, subject to the Act and in consultation with the Board Chair, make recommendations to the Board regarding the appointment of Directors in accordance with section 4 of By-law No. 1 (General By-law) of the Corporation; and similarly make recommendations to the Board regarding the nomination of Officers who are not Employees of the Corporation, in accordance with section 6 hereof;
- (d) To make recommendations to the Board in respect of the Corporation’s corporate governance system and processes, as provided in section 7 hereof;
- (e) To review from time to time and/or make recommendations to the Board regarding the need for any new Committee or task force of the Board, or the existence of or the terms of reference or mandate for any existing Committee or task force;
- (f) To review from time to time and/or make recommendations to the Board Chair regarding the membership (including the Chair) of any Committee or task force; and

- (g) To review on an annual basis the By-laws and Policies and/or make recommendations to the Board regarding amendments to any By-laws and Policies.

**3. Composition of the Committee and Chair**

3.01 The Governance and Nominations Committee will be composed of no less than three (3) members of the Board, including the Board Chair. Members of the Committee will be appointed on an annual basis, as recommended by the Board Chair.

**4. Role of the Chair of the Committee**

4.01 The Chair of the Governance and Nominations Committee shall:

- Review and approve the agenda for each meeting of the Governance and Nominations Committee and, as appropriate, consult with members of Management;
- Preside over meetings of the Governance and Nominations Committee;
- Report to the Board on the activities of the Governance and Nominations Committee relative to its recommendations, resolutions, actions and concerns;
- Review, together with the CEO, the level of Directors' and Officers' liability insurance as provided in section 4.18 of By-law No. 1 (General By-law); and
- Annually review the performance of the Chair of the Board, with input from members of the Board.

**5. Meetings**

5.01 Meetings of the Committee will be conducted in accordance with the requirements set out in section 5 of the General By-law No. 1 of the Corporation.

5.02 The Committee shall meet a minimum of two (2) times per year and additionally as required to meet the requirements of the mandate. Meetings shall be at the call of the Chair of the Committee. The Chair will also call a meeting at the request of the Board Chair or any two (2) members of the Committee.

**6. Election of Officers**

6.01 The Committee will request nominations from Directors and will then recommend to the Board, no later than the applicable March meeting of the Board, candidates for the position of Chair and Vice-Chair of the Board for the ensuing two-year terms.

6.02 If the Board Chair and/or Vice-Chair vacate their position before the end of their term, the Committee will request and vet nominations from Directors and will then

recommend candidates for the vacant position (s) in advance of the next scheduled Board meeting.

## **7. Corporate Governance Function**

7.01 The Governance and Nominations Committee will be responsible for making recommendations to the Board in respect of the Corporation's corporate governance system, with specific attention to the following areas:

- Board Calendar of Events;
- Processes for monitoring the development and implementation of the Corporation's Business Plan;
- Review and recommend the Annual Report to the Board;
- Convening special meetings and planning sessions with respect to governance matters as required;
- Orientation information for new members/Directors Handbook;
- Board remuneration;
- Director education;
- Effectiveness of the Board and Directors; and
- Ensuring compliance with the Act with respect to corporate policies, By-laws and Policies, and public disclosure statements or documents.

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 7

#### FINANCE AND AUDIT COMMITTEE

#### TERMS OF REFERENCE

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**CFO**” means the Chief Financial Officer or the individual contracted to provide accounting services for the time being of the Corporation;

“**Chair**” means the Director appointed by the Board for the time being as its Chairperson;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Management**” means the CEO, CFO and other senior Employees of the Corporation;

#### 2. Role

2.01 The Board of Directors will appoint a Finance and Audit Committee to assist with its oversight responsibilities. The Finance and Audit Committee’s primary responsibilities are to:

- Review the annual financial statements in order to make a recommendation to the Board;
- Monitor the adequacy and effectiveness of internal controls;
- Monitor the independence and performance of the external auditors and the internal auditing function and make an annual recommendation to the Board for the appointment of auditors;

- Consider the principal financial risks and ascertain that policies and programs are in place to control exposure; and
  - Review other legal, regulatory and ethical requirements related to the audit.
- 2.01 The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. If necessary, it may engage, at the Corporation's expense, independent counsel and other advisors to assist the Committee.
- 2.02 The Finance and Audit Committee will review and recommend for the Board's approval the financial aspects of human resource items, including those related to: Employee compensation systems; overall compensation and benefit policies; contracts (new and renewed); and bonus pay plans.

### **3. Composition of the Committee**

- 3.01 The Committee shall be comprised of a minimum of three (3) and a maximum of six (6) Directors. All members of the Committee shall be financially literate, being defined as able to read and understand a set of financial statements comparable in complexity to the Corporation's financial statements. Time will be set aside during the year to allow for the continuing education of all Committee members with respect to relevant business issues, new accounting issues and other legislative changes that can impact the financial reporting and risk factors affecting the Corporation.

### **4. Meetings**

- 4.01 Meetings will be conducted in accordance with the requirements set out in section 5 of By-law No. 1 (General By-law) of the Corporation.
- 4.02 The Committee will meet a minimum of four (4) times per year and additionally as required to meet the requirements of the mandate. Meetings will be at the call of the Chair. The Chair will also call a meeting at the request of the auditor or any two (2) members of the Committee.
- 4.03 The Committee will meet at least annually in-camera as a Committee and separately with the auditor, the CEO and the CFO to discuss any matters that the Committee or any of these individuals believe should be discussed, including any difficulties or restrictions experienced by the auditors or any significant differences of opinion between the auditor and Management and whether or not they were resolved.

### **5. Review Procedures**

- 5.01 Review with Management and the auditors the annual financial statements of the Corporation, including (if applicable) Management's Discussion and Analysis disclosures to gain reasonable assurance that the financial statements present fairly, in accordance with generally accepted accounting principles or

International Financial Reporting Standards, if adopted, in all material respects the financial position, results of operations and cash flows of the Corporation for the year. The review should include a discussion regarding the acceptability, degree of conservatism and quality of the underlying accounting policies used as well as the key estimates and judgments;

- 5.02 Review the auditors' annual audit plan and general approach to ensure the scope of the audit is appropriate. Obtain assurance from the auditor that the audit was conducted in a manner consistent with generally accepted auditing standards;
- 5.03 Review annually, in consultation with Management and the auditors, the Corporation's financial reporting processes and related internal controls. Discuss significant financial risk exposures and the steps Management has taken to monitor, control and report such exposures. Review significant findings prepared by the auditors together with Management's responses. Make necessary recommendations to the Board regarding the management of identified risks;
- 5.04 Review the Corporation's quarterly financial results; and
- 5.05 Assess clarity, relevance, reliability and comparability of the financial reports presented to the Board.

## **6. External Auditor**

- 6.01 The Finance and Audit Committee shall review and assess the independence and performance of the auditors and annually recommend to the Board the appointment of the auditors or approve any discharge of auditors when circumstances warrant;
- 6.02 The Committee shall approve audit fees and any non-audit services to be performed by the auditor; and
- 6.03 The Finance and Audit Committee shall annually review and discuss with the auditor the policies and procedures followed to ensure auditor independence.

## **7. Other Responsibilities**

- 7.01 The Chair of the Finance and Audit Committee shall review the expense reports of the CEO, Board Chair, and Board Directors.
- 7.02 The Board Chair shall review the expense reports of the Chair of the Finance and Audit Committee.





Canada's Centre for Global Trade  
WINNIPEG, MANITOBA

## CENTREPORT CANADA INC.

### BOARD POLICY NO. 8

## COMMUNICATIONS PROTOCOL

### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Management**” means the CEO and other senior Employees of the Corporation;

### 2. Communication Protocol Objective

2.01 It is a function of the Board to set communications protocol. This Protocol is not intended to act as an arbitrary restraint on communications, but rather to provide the Corporation with a clear, standardized mechanism for the delivery of external corporate and strategic communications. It is important that the Corporation establish communication protocols that best support the organization.

### 3. Governing Principles

3.01 All communication activity relating to the Corporation’s activities should be:

- Open;
- Transparent;
- Honest;
- Fair;

- Timely;
- Compliant; and
- Relevant to the audience.

#### **4. Communications Protocol**

4.01 To the extent practical in any given situation, the Corporation's communications processes should include the following:

- Identify spokesperson(s);
- Gather the who, what, where, when and why of the situation;
- Confirm the facts and prepare backgrounder information;
- Craft press releases;
- Notify the Corporation's Board and staff, if appropriate and timely to do so;
- Notify other important stakeholders;
- Communicate with the media;
- Keep a media file of coverage and issue a regular report to the Board - media monitoring/clipping service may be required;
- Update media as a situation develops;
- Follow up as needed;
- Pursue opportunities for both paid and earned media;
- Develop marketing and communications campaigns and materials;
- Submit an annual marketing and communications plan to the Board for review and approval; and
- Evaluate and refine the communications process.

#### **5. Establishing Formal Media Contacts**

5.01 It is advantageous to establish designated a media spokesperson (s) to ensure consistency of messaging as well as developing a relationship with the media. The Board considers it a function of the CEO or appointed designate to act as the official spokesperson (s) for the Corporation. Contact information shall be made available on the Corporation's website.

#### **6. External Communications (Press Release, Website, Other Materials)**

6.01 The development and preparation of corporate communications shall be a function of Management. This includes strategic materials such as the website,

news releases, corporate brochures, advertisements and other marketing materials as required. Final approval of corporate communications rests with the CEO.

**7. External Communications (Public, Community, Stakeholders)**

- 7.01 As stated above, the CEO or appointed designate shall act as the official spokesperson (s) for the Corporation. However, it is expected that from time to time questions from the public may be directed to the Board rather than to Management. It is important that Directors inform the CEO of such communications so that proper action and accurate responses can be made by the appropriate representative of the Corporation.
- 7.02 The Board may be asked to assist with communications or a Director may be approached directly to speak publicly about the Corporation. In all instances, Directors are asked to advise the CEO of the request. The CEO is responsible for ensuring that communications activities are properly coordinated and that Directors, where applicable, are provided with the appropriate communications assistance.
- 7.03 In circumstances where it is appropriate for the Board rather than the CEO to communicate on behalf of the Corporation, such communications shall be through the Chair of the Board or his or her designate and not individual Directors.

**8. Communications Administrative Function**

- 8.01 The CEO may designate, appoint or contract a person (or entity) to support the administrative functions relative to the execution of the Corporation's Communication Protocol.



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## CENTREPORT CANADA INC.

### BOARD POLICY NO. 9

#### EXECUTIVE COMMITTEE

#### TERMS OF REFERENCE

#### 1. Definitions

1.01 Unless the context requires or specifies otherwise, in this document the following terms shall have the following meaning:

“**Act**” means *The CentrePort Canada Act*, C.C.S.M. c.C44 and includes any regulations under the Act, as amended from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**By-law**” means any By-law of the Corporation in force and effect from time to time;

“**CEO**” means the President and Chief Executive Officer for the time being of the Corporation;

“**Committee**” means a Committee established by the Act, or created by the Board;

“**Corporation**” means CentrePort Canada Inc., established by the Act;

“**Director**” means a member of the Board;

“**Employee**” means a person in the full or part-time employment of the Corporation;

“**Management**” means the CEO and other senior Employees of the Corporation;

“**Nominating Organization**” means the following organizations set out in the Act who are entitled to nominate one director for appointment to the Board: the Government of Canada, the Government of Manitoba, the City of Winnipeg, the Rural Municipality of Rosser, Economic Development Winnipeg, the Winnipeg Chamber of Commerce, the Manitoba Chambers of Commerce, the Manitoba Trucking Association, the Business Council of Manitoba, Winnipeg Airports Authority and the Manitoba Federation of Labour;

“**Officer**” means an Officer for the time being of the Corporation appointed by the Board.

**2. Role**

2.01 The role of the Executive Committee shall be as follows:

- (a) To provide direction and advice on issues identified by the Board Chair, or President & CEO during the intervals between Board meetings, subject to any limitations as may be set by the Board of Directors;
- (b) To consider information and recommendations shared by the Board Chair, or President & CEO and if applicable, exercise the full powers and duties of the Board in situations that require timely direction or decisions and it is not practical to convene a meeting of the Board of Directors, subject to any limitations as may be set by the Board of Directors; and
- (c) To exercise any duties or responsibilities that may be delegated to the Committee by resolution of the Board of Directors.

2.02 Any actions exercised on behalf of the Board of Directors that utilize the powers of the full Board must be disclosed to the Board at the next regular meeting. Any such actions exercised on behalf of the Board must be consistent with the policies, resolutions, directions and actions previously taken or authorized by the Board, and must always be in the best interests of the Corporation.

**3. Composition of the Committee and Chair**

3.01 The Executive Committee shall be chaired by the Board Chair, and will consist of the Board Chair, Board Vice-Chair, Chair of the Governance and Nominations Committee and Chair of the Finance and Audit Committee. The President and CEO will serve as a non-voting member.

**4. Meetings**

4.01 The Chair of the Executive Committee shall at his/her discretion, and in such circumstances as she/he may determine, convene a meeting of the Executive Committee which may take place as a conference call, electronic exchange, or an in-person meeting.