



Resolution of the MCSW Board, provisionally approving amendment to the By-law:

WHEREAS section 61(1) of *The Social Work Profession Act* provides that the board may make by-laws respecting the governance and management of the College;

AND WHEREAS the Board wishes to amend and restate Amended and Restated By-Law No.1 of the Manitoba College of Social Workers (the "**By-law**"), to clarify the rights and responsibilities of the directors, officers and members of the College, and to otherwise incorporate principles of good corporate governance;

NOW THEREFORE BE IT RESOLVED THAT:

1. subject to approval by an affirmative majority vote of the members of the College who vote on the question, the By-law is hereby amended and restated, in substantially the form of the amended and restated By-law presented to the board, effective as of this date;
2. the board of the College is authorized and directed to place the amended and restated By-law in the minute book of the College;
3. the board shall notify members, students and social work corporations of the proposed amendment to the By-law within 45 days of provisional approval of the amendment;
4. the amendment to the By-Law shall be submitted to the members of the College for confirmation at the next annual general meeting of the College; and
5. any one officer or director of the College is hereby authorized and directed to do all such acts and things and to execute and deliver such other instruments, agreements, certificates, declarations, documents, undertakings, powers of attorney and other writings as, in that person's opinion, may be necessary or desirable, either under the corporate seal of the College or otherwise, for the purposes of giving effect to this resolution, all to be in such form and on such terms as that person may approve, such approval to be conclusively evidenced by that person's execution and delivery.

CARRIED – March 18, 2020