

**MEMORANDUM OF UNDERSTANDING**  
**BETWEEN**  
**MANITOBA EDUCATION AND ADVANCED LEARNING**  
**PROVINCE OF MANITOBA, CANADA**  
**AND**  
**MAPLE BEAR GLOBAL SCHOOLS LTD,**  
**Vancouver, BC, Canada**

**Whereas Maple Bear Global Schools Ltd.** (hereinafter referred to as “Maple Bear”) wants to offer a Manitoba Certificate Program at select Maple Bear Global Schools in Brazil, which, upon completion of at least one, and up to eight credit courses will lead to Maple Bear students being presented with a *Manitoba Certificate of Course Completion*; and

**Whereas** Manitoba Education and Advanced Learning (hereinafter called “Manitoba”) is prepared to authorize Maple Bear to offer programming acceptable to Manitoba for purposes of a Manitoba Certificate Program if Maple Bear meets and maintains the understandings outlined in Appendices I, II, III, IV, V and VI; and ensures that these items are fully met and continue to be followed;

**Therefore,** Manitoba and Maple Bear, hereinafter jointly referred to as the “participants” have mutually consented to enter into this ***Memorandum of Understanding*** (“***Memorandum***”).

**I. DESIGNATED CONTACT OFFICES**

1. Each participant will designate an office that will be responsible for ensuring the integrity of the Memorandum and serve as the main point of contact for any questions or concerns arising from the Memorandum.
2. Communication regarding matters arising from the activities occurring under the terms of this Memorandum will primarily occur between the two designated offices.

The designated office for Manitoba is:

Darryl Gervais, Director  
Instruction, Curriculum and Assessment Branch  
Manitoba Education and Advanced Learning  
1577 Dublin Avenue  
Winnipeg MB R3E 3J5  
Tel: (204) 945-0294 Fax: (204) 945-5060  
Email: [Darryl.Gervais@gov.mb.ca](mailto:Darryl.Gervais@gov.mb.ca)

The designated office for Maple Bear in Canada is:

Gerald Macleod, Vice President  
Maple Bear Global Schools Ltd.  
39 Traynor Bay  
Winnipeg MB R2M 4H7  
Tel: (250) 382-1766 or (204) 257-3665  
Cell: (204) 333-7118  
Sao Paulo (Brazil): +55 11 3624-1772  
Email: [gerald.macleod@maplebear.ca](mailto:gerald.macleod@maplebear.ca)

The designated office for Maple Bear in Brazil is:

Janice Leroux, Manitoba Principal  
Avenida Angélica 2510, Cj 51 - Higienópolis São Paulo - SP  
Tel: (11) 3624 1772  
Email: [Janice.leroux@maplebear.com.br](mailto:Janice.leroux@maplebear.com.br)

3. Either Manitoba or Maple Bear may change their designated contact offices at any time by providing written notice to the other participant.
4. The Maple Bear central office in Brazil will be headed by the Manitoba principal. The central office in Brazil will be Manitoba's main contact for distributing all communications to various Maple Bear campuses in Brazil that offer the Manitoba Certificate Program.

## **II. DURATION, ANNUAL REVIEW AND CANCELLATION**

1. This Memorandum comes into effect August 1, 2015 and expires January 31, 2018. The program will run the first year as a pilot.
2. This Memorandum and activities related to it will be reviewed on an annual basis by both participants.
3. Each participant acknowledges that, in accordance with its laws and regulations, it is responsible for the actions of its designated office and Maple Bear is responsible for the actions of its third party managers, which can include, but is not limited to franchise owners, operators and principals.
4. Either participant may terminate this Memorandum by notifying the other participant of its intention to terminate by providing at least three (3) months written notice.
5. If Maple Bear does not meet and maintain the commitments in this Memorandum, Manitoba may give notice to Maple Bear under Appendix IV – Due Process which may lead to withdrawal of authorization and cancellation of this Memorandum.
6. The two participants will discuss any dispute or difference of opinion in the spirit of friendship, understanding, and cooperation and will not take legal proceedings if the dispute or differences cannot be resolved.

## **III. LIMITATIONS**

This Memorandum does not create any legal, contractual, financial or other obligation for the participants.

## **IV. APPENDICES PART OF MEMORANDUM**

The following appendices form part of this Memorandum:

- APPENDIX I – Understandings
- APPENDIX II – Administrative Requirements
- APPENDIX III – Manitoba Certificate Program courses
- APPENDIX IV – Due Process
- APPENDIX V – Annual Fee Schedule
- APPENDIX VI – List of Maple Bear Campuses included in this MOU

Signed in duplicate in Winnipeg, Manitoba, Canada in the English language.

**FOR MANITOBA**

**FOR MAPLE BEAR**

Original signed by

Original signed by

\_\_\_\_\_  
**Gerald Farthing**  
Deputy Minister of Education and  
Advanced Learning

\_\_\_\_\_  
**Gerald Macleod**  
Vice President  
Maple Bear Global Schools Ltd., Brazil

Dated at Winnipeg  
this 5 day of February, 2016

Dated at Winnipeg  
this 5 day of February, 2016

Original signed by

Original signed by

\_\_\_\_\_  
**Witness**  
CHERYL PROKOPIANKO

\_\_\_\_\_  
**Witness**  
JOLEYN MCPHILL