

# **NORTH BAY INDIGENOUS FRIENDSHIP CENTRE**

## **BYLAW # 6**

Approved by the NBIFC Board of Directors on June 20, 2018

and Approved by Members at the

**2018 Annual General Meeting**

*Resolution # 13-101 – 13-103*

June 20<sup>th</sup>, 2018

**NORTH BAY INDIGENOUS FRIENDSHIP CENTRE  
BYLAW #5**

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## **BYLAW #5**

A Bylaw relating generally to the transaction of the affairs of

NORTH BAY INDIGENOUS FRIENDSHIP CENTRE  
BE IT ENACTED as a Bylaw of NORTH BAY INDIGENOUS FRIENDSHIP  
CENTRE INCORPORATED on March 22, 1974.

Last Amended by the Membership June 18, 1988

### **ARTICLE I**

#### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of North Bay, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

### **ARTICLE II**

#### **SEAL**

1. The Corporation shall have a seal, an impression of which is stamped in the margin of this bylaw, which may be changed by resolution of the Directors.
2. The seal shall be affixed to all documents requiring execution under corporate seal, by such party as may, from time to time, be authorized by the Board of Directors.
3. The seal shall be kept in the charge of the President or other person appointed by the Board of Directors and shall be used in accordance with the bylaws of the Corporation or any applicable statute or legislation.

### **ARTICLE III**

#### **AIMS AND OBJECTIVES**

1. The purpose of the Corporation shall be to serve the needs and interests of the urban Aboriginal population of North Bay and area through:

- (a) The design, development and delivery of culturally competent programs, services and activities that reflect the needs, concerns and aspirations of urban First Nation, Metis and Inuit peoples;
- (b) Promotion of respect for and awareness of Aboriginal culture in the Aboriginal and non-Aboriginal communities;
- (c) Supporting unity and collaboration among all Aboriginal people regardless of legal definition of Status, Non-Status, Metis, Indigenous or Inuit;
- (d) Productive, purposeful and respectful collaboration with other Aboriginal organizations, community partners, and representative non-Aboriginal groups toward a just society, equal opportunity for participation, tolerance for differences and respect for land, water and all living things;
- (e) Development of opportunities and mechanisms to encourage participation by the Aboriginal community in the affairs and governance of the North Bay Indigenous Friendship Centre;
- (1) Fostering leadership development opportunities for Aboriginal youth.

## **ARTICLE IV**

### **MEMBERSHIP**

- 1. The membership of the North Bay Indigenous Friendship Centre shall consist of the applicants for the incorporation of the Corporation so long as they continue to be members and such other individuals as are admitted by the Board of Directors from time to time.
- 2. A membership in the Corporation is not transferable.

### **CLASSES OF MEMBERSHIP**

- 3. There shall be four classes of membership in the Corporation:
  - (a) **General Member**, shall be persons between the ages of **19 – 54 years**, who are otherwise eligible to hold membership;
  - (c) **Youth Members**, who shall be persons between the ages of **15 and 18 years** who identify themselves as Aboriginal persons;
  - (d) **Honorary Members**, who shall be Aboriginal or non-Aboriginal persons who have made significant contributions either to the North Bay Indigenous Friendship Centre, to the Friendship Centre movement or to the Aboriginal community.
  - (e) **Lifetime Members**, who shall be General Members who are granted lifetime membership in consideration of their past contributions to the North Bay Indigenous Friendship Centre. Lifetime members will enjoy all the privileges of a General Member with no further requirement to pay membership dues.
  - (f) **Family Members** – Any (2) two adults and dependents (17 years and under) living in the same residence, that considers themselves a family and are eligible to hold membership.
  - (g) **Elder/ Senior** - is anyone **55 years or older** and are eligible to hold membership
  - (h) **Organization** – Any group the supports the *North Bay Indigenous Friendship Centre's* mandate

4. Applicants for General or Youth membership in the Corporation shall complete a membership application form as prescribed from time to time by the Board of Directors.

#### **MEMBERS DUES AND APPROVAL**

5. The membership fee schedule is as follows;

<b>General (Adult/Individual)</b>	<b>\$ 5.00 per year</b>
<b>Elder/Senior (55+ years)</b>	<b>\$ 3.00 per year</b>
<b>Youth (-17 years)</b>	<b>\$ 3.00 per year</b>
<b>Family Membership (2 adults &amp; dependents 17 years and under)</b>	<b>\$ 10.00 per year</b>
<b>Organization</b>	<b>\$ 25.00 per year</b>

Individuals whose membership fees are in arrears for more than ninety (90) days shall cease to be members and must reapply for membership. All completed applications for membership must be approved by the Board of Directors at a regular meeting of the Board of Directors before membership is effective. Once approved by the Board of Directors, membership shall be deemed to be effective the date the membership application was made and membership dues paid. Successful applicants shall be informed by mail and shall be issued a membership card signed by the Executive Director or another designated person under the authority of the Board of Directors.

6. Honorary and Lifetime Membership status shall be granted through a process of nomination by members and a Board of Directors resolution supported by a simple majority of directors. Eligible nominees for lifetime membership must have served a minimum of 15 years in the North Bay Indigenous Friendship Centre community as a member in good standing.

#### **MEMBERSHIP CARDS**

7. Each member shall hold a membership card issued under authority of the Board of Directors and entered in the membership roll.
8. Upon payment of any required dues, membership shall be effective and will end on *June 30<sup>th</sup>* of that appropriate year.
9. Members may resign by sending a written notice of resignation to the Secretary of the Board of Directors. The resignation will become effective upon acceptance by the Board of Directors.
10. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which becomes payable by him/her to the Corporation prior to the acceptance of his/her resignation.

## **NON-PAYMENT OF DUES**

11. Any member delinquent in dues for more than 90 days shall be dropped from the membership and must reapply.

## **MEMBERSHIP DENIED**

12. Applicants who are refused membership for any reason will be advised in writing by a letter signed by the President.
13. The membership shall have the power to set and revise from time to time the annual dues to be paid by members at any General Meeting.

## **EXPULSION OF MEMBERS**

14. The entire Board of Directors may expel any member when it deems such action to be in the best interest of the Centre. The expelled member has the right to appeal to a general membership meeting or to a court as may be provided for in any applicable statute or legislation

## **MEMBERS RIGHTS.**

15. **General Members** in good standing are entitled:
  - (a) To attend all special and general meetings of members and to receive notice of such meetings;
  - (b) To be elected as a director and officer of the Corporation; and
  - (c) To one (1) vote on each question arising at any special or general meeting of members, unless that member is an employee of the Corporation.
16. **Youth Members** in good standing shall be entitled to receive notice of and to attend special and general meetings of members, and shall be entitled to vote but shall not be entitled to be elected as a director or officer of the Corporation.
17. **Honorary Members** in good standing shall be entitled to receive notice of and to attend all special and general meetings of members, but shall not be entitled to vote or to be elected as a director or officer of the Corporation.
18. **Lifetime Members** in good standing are entitled:
  - (a) To attend all special and general meetings of members and to receive notice of such meetings;
  - (b) To be elected as a director and officer of the Corporation; and
  - (c) To one (1) vote on each question arising at any special or general meeting of members, unless that member is an employee of the Corporation.
19. **Organization** will be any group that supports the *North Bay Indigenous Friendship Centre's* mandate and is accepted by the NBIFC. An organization membership in good standing will be entitled to:

- (a) Receive notice and attend general meetings of members
- (b) Shall not be entitled to vote or to be elected as a *director* or *officer of the corporation*.

- 20. **Elder/Senior** membership will have the same rights as a *General member*.
- 21. **Family Membership** will have the same rights, according to the ages of members, respective to the age group classifications.

#### **EMPLOYEES NOT ENTITLED TO VOTE OR HOLD OFFICE**

- 22. Members who are employees of the Corporation shall not be entitled to exercise a vote during the term of their employment or to hold the position of director or officer of the Corporation.

#### **MEETINGS OF MEMBERS**

- 23. There shall be at least one (1) members meeting each year designated as the Annual General Meeting. The annual general meeting or any other general meeting of the members shall be held at the head office of the Corporation or at a place in the North Bay area that the Board of Directors may determine and on such day as the Board of Directors shall appoint. The annual general meeting shall be held no later than fifteen (15) months after holding the preceding annual general meeting.
- 24. At every annual general meeting, in addition to any other business that may be transacted, the Report of the Directors, the Financial Statements and the Auditor's Report shall be presented.
- 25. Notice of a meeting of the members at which special business is to be transacted must: a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and b) state the text of any special resolution to be submitted to the meeting. Special business is any business except: the consideration of the financial statements or review engagement reports; a resolution to have a review engagement instead of an audit, or to not have an audit or a review engagement; election of directors; reappointment of the incumbent auditor or person appointed to conduct a review engagement.
- 26. The members may consider receipt of a petition requesting a special general meeting of members signed by ten (10%) per cent of the voting members and deposited at the head office of the Corporation. Upon receipt of the petition, the Board of Directors shall forthwith call a special general meeting of the members. If the Directors do not call and hold the meeting within twenty one (21) days from the date of the deposit of the petition, any of the petitioners may call the meeting.
- 27. A majority of the Board of Directors or the President or the Vice-President shall have the power to call, at any time, a special general meeting of the members of the Corporation.
- 28. Public notice in the North Bay Nugget and on the North Bay Indigenous Friendship Centre website, of members meetings, annual or special, shall be required, and notice of the time and place of every such meeting shall be mailed or faxed or emailed to each member not less than ten (10)

days but not more than 50 days before the meeting is to take place. Provided that no special business shall be transacted at a members meeting without notice that states the business in sufficient detail to permit a member to form a reasoned judgment on the business, and states the text of any special resolution to be submitted to the meeting. The statutory declaration of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

29. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address on the books of the Corporation.
30. The President of the Board of Directors and in his/her absence the Vice President shall preside over general meetings of the Corporation and if neither are present within 15 minutes after the appointed time of the meeting the Board of Directors may choose another director to preside over the meeting.
31. No special business shall be transacted at an annual general meeting or special general meeting without notice.

### **QUORUM**

32. A quorum for the transaction of business at any meeting of members shall consist of not less than ten voting members present in person.
33. If no quorum is present at the annual general meeting within 60 minutes from its start, the annual general meeting will be adjourned to another date to be determined by the Board of Directors.

### **VOTING OF MEMBERS**

34. Subject to provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and may vote by proxy in a manner as prescribed from time to time by the Board of Directors or by applicable statute or legislation. No member shall be entitled to vote at meetings of the Corporation unless:
  - (a) if the person is a new or first time member they must have paid their membership dues thirty (30) days prior to the annual or special general meeting.
  - (b) if the person was previously a paid up member of the Corporation, and has been delinquent in paying their dues for no more than 90 days, he/she must renew their membership by paying their dues prior to on the date of the annual or special meeting.
  - (c) if a previous member has been dropped from the membership for non-payment of dues, the delinquent member must have reapplied for membership and paid their membership dues thirty (30) days prior to the annual or special general meeting.
35. At all meetings of members every question, including the election of Directors, shall be decided by a majority of the votes of the members present in person and eligible to vote or eligible to



vote by proxy. Every question shall be decided in the first instance by a show of hands, unless a ballot be demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a ballot be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a ballot may be withdrawn, but if a ballot be demanded and not withdrawn the question shall be decided by a majority of votes given by members present in person or eligible to vote by proxy and such ballot shall be taken in such manner as the Chairman shall direct and the result of such ballot shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or by ballot, the Chairman shall be entitled to a casting vote.

36. At a special general meeting called by members for the purpose of removing a director, the members may remove a director by a resolution supported by 2/3 of members entitled to vote at a meeting called for that purpose.
37. At a special general meeting called for the purpose of considering the winding up or dissolution of the company, any special resolution to wind up and dispose the remaining assets of the Corporation, after payment of liabilities, shall be decided by a two-thirds (2/3) vote of the members entitled to vote at such meeting called for such purpose.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. The property and affairs of the Corporation shall be managed or the management shall be supervised by a Board of Directors of eight (8) Directors, each of whom at the time of his or her election shall have been a voting member of the organization for at least six (6) months and each of whom must be a paid up member throughout his or her term of office. A simple majority of the Board of Directors shall constitute a quorum.
2. Six (6) of the eight (8) directors must be of Aboriginal ancestry, and five (5) shall constitute a quorum for the transaction of business at any meeting of the directors.
3. One seat in addition to those established in Article V (1) shall be designated on the Board of Directors for a youth representative. The youth representative shall be an honorary member of the Board of Directors and may participate in all discussions but shall not have the right to vote or to hold the position of an officer of the Corporation. At their first regular meeting following the Annual General Meeting, the Board of Directors shall identify a youth representative to be invited to sit on the Board of Directors. The Board of Directors may elect to consult with management or the Youth Council in order to identify a responsible youth to participate on the Board of Directors.

4. One additional seat above those established in Article V (1) shall be designated on the Board of Directors for an Elder. The Elder shall be an honorary member of the Board of Directors and may participate in all discussions but shall not have the right to vote. At their first regular meeting following the Annual General Meeting, the Board of Directors shall identify an Elder to be invited to sit on the Board of Directors. The President or designate will then offer tobacco to the Elder and invite him/her to sit on the Board of Directors.
5. Each director shall provide a criminal reference check and sign a Statement of Confidentiality within one (1) month of assuming the role of director.
6. The following persons are disqualified from being a director of the Corporation:
  - (a) A person who is not an individual
  - (b) A person who is under 18 years old
  - (c) A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
  - (d) A person who has been found to be incapable by any court in Canada or elsewhere
  - (e) A person who has the status of bankrupt

## **VACANCIES**

7. Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office. Vacancies may be filled by the Directors from among the qualified members of the Corporation, if they see fit to do so. If the Board of Directors sees fit to replace a vacancy, vacancies will be offered in order to the persons who qualified as first, second and third runners up on the slate of candidates who did not get elected. If there are no runners up available or if the runners up decline this offer, the Board of Directors shall have the option of inviting another qualified person to sit on the Board of Directors until the next annual general meeting. At the annual general membership meeting, a vote will be held for the person(s) to serve out the balance of the term of the director position to which they were appointed.
8. Otherwise, such vacancies shall be filled at the next annual general meeting at which the Directors for the following year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies. If the number of Directors should fall below a quorum, the Board of Directors shall not act in the affairs of the Corporation save for the purpose of calling a special general meeting of the members of the Corporation to fill the vacancies on the Board of Directors.

## **PROCESS FOR NOMINATING AND ELECTING DIRECTORS**

9. The outgoing Board of Directors may appoint a committee of members only, no more than two in number, to facilitate and manage the nominating and elections process at the Annual General

Meeting. The Board of Directors in its sole discretion may choose to invite an independent qualified person or persons who are non-members to facilitate and manage the nominating and elections process at the Annual General Meeting.

10. In circumstances where the number of Directors falls below a quorum and the Board of Directors calls a special general meeting of the members of the Corporation to fill vacancies on the Board of Directors, the Board of Directors may identify a person or persons to guide and manage the nominating and elections process provided that the membership must endorse the person(s) chosen. Otherwise, the members shall identify one or more members to guide and manage the nominating and elections process.
11. At every Annual General Meeting, or at any special general meeting called for the purpose of filling vacancies on the Board of Directors, nominations will be received from the membership for vacant positions on the Board of Directors.
12. A member who is eligible to stand for election as a Director but who is unable to be in attendance at the Annual or Special General Meeting, may submit a letter of interest in being nominated, to any member of the Board of Directors in advance of the annual or special general meeting and having provided this letter, will be eligible to be nominated and to hold the position of a director if elected or acclaimed to the position of a director.
13. Election shall be by a show of hands or by ballot, as per the process described in Article IV (32) unless the number of vacancies to be filled equals the number of nominations, in which case the Chair shall ask for a show of hands to support a resolution confirming the appointment of the nominee(s) to the Board of Directors.
14. Directors shall be elected by the members at an annual meeting of members and hold their office until their respective successors have been duly elected and qualified. Director's positions shall be numbered 1-8. Directors shall be elected for a term of two years in alternate years, odd or even. Positions 1, 3, 5, and 7 will be elected in odd years and positions 2, 4, 6, and 8 will be elected in even years. The positions of President, Vice President, Treasurer and Secretary shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately following the annual general meeting of the members.
15. All directors are eligible for re-election on the expiry of their terms, if otherwise qualified.
16. Only one member per household may serve as a Director during any single term of office.

## **EMPLOYMENT RESTRICTIONS ON DIRECTORS**

17. No director may be employed by the corporation.
18. No director shall be eligible for any position as an employee of the Corporation until six (6) months after the date of his/her resignation or removal.

## **RESTRICTIONS ON FORMER EMPLOYEES**

19. No former employee shall be eligible to sit on the Board of Directors or to be an Officer of the Corporation until three (3) years after the date of his/her last day of employment at the Corporation.
20. Although no person shall be prohibited from employment at the Corporation because a member of his/her family is an employee or director or officer of the Corporation, the following provisions shall eliminate the potential for nepotism or conflict of interest
  - (a) no person will hold a position or be hired, promoted, demoted or transferred to a job which requires him/her to directly supervise or be supervised by a member of his/her family;
  - (b) no employee, director or officer of the Corporation shall participate in the recruitment, election and/or appointment of his/her family member; and
  - (c) Board of Directors members or any individuals invited to serve on an employee short-listing or hiring committee shall declare a conflict of interest and decline to participate whatsoever in the process if any family member or close personal acquaintance applies for and is being interviewed for a position with the Corporation.

**Family is defined as mother, father, child (biological, step or adopted), siblings (biological, step, or adopted), spouse, common-law partners, uncles, aunts, nieces, nephews, first cousins, grandparents, grandchildren, or any individual, irrespective of relationship, who lives in the same household.**

## **RESIDENT CANADIANS**

21. A majority of the directors shall be resident Canadians and a majority of the directors present are resident Canadians. Provided that the provisions of that paragraph shall not apply if the Corporation is a non-resident Corporation.

## **MEETINGS OF BOARD OF DIRECTORS**

22. Meetings of the Board of Directors may be held at any place within Ontario designated from time to time by the President. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in

their absence. Directors meetings may be formally called by the President or Vice-President, or by the Secretary on the direction in writing of three Directors.

23. Notices of such meetings of the Board of Directors shall be delivered, telephoned, faxed or emailed to each Director not less than forty eight (48) hours before the meeting is to take place, but as a general rule, directors shall create a schedule of meetings during the year and at each meeting shall confirm the date of the next meeting. The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.
24. The Board of Directors may appoint a day, or days in any month for regular meetings at an hour to be named and of such regular meetings no notice need be sent.
25. Each newly elected Board of Directors may without notice hold its first meeting for the purpose of organization and election and appointment of officers immediately following the annual general meeting at which such Board of Directors was elected, provided a quorum of directors be present.
26. The directors may consider or transfer any special or general business at any meeting of the Board of Directors.
27. The President shall be appointed Chair of the Board of Directors and shall preside at all meetings of directors. In his/her absence, the Vice-President or such other director as the Board of Directors may from time to time designate for the purpose, will preside as Chair at all meetings of directors.
28. With the unanimous consent of all the directors, any director may participate in a meeting of the Board of Directors by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other and a director participating in a meeting pursuant to the provisions of this paragraph shall be deemed to be present in person at that meeting. If a majority of the directors participating in a meeting held pursuant to the provisions of this paragraph shall be deemed to be present in person at that meeting. If a majority of the directors participating in a meeting held pursuant to the provisions of this paragraph are then in Canada, the meeting shall be deemed to have been held in Canada.

#### **ERRORS IN NOTICE TO DIRECTORS**

29. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **VOTING, BOARD OF DIRECTORS**

30. At all meetings of the Board of Directors every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the Chairman of the Board of Directors shall be entitled to a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present. If no demand is made, the vote shall be taken by a show of hands. A declaration by the Chairman that a resolution has been carried and any entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

## **POWERS OF DIRECTORS**

31. The directors of the Corporation may administer the affairs of the Corporation in all things, or 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 such powers and do all other such acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
32. Subject to any restrictions contained in any applicable statute or legislation, without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **CONFLICTS OF INTEREST**

33. For purposes of Article V (33) (34) (35), the term "interest" shall include personal interest, as well as professional interest as director, officer, shareholder, member, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, sole proprietorship, unincorporated syndicate, unincorporated organization, trust, partnership, limited liability entity, firm, person or other entity other than the Corporation.
34. Whenever a director or officer has an interest in any contract or other arrangement coming before the Board of Directors, the affected person shall a) fully disclose the nature and extent of such interest, b) withdraw from the meeting, c) not attend any part of a further meeting of the Board of Directors during which the matter is discussed, and d) not vote on any resolution with respect to the contract or arrangement or proposed contract or arrangement if and when prohibited by the provisions of this bylaw or any applicable statute or legislation. Any contract,

arrangement or other matter involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine by formal resolution that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

35. Notwithstanding the provisions in Article V (33) (34), directors and their family members shall be permitted to provide cultural or other services to or on behalf the Corporation or its clients for which they may receive an honorarium or a gift in accordance with the provisions of this bylaw and Board approved policies and procedures.
36. The directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers or committees or agent or agents or manager of the Corporation the right to employ and pay salaries to employees or to authorize expenditures on behalf of the Corporation. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board of Directors may prescribe.
37. The Board of Directors shall take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
38. The Board of Directors shall name such standing or ad hoc committee as are necessary for the conduct of the Corporation's business and the chairperson of each committee shall be appointed from the Board of Directors.

#### **REMUNERATION AND REIMBURSEMENT OF EXPENSES**

39. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. The Directors shall be paid such reasonable sums in respect of their out of pocket expenses incurred in attending Board of Directors, committee, or members meetings, or otherwise in respect of the performance by them of their duties as the Board of Directors may from time to time determine.

#### **PROTECTION OF DIRECTORS AND OFFICERS**

40. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title

to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed upon him under The Corporations Act or under any applicable statute or legislation.

#### **INDEMNITY OF DIRECTORS AND OFFICERS**

41. Every Director or Officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, subject to the provisions of any applicable statute or legislation, out of the funds of the Corporation, from and against:
- (a) any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and
  - (b) all other costs, charges, and expenses that he/she sustains or incurs in respect of the affairs of the Corporation; provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under the provisions of any applicable statute or legislation unless, in an action brought against him in his capacity as director or officer, he has achieved complete or substantial success as a defendant.

#### **INSURANCE FOR DIRECTORS AND OFFICERS**

42. The Board of Directors may purchase and maintain insurance for the benefit of a director or officer of the Corporation against liabilities, costs, charges and expenses sustained or incurred by such director or officer in respect of the affairs of the Corporation, except insurance against a liability, cost, charge or expense sustained or incurred as a result of a contravention by such director or officer of The Corporations Act or applicable statute or legislation.

#### **OFFICERS OF THE CORPORATION**

43. There shall be a Chair, a President, Vice-President, a Secretary, a Treasurer, and such other officers as the members may determine by bylaw from time to time. One person may hold more



than one office except the offices of President and Vice-President. The President will normally hold the position of Chair and shall preside at all meetings of Directors.

44. Three (3) of the President, Vice President, Secretary and Treasurer elected must be of Aboriginal ancestry.

#### **ELECTED OR APPOINTED OFFICERS**

45. At the first meeting of the Board of Directors after each election of directors the Board of Directors shall elect from among its members, a President who shall also hold the position of Chair. The prior incumbent, if a member of the Board of Directors, shall continue to hold office until the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President becomes vacant at any time, such vacancy may be filled by the Board of Directors from among its members.
46. At the first meeting of the Board of Directors after each election of directors, the Board of Directors shall appoint or elect a Secretary, and may appoint or elect one or more Vice Presidents, a Treasurer, and such other officers as the Board of Directors may determine including one or more assistants to any of the officers so appointed or elected. The officers so appointed or elected must be members of the Board of Directors. One person may hold more than one office, and if the same person holds both the office of Secretary and Treasurer, he may be known as Secretary-Treasurer. In default of such election or appointment, the prior incumbents, if members of the Board of Directors, shall hold office until their successors are elected or appointed.
47. When officer positions become vacant for any reason during a term of office, the Board of Directors may appoint one or more of their number, as circumstances require filling the vacancy.

#### **DUTIES OF THE PRESIDENT**

48. The President shall be the chief political spokesperson and political representative of the Corporation. The President shall also serve as Chair, and when present, presides at all meetings of the Board of Directors and shall be charged with the general management and supervision of the affairs and operation of the Corporation and shall be responsible to supervise the Executive Director or General manager who may be hired to manage and administer the day to day operations of the Corporation. The President together with the Secretary or other officers appointed by the Board of Directors shall sign all bylaws. The President shall call meetings of the Board of Directors as required and he/she or the Executive Director shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and when necessary, shall have a casting vote at meetings over which he/she presides and may sit in on any committee appointed by the Board of Directors. The President shall be one of those representing the Corporation in dealing or

negotiating with other agencies or organizations, public or private and shall be one of the signing officers for the Corporation.

#### **DUTIES OF THE VICE -PRESIDENT**

49. During the absence or inability of the President, his/her duties may be performed and his/her powers may be exercised by the Vice President. If the Vice President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice President shall also perform such duties and exercise such powers as the President may from time to time delegate to him/her or the Board of Directors may prescribe. The Vice President shall be one of the signing officers for the Corporation.

#### **DUTIES OF THE SECRETARY**

50. The Secretary shall give, or cause to be given, all notices required to be given to directors, auditors and members of committees; he/she shall attend all meetings of the directors and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; he/she shall keep and safeguard, or cause to be kept and safeguarded, all books, papers, records, documents and other instruments belonging to the Corporation; and he/she shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Secretary shall be one of the signing officers for the Corporation.

#### **DUTIES OF THE TREASURER**

51. The Treasurer shall keep, or cause to be kept, full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board of Directors, shall control or cause to be controlled the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he/she shall render, or cause to be rendered, to the Board of Directors at the meetings thereof, or whenever required of him an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Treasurer shall be a signing officer for the Corporation.

#### **DUTIES OF OTHER OFFICERS**

52. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors otherwise directs.

## **VARIATION OF DUTIES**

53. The Board of Directors may from time to time, vary, add too or limit the powers and duties of any officer or officers.

## **REMOVAL OF DIRECTORS AND OFFICERS**

54. The Board of Directors may, by resolution, remove any director before the expiration of his/her term of office if the Board of Directors deems that the director is unable or unwilling, for any reason whatsoever, to competently perform their duties in the interests of the Corporation, Notice must be given to the director(s) specifying the intention to pass such a resolution or motion before the Board of Directors meeting. A director so removed will have the right of appeal to the membership.
55. In the absence of written agreement to the contrary the Board of Directors may remove and discharge at its pleasure any or all of the officers before that officer's term of office has expired, and may elect or appoint another or others in their place or places. Notice must be given to the officer(s) specifying the intention to pass such a resolution or motion before the Board of Directors meeting. The Board of Directors may by resolution permit a removed officer to remain as a director of the Board and in this circumstance a removed officer shall not have the right of appeal to the membership.
56. The members may remove any director by a resolution supported by 2/3 of members entitled to vote at a meeting called for that purpose.
57. The office of a director shall be automatically vacated:
- (a) If a director shall resign his office at a duly called meeting of the Board of Directors or by delivering a written resignation to the Secretary of the Corporation;
  - (b) If he/she is found to be or becomes of unsound mind;
  - (c) If at a meeting of members called for the purpose of removing a director, a resolution is passed by a vote of two thirds (2/3) of the voting members present at such a meeting that he/she be removed from office;
  - (d) On death;
  - (e) On incapacity as a result of serious illness or disability that prevents the Director from fulfilling his/her duties as a director;
  - (f) If a director shall for any reason cease to be a member of the Corporation;
  - (g) If he/she is convicted of an indictable offence;
  - (h) If the director is a bankrupt individual;
  - (i) If a director refuses to provide a criminal reference check or to sign a Statement of Confidentiality;
  - (j) If a director fails to attend three consecutive regular meetings of the Board of Directors;

- (k) If the director is an employee or member of a Board of Directors of any organization which has a networking relationship or direct contractual relationship with the Corporation.

*Direct contractual relationship* includes, but is not limited to any contract with respect to funding, program administration, service delivery or employment.

*Networking relationship* includes organizations where the NBIFC has representation on the Board of Directors or management committees of said organization.

## **AGENTS AND ATTORNEYS**

58. The Board of Directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **FIDELITY BONDS**

59. The Board of Directors may require such officers, employees and agents of the Corporation as the Board of Directors deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board of Directors may from time to time prescribe.

# **ARTICLE VI**

## **EXECUTIVE COMMITTEE**

- 1 The President (who shall also serve as Chair), Vice President, the Secretary and the Treasurer shall constitute the Executive Committee which shall exercise the following responsibilities:
- (a) Through the Secretary or some other designated person keep proper minutes of the meetings of the executive Committee;
  - (b) Subject to any limitations and directions that the Directors may make and give from time to time, the Executive Committee may exercise all the powers of the Board of Directors when the Board of Directors are not in session. The minutes of the meetings of the Executive Committee shall be read in each case at the next regular meeting of the Board of Directors;
  - (c) The Executive Committee can make its own regulations for the conduct of its affairs including the calling and holding of its meetings; but until such regulations are made, and in all respects not covered by such regulations, the provisions of these bylaws relating to the calling and holding of the Board of Directors shall apply, provided that a quorum of the Executive Committee shall be there.

## **ARTICLE VII**

### **EXECUTIVE DIRECTOR**

1. The Board of Directors may appoint an Executive Director and employ such other staff, full or part time, under terms which are necessary for the Corporation to further its aims and objectives.
2. The Executive Director shall have the General Management and direction of the Corporation's business and affairs, subject to the authority of the Board of Directors and the supervision of the President.
3. The Executive Director shall be responsible for directing all staff, relaying Board of Directors/Staff communications and for making recommendations to the Board of Directors on the hiring and firing of staff and to settle the terms of their employment as is consistent with Board of Directors policies.
4. The Executive Director shall have the power to appoint and remove any and all officers and agents of the Corporation not elected or appointed directly by the Board of Directors and to settle the terms of their employment and remuneration as is consistent with the Board of Directors policies.
5. The Executive Director will be expected to attend meetings of the Board of Directors and its committees, but in attending shall have no vote.
6. The Executive Director will serve as a primary resource to the Board of Directors and its committees and will normally attend all Board of Directors and committee meetings.
7. The Executive Director shall be dismissed only by resolution of the Board of Directors.

## **ARTICLE VIII**

### **COMMUNICATION ON BEHALF OF CORPORATION**

1. No member or officer or staff of the Centre shall speak or write in the name of the Centre or on its behalf without authorization to do so given by the Board of Directors through the President or another person who the Board of Directors or President may designate for this purpose.
2. It is understood that the Executive Director in the normal course of managing and administering the daily operations of the Corporation will necessarily be representing the Corporation on a broad range of issues. The Executive Director is expected to consult with the President on any

communication issue that is potentially contentious or otherwise requires the President's input or guidance.

## **ARTICLE IX**

### **RECORDS AND EXECUTION OF DOCUMENTS, ETC**

#### **BOOKS AND RECORDS**

1. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or legislation are regularly and properly kept.

#### **EXECUTION OF INSTRUMENTS AND DOCUMENTS**

2. Deeds, transfers, and assignments on behalf of the Corporation may be signed by any combination of two signatures from the President, the Vice President, Treasurer, or Secretary and the corporate seal shall be affixed to such instruments as require the same. All contracts, documents, or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
3. All contracts and obligations to be entered into, other than those in the ordinary course of the Corporation's operations, shall be submitted to the Board of Directors for approval and, if approved, shall be signed in the name of the Corporation by any two of the approved Board of Directors signers or by such other persons as the Board of Directors may see fit to appoint, and the Seal of the Corporation may be affixed thereto.
4. Contracts and instruments in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice President, Treasurer, Secretary, Executive Director or by any person authorized by the Board of Directors as is consistent with Board of Directors policies.
5. Notwithstanding Article IX (2) (3) (4), a sale, lease or exchange of all or substantially all of the property of a corporation other than in the ordinary course of its activities requires the authorization of the members. The Corporation shall give members notice of a meeting of the members in accordance with Article IV (22) (25) of this bylaw and shall include a copy or summary of the proposed agreement of sale, lease or exchange. At the meeting of the members, the members may authorize the sale, lease or exchange and may fix, or authorize the directors to fix, any of the terms and conditions of the sale, lease or exchange. Each membership carries the right to vote in respect of the sale, lease or exchange whether or not it otherwise carries the right to vote. The Board of Directors may, if authorized by the members approving a proposed sale,

lease or exchange, and subject to the rights of third parties, abandon the sale, lease or exchange without further approval of the members.

6. Subject to the provisions of any applicable statute or legislation, the President, Vice President, Secretary, Treasurer, or any other person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as Trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfers or acceptances of transfers.
7. Notwithstanding any provision to the contrary contained in the bylaws of the Corporation, but subject to the provisions of any applicable statute or legislation, the Board of Directors may, by resolution, at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Corporation may or shall be signed.

#### **TRANSACTION OF BUSINESS BY SIGNATURE**

8. Bylaws or resolutions may be consented to at any time by the signatures of all the directors of the Corporation and such bylaws or resolutions are as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

### **ARTICLE X**

#### **BANKING AND FINANCIAL ARRANGEMENTS**

1. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provide, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing, or transferring of any cheques, Promissory Notes, drafts, acceptances, bills of exchange, and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

## **CHEQUES**

2. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any approved combination of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one or more of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

3. The securities of the Corporation may be deposited from time to time for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board of Directors. Any and all such securities so designated may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. Any institution which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **BORROWING**

4. The Board of Directors may from time to time, (a) borrow money; (b) issue bonds, debentures, debenture stock, both perpetual and terminable, and other securities; (c) pledge or sell such bonds, debenture or debenture stock or other securities for such sums and at such prices as may be deemed expedient or be necessary; (d) charge, hypothecate mortgage or pledge any or all of the real or personal property, including book debts and unpaid calls rights, powers, undertaking and franchises of the Corporation to secure any bonds, debentures, debenture stock or other securities, or any liability of the Corporation. From time to time, the Board of Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.



## **FINANCIAL YEAR**

5. Unless otherwise determined by resolution of the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

## **AUDITORS**

6. One or more auditors shall be appointed at each annual meeting of the members of the Corporation. The auditors of the Corporation when appointed, shall hold office until the next annual meeting after their being appointed or until their successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board of Directors. If the remuneration of the auditors is not fixed by the members at the annual meeting then the remuneration of the auditor or auditors shall be fixed by the directors of the Corporation. The auditors cannot be a director or officer of the Centre. The Auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine the same with the accounts and vouchers relating hereto. The auditors shall have a list delivered to them of all books kept by the Corporation, and shall at all reasonable times have access to the books and the account of the Corporation. The auditors shall make an annual report to the members upon the balance sheet and every such report shall state whether in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.

## **ARTICLE XI**

### **NOTICES**

## **METHOD OF GIVING**

1. Any notice, communication or other document to be given by the Corporation to a director, officer, or auditor of the Corporation under any provision of the articles or bylaws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

## **COMPUTATION OF TIME**

2. In computing the date when notice must be given under any provision of the articles or bylaws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

## **OMISSIONS AND ERRORS**

3. The accidental omission to give any notice to any director, officer, or auditor, or the non-receipt of any notice by any director, officer, or auditor of any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **WAIVER OF NOTICE**

4. Any Director, officer or auditor may waive any notice required to be given under any provision of the articles or bylaws of the Corporation or of any applicable statute or legislation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **PROOF OF SERVICE**

5. A certificate of the President, the Secretary or other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Corporation, as the case may be.

# **ARTICLE XII**

## **INTERPRETATION**

1. In this bylaw and all other bylaws of the Corporation, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; "Board of Directors" shall mean the Board of Directors of the Corporation; "articles" shall, include amending articles and any restatement of articles; "non-resident corporation" means a corporation that is not deemed to be resident in Canada under paragraph (c) of subsection (4) of Section 250 of The Income Tax Act, (Canada); "The Corporations Act" shall mean The Corporations Act, (Ontario) as amended from time to time, or any other applicable statute or legislation that may hereafter be substituted therefore.

## **ARTICLE XIII**

### **DISSOLUTION AND DISPOSAL OF ASSETS**

1. In the event of the winding up or dissolution of the company, the remaining assets of the Corporation, after payment of liabilities, shall be donated to one or more charitable organizations carrying on work solely in Ontario, similar to the purposes stated in this bylaw, as the members shall have decided by a two-thirds (2/3) vote of the members entitled to vote at such meeting called for such purpose.

## **ARTICLE XIV**

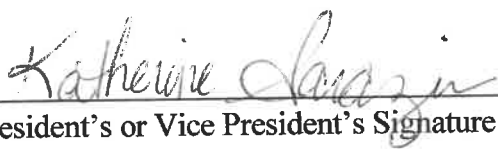
### **ENACTMENT, REPEAL AND AMENDMENT OF BYLAWS**

1. The bylaws of the Corporation shall be enacted, repealed or amended by the Directors of the Corporation at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least a majority of voting members at a meeting of the membership duly called for the purpose of considering the said bylaw. Bylaws so enacted, repealed or amended by the Board of Directors shall, unless confirmed at a meeting of the members of the Corporation duly called for that purpose, have force only until the next annual meeting of the members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.
2. A member may give the Corporation notice of any matter that the member proposes to raise at the Annual General Meeting, including a proposed amendment to the bylaws, by providing a minimum of sixty (60) days' notice in writing of the issue to be raised or proposed amendment, to the Board of Directors and prior to the date of the Annual General Membership Meeting.
3. Upon the passing of this bylaw, the present Bylaw 1-B becomes null and void and is of no further effect.
4. The President or Vice President and the Secretary are authorized and directed to place their hands and the Seal of the Corporation upon this bylaw and to cause it to be entered into the Corporation's Minute Book.

ENACTED AS BYLAW # 5, by majority of the members entitled to vote at a meeting of members at which quorum was present, duly called and held on the 18<sup>th</sup> day of June, 2014

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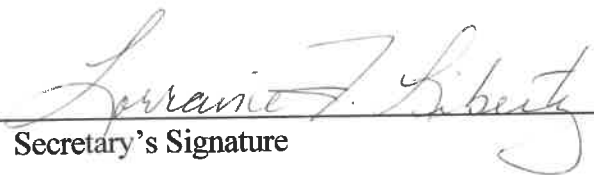
This document was enacted on the 18<sup>th</sup> day of June, 2014 in the City of North Bay, District of Nipissing in the Province of Ontario.



President's or Vice President's Signature

KATHERINE SARAZIN

President's or Vice President's Name



Secretary's Signature

LORRAINE LIBERTY

Secretary's Name