

NATIONAL ABORIGINAL TRUST OFFICERS ASSOCIATION

BYLAW NO. 1



MCKERCHER LLP BARRISTERS & SOLICITORS
374 Third Avenue South, Saskatoon, SK, S7K 1M5
Main Line: (306) 653-2000 | Fax: (306) 653-2669
mckercher.ca

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Article 1 – Definitions and Interpretation

Unless otherwise defined herein, the following terms shall have the following meanings throughout this document:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act*, SC 2009, c 23 as may from time to time be amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the bylaws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (b) **"Affiliate"** or **"affiliate"** shall have the same meaning ascribed by the Act to the term "Affiliated bodies corporate";
- (c) **"Articles"** means the Articles of Continuance dated the 7th day of July, 2014, as well as any Articles of Amendment, Articles of Amalgamation, Articles of Continuance, Articles of Reorganization, Articles of Dissolution and Articles of Revival, as may be is effective from time to time, and Articles has the meaning given that term in the Act;
- (d) **"Board"** means the Board of Directors of the Corporation;
- (e) **"bylaws"** or **"Bylaws"** means this bylaw and all other bylaws of the Corporation from time to time in force and effect;
- (f) **"Corporation"** means the body corporate of the National Aboriginal Trust Officers Association., incorporated pursuant to the laws of the Act;
- (g) **"Director(s)"** means the members of the Board of Directors of Corporation;
- (h) **"Income Tax Act"** means the *Income Tax Act*, RSC 1985, c 1 (5th Supp) as may from time to time be amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the bylaws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (i) **"meeting of Members"** means the annual meeting of Members and a special meeting of Members;
- (j) **"Member(s)"** means the individual Members and Member Organizations belonging to Corporation, whether they be individuals or Corporate entities;
- (k) **"Member Organization(s)"** means any corporation, partnership, trust, venture, organization, association, institution, or other entity that has been granted membership in the Corporation;
- (l) **"non-business day"** means Saturday, Sunday and any other day that is a holiday as defined in *Interpretation Act*, RSC 1985, c I-2 (Canada), as may be amended or replaced from time to time;
- (m) **"Executive Director"** means the Executive Director appointed by the Board from time-to-time;
- (n) **"recorded address"** means in the case of a Member the latest address shown in the records of the Corporation; and in the case of a director the latest address shown in the records of the

Corporation or in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act and received by the individual appointed pursuant to section 281 of the Act;

- (o) **“signing officer”** means, in relation to any instrument, agreement, deed, or other legal relationship or obligation, a person authorized to bind the Corporation pursuant to Section 3.4 or a resolution duly passed by the Board authorizing the same;
- (p) **“special meeting of Members”** means a meeting of the Members called by the Directors, or if applicable other Members, for the purposes of conducting special business, filling a vacancy, or conducting other business pursuant to the Act; and,
- (q) **“Staff”** means individuals who are employed directly by the Corporation to perform work for the Corporation or on behalf of the Corporation.
- (r) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (s) 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 bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons where the context so requires; and
- (t) the headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article 2 – Corporate Purpose

2.1. Corporate Purpose

The purpose of the Corporation is to: (1) educate the public by providing educational programs, workshops and training on governance, investments and the rights, roles and obligations of serving as a trustee or director; and (2) receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees.

To achieve its purpose, the Corporation aims to provide Indigenous Peoples of Canada with resources and information to help them efficiently create, manage, and operate trusts as a means to ensure that the seven generations yet unborn can benefit from the goals and dreams of the present generation.

Article 3 – Business of the Corporation

3.1. Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be at such location as the Board may from time to time determine in accordance with the Act.

3.2. Corporate Seal

Unless otherwise provided pursuant to a resolution of the Board, the corporate seal of the Corporation shall be in the form impressed:

(SEAL)

3.3. Financial Year

Until changed by the Board, the financial year of the Corporation shall be December 31st in each year.

3.4. Execution of Instruments

- (a) Subject to the provisions of any unanimous membership agreement or any other bylaw, contracts, documents or instruments in writing requiring execution by the Corporation may be signed by either the Executive Director or Director of Finance, or any other individual authorized by Board Resolution, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) All cheques, drafts or orders for the payment of money, electronic fund transfers, and all notes and acceptances and bills of exchange shall be approved in accordance with the Corporation's Finance Policy and Procedures Manual, and executed, or authorized in the case of electronic fund transfers, by two officers or other individuals authorized pursuant to these bylaws and the Corporation's Finance Policy and Procedures Manual.
- (c) The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (d) The seal of the Corporation may, as and when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors.

3.5. Investments

Subject to any financial policy adopted by the Corporation, any limitations contained in gift to the Corporation or any limitations prescribed by the Act, the *Income Tax Act* or the CRA, the Corporation shall not be limited to investment in shares, debentures, bonds, mortgages or other financial instruments in which trustees are by law permitted to invest, but may make any investment which the Board considers advisable.

3.6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

3.7. Voting Rights in Other Bodies Corporate

A signing officer of the Corporation shall, upon the instructions of the Board, execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officer executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which and the person or persons by whom particular voting rights or class of voting rights may or shall be exercised.

3.8. Electronic Execution of Documents

- (a) Subject to the Act, and except with respect to a statutory declaration or an affidavit, the requirement for a signature or for a document to be executed is satisfied in relation to an electronic document if the signature results from the application by a person of a technology or a process that permits the following to be proven:
 - (i) the signature resulting from the use by the person of the technology or process is unique to the person;
 - (ii) the technology or process is used by the person to incorporate, attach or associate the person's signature to the electronic document; and
 - (iii) the technology or process can be used to identify its user.
- (b) Without limiting the generality of the foregoing, provision or delivery of a documents manually signed by any person required by operation of these bylaws by facsimile or by electronic scan shall be equally effective as delivery of the original manually executed document.
- (c) Electronic signatures of any such person provided pursuant to this section shall have the same force and effect as manual signatures.

Article 4 – Members

4.1. Membership

- (a) Subject to the articles, there shall be only one class of Members in the Corporation.
- (b) Membership in the Corporation is available to individuals, associations, corporations, partnerships, governments and institutions that are committed to furthering Corporation's purposes, or wish to engage in or support the activities or programs of the Corporation, and who wish to apply for, and be admitted to, the Membership. Only those who have applied and been approved pursuant to section 4.3 shall become Members of the Corporation and, subject to compliance with the Articles and Bylaws, Membership shall be in effect on the date confirmed by the Board, or if no such date is specified, on the date the application for membership in the Corporation is approved.
- (c) Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2. Membership Representation

The Members that are not individuals may designate a person to represent them in meetings of the Members, such designation shall be deposited with the Corporation's registered office.

4.3. Membership Application

Membership applications shall be reviewed and approved subject to section 4.1 and, if applicable, any of the Corporation's policies governing the review and approval of membership applications, by the Executive Director, which may be delegated by the Executive Director at his or her discretion, or by the Board in the event there is no Executive Director appointed. On an ongoing and regular basis, the Executive Director, or his or her delegate, shall bring a list of all approved applications to the attention of the Board for its confirmation. Applicants shall be informed of the status of their application within a reasonable period, and in any event, not more than thirty (30) days following the confirmation by the Board. For greater certainty, an applicant shall not be granted Membership status until they are confirmed by the Board. Where Membership is denied, the Corporation is not obligated to provide the applicant with any written reasons for the denial and there shall be no appeal of such decision to any Court, regulatory body, tribunal or board having jurisdiction whether on questions of fact, law or mixed fact and law.

4.4. Membership Fees

Membership fees, as established by resolution of the Board of Directors, will be assessed for each Member. The Board may establish a Membership Fee Policy to govern the payment, costs and other relevant administrative or procedural consideration relating to Membership Fees. For greater certainty, nothing herein shall prohibit the Corporation from charging different membership fees for individuals and other corporate entities. Members shall be notified in writing of the Membership fees at any time payable by them, if any, and, if any such membership fees are not paid within one (1) calendar month of the membership renewal date the Members in default shall automatically cease to be members of the Corporation.

4.5. Termination of Membership

A Membership interest of a Member in the Corporation is not transferable and is terminated:

- a) When a Member is liquidated or dissolved;
- b) When the Member dies;
- c) The Member resigns by delivering a written resignation to the Board, in which case such resignation shall be effective on the date specified in the resignation, or if no such date is provided, the date on which the Board receives the resignation;
- d) If applicable, when a Member's term of membership expires without renewal;
- e) Subject to Section 4.7, on receipt by a Member of notice of a resolution of the Board terminating such membership interest passed by: (i) at least two thirds of the Directors who attended the meeting at which such resolution was put forward; or (ii) a written resolution to such effect signed by all the Directors;
- f) Upon the Member's failure to pay its fees in accordance with section 4.4;
- g) The Corporation is liquidated or dissolved; or
- h) Without limiting the generality of the foregoing, pursuant to the Act.

4.6. Effect of Termination of Membership

Upon the termination of Membership, the rights of the Member, including any rights in the property of Corporation, shall cease to exist. There shall be no right to appeal the termination of a Member's membership.

4.7. Discipline of Members

- (a) The Board has the authority to suspend or terminate any Member pursuant to Section 4.5(e) from Corporation on any one or more of the following grounds:
 - (i) Violating any provision of Bylaws or other written policies of Corporation;
 - (ii) Carrying out any conduct which may be detrimental to the reputation or goodwill of the Corporation, or amounts to conduct unbecoming as a Member of the Corporation, as determined by the Board in its sole discretion; or
 - (iii) For any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of Corporation.
- (b) The board shall provide the Member with at least twenty (20) days' written notice of the date on which it will be considering the suspension, termination, or both, of its membership. This written notice shall include written reasons for the proposed discipline. The Board shall provide the Member with an opportunity to be heard on said date, either by personal attendance or by submission of written submissions, prior to making any determination.
- (c) In the event that the Board determines that a Member's membership in the Corporation is to be suspended or terminated, the Chair of the Board, or such other Officer as may be designated by the Board, shall notify the Member in writing of the suspension.

Article 5 – Members' Meetings

5.1. Annual Meeting

The annual meeting of the Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The Annual Meeting, subject to Section 5.4, shall be held at such a place as the Board may from time to time determine for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointment of a public accountant, and for the transaction of such other business or special business as may properly be brought before the meeting.

5.2. Special Meeting

The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members.

5.3. Members Calling a Members' Meeting

The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five percent (5%) of the voting rights that may be cast at a Meeting of Members sought to be held. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.4. Place of Members' Meeting

Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada or elsewhere as the Board may determine.

5.5. Notice of Meetings

Notice of the meeting of Members shall be given to each member entitled to vote at the meeting by any one or more of the following means:

- (a) by email, mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (c) if the Corporation has more than 250 members, by publication
 - (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or
 - (ii) at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

5.6. Contents of Notice

Each notice of meeting of Members shall include or otherwise enclose the following:

- (a) Date, time and place of the meeting;
- (b) Confirmation of whether it is a special meeting or an annual general meeting of Members;
- (c) A form of proxy or a reminder of the right to appoint a proxyholder pursuant to section 5.13(c) of this Bylaw;
- (d) If an annual general meeting, annual financial statements or a summary of the annual financial statements as per section 12.4 and 12.5 of this Bylaw;
- (e) Any other business, including special business, to be conducted at the meeting, including where applicable the election of any directors or appointment of a public accountant; and
- (f) Anything else required to be disclosed with the notice as required by these Bylaws or the Act.

5.7. Special Business

All business transacted at a Meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

5.8. Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.9. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members are those Members entitled to vote at the meeting, the Directors, and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Bylaws of the Corporation or the Act to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting, by Ordinary Resolution of the Members or if the Chairperson asks if anyone present objects to the presence of others and no objection is raised at the meeting.

5.10. Chair of Members' Meetings

The Chairperson of Meetings of the Members shall be the Chair of the Board. In the event that the Chair of the Board is absent, any Board Member may be the Chair of Meeting of the Members. In the event that both the Chair of the Board and any Board member are absent, or are unable or unwilling to act as Chair, the Members who are present and entitled to vote at the meeting shall choose one of their number to Chair the meeting.

5.11. Quorum at Members' Meetings

- (a) A quorum at any Meeting of Members shall be the lesser of: (i) twenty-five or more of the Members entitled to vote at the meeting; or (ii) fifty percent (50%) or more of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

5.12. Participation at Members' Meetings

The Corporation may make available an appropriate venue in which Members can participate in person or to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members. Any person entitled to attend such meeting may participate and vote in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting.

5.13. Absentee Voting at Members' Meetings - Mailed or Electronic Ballot

- (a) Pursuant to section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

- (b) Pursuant to Section 171(1) of the Act, every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) A Member may revoke a proxy by depositing an instrument signed by the Member;
 - (iii) A proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (iv) A proxy shall be in writing, executed by the Member or the Member's attorney;
 - (v) Votes by proxy shall be collected, counted, and reported in such manner as the Chair of the meeting directs.

- (c) Any notice to Members of the time and place of a meeting of members shall either enclose a form of proxy in the following form, or in any form which the directors may approve, or contain a reminder of the right to appoint a proxyholder:

"I, _____, of _____, in the Province of _____, being a member of the National Aboriginal Trust Officers Association hereby appoint _____, of _____, in the Province of _____, as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) meeting of the Corporation to be held on the ___ day of _____, 20__

Dated this ___ day of _____, 20__.

Signature of Member

5.14. Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the Bylaws, be determined by a majority of the votes cast on the question. In case of an equality of votes using a show of hands or a ballot or electronic voting, the motion fails. The Chair of the meeting shall not have a second or casting vote.

5.15. Unpaid fees

No Member shall be entitled to vote at any meeting unless all calls or other sums presently payable by him/her in respect of his/her membership in the Corporation have been paid.

5.16. Show of Hands

Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon a question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said questions, and the result of the vote so taken shall be a decision of the Members upon the said question.

5.17. Ballots

Upon any question proposed for consideration at a meeting of Members whether or not a show of hands has been taken, a Member is entitled to vote at a meeting may require or demand a ballot. Any ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or a demand for a ballot may be withdrawn at any time prior to taking of the ballot. If a ballot is taken each Member present shall be entitled to one vote, and the result of the ballot so taken shall be a decision of the Members upon the said question.

5.18. Adjournment

If a meeting of Members is adjourned by one or more adjournments for less than thirty (30) days, it shall not be necessary to give notice of such adjourned meetings other than by announcement of the meeting from which it is adjourned. Provided that if a meeting is adjourned for an aggregate of thirty (30) days or more notice shall be given as per an original meeting. If any adjournment is occasioned as a result of a quorum not being present at the opening of a meeting of Members, then such meeting shall automatically be adjourned for seven (7) days to the same place and at the same time, unless otherwise provided at said meeting, and at such adjourned meeting the quorum for the transaction of business shall be those Members present irrespective of the number of votes such Members shall be entitled to cast.

5.19. Resolution in Writing

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a duly called meeting of the Members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the Public Accountants in accordance with the Act.

Article 6 – Directors

6.1. Number of Directors

The Board shall consist of a minimum of three (3) members and a maximum of ten (10) members, or of the fixed number of directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.

6.2. Qualifications

- (a) No person shall be qualified for election as a Director if such person:
 - a. Is less than 18 years of age;
 - b. Is of unsound mind and has been so found by either: (i) a court in Canada or elsewhere; or (ii) by two medical physicians;
 - c. Is not an individual; or
 - d. Has the status of a bankrupt.
- (b) The Board shall not be comprised, in whole or in part, of more than three (3) directors who also hold a position as an officer, director or senior manager at a financial institution or commercial trust company, except where an interim Director is appointed pursuant to section 6.5 or any such members of the Board are appointed, elected or employed as officer, director or senior manager at a financial institution or commercial trust company after being elected as a Director of the Corporation.

6.3. Terms of Office – Elected Directors

- a) The election of the Directors shall take place at the first meeting of the Members, or any meeting of the Members thereafter, and such elected Directors shall hold office until, or otherwise retire on, the third (3rd) annual meeting of the Members following the election or the three (3) year anniversary of the date on which such elected Directors took office, whichever is later, but, if qualified, such Directors shall be eligible for re-election for one additional second term subject to section 6.3(b) (the “**Second Term**”). The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Directors or Members otherwise determine. The election shall be by resolution. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors is appointed.
- b) Subject to section 6.2, should a Director not run for re-election, or in the event he or she does run but is not re-elected, for the term immediately following their previously elected term, he or she shall not be eligible for a Second Term until the third (3rd) annual meeting of the Members, or the three (3) year anniversary, from the date of the expiration of his or her previous term, whichever is later (the “**Rest Period**”).
- c) Notwithstanding section 6.3(b), any individual may be appointed as a Director pursuant to section 6.5 despite being subject to a Rest Period at the time of appointment. Such an appointment shall not be considered or constitute a Second Term, or otherwise prejudice them from running or being re-elected for office for a Second Term.

6.4. Removal of Directors and Ceasing to Hold Office

- a) Subject to and in accordance with the provisions of the Act, the Members may by ordinary resolution at a special meeting of the Members remove any Director or Directors from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board.
- b) A Director ceases to hold office upon: death; removal from office by the Members by ordinary resolution at a special meeting of the Members; the date that he/she ceases to be qualified for election as a director; being found to have breached his/her confidential obligations owed to the Corporation; missing three (3) or more duly convened meetings of the Directors in a row without reasonable justification; or the date that a written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, the time so specified, whichever is the later.

6.5. Vacancies

Subject to the Act and Section 6.4, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of Directors or from a failure of the Members to elect the number or a minimum number of Directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no such Directors then in office, any Member may call the meeting. Any director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.6. Action by the Board

Subject to the Articles, the Board shall manage the business and affairs of the Corporation. Subject to the Act and Section 7.2 and 7.10 hereof, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

6.7. Board Responsibilities

The Board of Directors of Corporation holds overall responsibility for items that include, but are not limited to, the following:

- a) Establishing, reviewing and updating the strategic direction and effectiveness of Corporation;
- b) Ensuring effective financial and information controls are in place;
- c) Overseeing the financial status and viability of Corporation;
- d) Appointing officers of the Corporation, including those identified from sections 9.3 - 9.10;
- e) Supervising and overseeing the conduct and performance of the officers of the Corporation;
- f) Identifying and managing conflicts of interest;
- g) Authorizing and approving any policies of the Corporation;
- h) Reviewing and approving the annual budget;
- i) Ensuring policies that guide the effective operation of Corporation are in place;
- j) Ensuring succession planning for Board Members as required;
- k) Appointing committee of Directors with specific mandates as required; and

- l) Performing any other responsibilities as may be required of them pursuant to any of the Corporation's bylaws or policies.

Article 7 – Meetings of Directors

7.1. Place of Meetings

Subject to any resolution of the Board to the contrary, meetings of the Board may be held at any place in Canada and may occur physically or virtually.

7.2. Meetings by Electronic Means

If all the Directors of the Board or a committee of Directors, as the case may be, consent, a Director may participate in a meeting of the Board or of a committee of Directors by means of such telephone, videoconference or other communication facilities as permit all persons participating in the meeting to hear each other and speak with each other, and a director participating in such meeting by such means is deemed to be present at the meeting. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committee of Directors held while a Director holds office. Any consent so given shall be valid for the purposes of a particular meeting unless revoked by notice in writing received by the Corporation prior to the meeting in respect of which such revocation relates.

7.3. Calling of Meetings of Board

Meetings of the Board may be called and held, subject to Section 7.1 and 7.2 at such place and time as the Chair or Vice-Chair of the Board or any two (2) Directors determine.

7.4. Notice of Meeting of Board of Directors

Notice of the time and place of each meeting of the Board shall be given and received in the manner provided in Section 11 to each director not less than 48 hours before the time the meeting is to take place. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at a meeting except where the Act requires such purpose or business to be specified, but notice shall be given of any proposal to:

- a) fill a vacancy among the Directors, or in the office of Public Accountants;
- b) purchase, redeem or otherwise acquire securities issued by the Corporation;
- c) approve any financial statements; or
- d) adopt, amend or repeal bylaws.

A Director may in any manner waive notice of or consent to a meeting of the Board. Attendance of a Director at a meeting of the Board shall be deemed a waiver of notice of the meeting, except if the Director attends that meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.5. Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.6. Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act or this bylaw requires or where business to be transacted is required to be specified by notice.

7.7. Chair

The Board shall appoint from among its Members, officers or Directors a Chair.

7.8. Quorum

A majority of the Directors in office constitute a quorum at any meeting of Directors and, notwithstanding a vacancy among the Directors, a quorum of Directors may exercise all of the powers of the Directors, whether present at such meeting in-person, by telephone, by videoconference or by other communication facility. When a quorum ceases to exist at a meeting the Chair shall adjourn the meeting.

7.9. Votes to Govern at Meetings of the Board

At all meetings of the Board and any committee of Directors, every question shall be decided by a majority of the votes cast on the question. Such votes may be cast either (i) in-person by show of hands, (ii) by telephone, by verbal statements, or (iii) by videoconference or other communication facility, by verbal statement or electronic affirmation. In the case of an equality of votes, the Chair shall not have a second or casting vote and a resolution or questions in respect of which an equality of votes are cast shall be deemed to be lost. Nothing herein shall prohibit a question that was lost as a result of equality of votes from being raised at a subsequent meeting.

7.10. Resolutions in Writing

A resolution in writing signed by all the Directors of the corporation entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of the Directors or a committee of Directors and satisfies all the requirements of the Act relating to meetings of Directors or committee of Directors. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of Directors and shall be effective on the date signed thereon or the latest date signed on any counterpart.

7.11. Disclosure of Interest

Every Director, and if applicable any officer, shall disclose at the outset of each Board meeting, the nature and extent of any actual or potentially perceived conflict of interest on any matters to come before that Board meeting.

Without limiting the generality of the foregoing, any Director or officer who is a party to or who is a director or officer of or has a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation shall disclose the nature and extent of their interest as soon as reasonably possible to the Board and if applicable any committee of Directors. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board. A Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same unless the contract or proposed contract is with an affiliate of the Corporation. Notwithstanding

that a Director does not vote in respect of any contract, proposed contract or arrangement in which such Director has a material interest, such Director may be included to determine the presence of a quorum at a meeting of Directors or committee of Directors at which such resolution was taken.

Subject to the Act, and provided that the Director or officer in actual or potential conflict acts in strict accordance with this section, no contract, proposed contract or arrangement that is in actual or a potential conflict of interest shall be voidable by the Corporation nor shall any Director or officer in actual or potential conflict of interest be liable to the Corporation for any profit accruing to them by virtue of any such contract or arrangement.

7.12. Confidentiality

Every Director or officer shall respect the confidentiality of matters brought before the Board or before any committee of Directors and follow the terms any policies, procedures or guidelines concerning confidentiality that may be approved by the Corporation from time-to-time.

7.13. Remuneration and Expenses

The Directors shall not be entitled to any remuneration for services to the Corporation, salary, honoraria, annual stipend, or fee as a Director, but shall be entitled to reimbursement for expenses such as travelling or out-of-pocket expenses incurred as a Director or in any other capacity which are authorized by the Board or otherwise permitted pursuant to the Corporation's Finance Policy and Procedures Manual. Nothing herein contained shall prevent any Director from serving the Corporation in any other capacity and receiving remuneration therefor.

7.14. Remuneration of Officers and Employees

Subject to any policies approved by the Board, the expressed delegation of any such authority or any other provision of these bylaws:

- a) the Board shall be responsible for appointing, hiring, terminating and fixing the remuneration of the officers of the Corporation, including the determination of any and all terms and conditions of any such officer's appointment or employment; and,
- b) the Executive Director shall be responsible for appointing, hiring, terminating and fixing the remuneration of any employee that is not an officer of the Corporation, including the determination of any and all terms and conditions of any such employee's employment.

7.15. Validity

Any act of a Director or officer is valid notwithstanding an irregularity in their election or appointment or a defect in his qualifications.

Article 8 – Committee of Directors

8.1. Committee of Directors

The Board may appoint a committee of Directors, however designated, and delegate to such committee of Directors any of the powers of the Board except those which are expressly prohibited from being delegated pursuant to the Act, these bylaws or pursuant to any corporate policy approved by the Board. A committee of Directors shall be made up of any number of Directors.

8.2. Transaction of Business

Unless such authority is otherwise expressly delegated, any committee of Directors so formed by the Board are generally advisory only in nature, with all final decisions to be the purview of the Board of Directors. Where a committee of Directors has been delegated express authority to make decisions on behalf of the Corporation, a committee of Directors may exercise such authority by a meeting at which a quorum is present or by resolution in writing signed by all those appointed to the committee of Directors who would have been entitled to vote on that resolution at a meeting of the committee of Directors. Meetings of such committee of Directors may be held at any place in Canada.

8.3. Appointment of Advisors or Committee of Advisors

The Board may appoint any Member(s), whether such Member is an individual or corporate entity, as an advisor or committee of advisors to the Corporation, without any voting rights, to provide specialized knowledge or recommendations at meetings of the Board or committee of Directors. The Board shall provide terms of appointment, including the extent of the advisor's or committee of advisors authority to attend and participate at meetings or other proceedings of the Corporation. Except to the extent that the advisor or committee of advisors are acting within its rights as a Director, member of a committee of Directors, as an officer in accordance with its terms of appointment or as a Member, under no circumstances shall an advisor have any right to vote at any meeting it is in attendance. The term of such appointment shall be at the discretion of the Board with any renewal or revocation of such appointment determined by a majority resolution of the Board.

8.4. Procedure

Unless otherwise determined by the Board, each committee of Directors shall have the power to fix its quorum at not less than a majority of its members to elect its Chair and regulate its procedure.

8.5. Confidentiality of Board Proceedings

All advisors, committee of Directors and committee of Members who are not otherwise already bound by similar terms of confidentiality in favour of the Corporation, shall, prior to attendance at any meeting of the Board or committee of Directors, execute an agreement of non-disclosure and confidentiality in favour of the Corporation requiring that they: (i) maintain as confidential all information received (A) from the Corporation, its employees, officers or directors or (B) during any meeting concerning the affairs of the Corporation, its Board, employees or affiliates, and, (ii) not disclose any such confidential information to any person without the consent of the Corporation. Such agreement of non-disclosure and confidentiality shall be on such terms and conditions as the Corporation may determine.

Article 9 – Officers

9.1. Appointment

In addition to any such other officers as the Board may determine necessary, Board shall appoint a Chair of the Board of Directors, Vice-Chair of the Board of Directors, Executive Director, Director of Finance, Secretary, Treasurer, Youth Representative and Elder Representative. The Board may specify the duties, of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Without limiting the generality, such delegation may be done through explicit mandates, terms of appointments, policies approved by the board, or any combination thereof. Those officers of the Corporation who are not also elected Directors of the Board shall not vote at any meetings of the Directors.

9.2. Term.

Each officer of the Corporation shall hold office until such officer's successor is appointed and qualified or until such officer's earlier death, resignation or removal. Any officer appointed by the Board may be removed by the Board at any time with or without cause by resolution of the Board. The removal of an officer shall be without prejudice to their contract rights, if any. The appointment of an officer shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice of their resignation to Chair or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

9.3. Chair of the Board

If appointed, the Chair of the board shall:

- a) Be a director;
- b) Preside at all meetings of the board and of the members; and
- c) Have such other duties and powers as the board may specify.

9.4. Vice-Chair of the Board

If appointed, the vice-Chair of the board shall:

- a) Be a director;
- b) If the chair of the board is absent or is unable or refuses to act, preside at all meetings of the board and of the members; and
- c) Have such other duties and powers as the board may specify.

9.5. Executive Director

If appointed, the Executive Director shall:

- a) Act as the chief operating and executive officer for the Corporation;
- b) Subject to the authority of the Board, carry on the general management and supervision of the business and affairs of the Corporation;
- c) Identify and mitigate risks to the Corporation;
- d) Be responsible for implementing the strategic plans and policies of the Corporation;
- e) Ensuring proper governance procedures are being followed;
- f) Conduct any duties or responsibilities required of him or her under any policies approved by the Board; and
- g) Have such other powers and duties as the Board may specify.

9.6. Director of Finance

If appointed, the Director of Finance shall:

- a) Act as the chief financial officer for the Corporation;

- b) Subject to the authority of the Board, carry on the financial management and supervision of the financial affairs of the Corporation;
- c) Conduct any duties or responsibilities required of him or her under any policies approved by the Board; and
- d) Have such other powers and duties as the Board may specify.

9.7. Secretary

If appointed, the Secretary shall:

- a) Attend and be the secretary at all meetings of the Board, Members and committee of Directors and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat;
- b) Give or cause to be given, as and when instructed, all notices to Members, Directors, officers, Public Accountants and Members of committee of Directors;
- c) Be 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 instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and
- d) Have such other powers and duties as the Board or the chief executive officer may specify.

9.8. Treasurer

If appointed, the Treasurer shall:

- a) Keep proper accounting records in compliance with the Act;
- b) Be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- c) Render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation; and
- d) Have such other powers and duties as the Board and the chief executive officer may specify.

9.9. Youth Representative

If appointed, the Youth Representative shall:

- a) At the time of appointment, be thirty (30) years of age or younger;
- b) Represent the interests of the young Members of the Corporation;
- c) Represent the interests of young individuals or those who have not yet been born who are or may be beneficiaries of a trust or investment;
- d) Engage with young Members and identify how and in what areas their participation can be improved; and
- e) Have such other powers and duties as the Board may specify.

9.10. Elder Representative

If appointed, the Elder Representative shall:

- a) Be knowledgeable and experienced with the traditions, culture, practices and values of Indigenous peoples;

- b) Ensure that discussions, deliberations and, to the extent possible, the decisions of the Board are rooted or grounded in, or otherwise informed by, the culture, traditions, values and practices of Indigenous peoples; and
- c) Have such other powers and duties as the Board may specify.

9.11. Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board, the chief executive officer may specify or provided in any policy approved by the Board. 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, chief executive officer or corporate policies otherwise directs.

9.12. Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of an officer.

9.13. Terms of Office

Without limiting any other section of this bylaw, the Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his successor is appointed.

9.14. Conflict of Interest

An officer shall disclose their interest, or potential interest, in any material contract or proposed material contract with the Corporation in accordance with Section 7.11.

9.15. Delegation of Powers

Under no circumstances shall the Board delegate to any person or committee of Directors the following powers:

- a) submit to the Members any question or matter requiring the approval of the Members;
- b) fill any vacancy among the Directors or the office of Public Accountants;
- c) issue debt obligations except as authorized by the directors
- d) issue securities including memberships in the manner and on the terms authorized by the Directors;
- e) approval of any purchase, redemption or otherwise acquisition of any securities issued by the Corporation;
- f) establish contributions to be made, or dues to be paid, by members under section 30 of the Act;
- g) approve any financial statements of the Corporation pursuant to section 172 of the Act; or,
- h) adopt, amend or repeal bylaws.

9.16. Confidentiality Agreements - Officers and Employees

All officers and employees of the Corporation shall execute an agreement of non-disclosure and confidentiality in favour of the Corporation specifying that they: (i) shall maintain as confidential all information received (A) from the Corporation, its employees, officers or directors or (B) such

information as may come into the possession of such person in the course of or incidental to such person's duties and responsibilities as an officer or employee of the Corporation, and, (ii) not disclose any such confidential information to any person without the consent of the Corporation. Such agreement shall otherwise be on such terms and conditions that the Corporation shall determine from time to time.

Article 10 – Protection of Directors, Officers and Others

10.1. Limitation of Liability

Subject to section 7.11 herein, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any other person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, UNLESS the same are occasioned by the Director's or officer's own wilful neglect or default and provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with these bylaws or the Act and the regulations thereunder or from liability for any breach thereof.

10.2. Indemnity

Subject to the limitations contained in the Act, the Corporation shall and does hereby indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or proceeding to which such person is made a party by reason of being or having been a Director or officer of the Corporation or any such body corporate, if:

- a) such person acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

Provided, however that:

- a) the person seeking indemnification has given the Corporation prompt written notice of any such claim, lawsuit or action for which indemnification is sought; and
- b) they cooperate in all reasonable manner with the Corporation and its agents in defence of any such claim, lawsuit or action.

10.3. Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers.

Article 11 – Notices

11.1. Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of Directors of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 or 134 and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary, or the Board, may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of Directors of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.2. Computation of Time

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

11.3. Undelivered Notices

If any notice given to a Member pursuant to Section 5.5 is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until he informs the Corporation in writing of his new address.

11.4. Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Public Accountant or Member of a committee of Directors of the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken by any meeting held pursuant to such notice or otherwise founded thereon.

11.5. Waiver of Notice

Any Member, Director, officer, Public Accountants or member of a committee of Directors may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the Articles or the bylaws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of a meeting of Members or of the Board which may be given in any manner.

Article 12 – Accounting

12.1. Directors to Keep Accounts

The Directors shall cause true accounts to be kept of the sums of money received and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases of the Corporation, the assets and liabilities of the Corporation and all other transactions materially affecting the financial position of the Corporation.

12.2. Public Accountant

The Members of the Corporation shall appoint an Public Accountant, independent of the Corporation, for the performance of the duties of an Public Accountant pursuant to the Act. The Public Accountant shall be a member in good standing with an institute or association of accountants and meet any qualifications under the jurisdiction wherein he or she is performing its duties.

12.3. Location of Books of Account

The books of accounts shall be kept at the business office of the Corporation and shall be open for inspection upon approval of the Board.

12.4. Financial Statements

The Board shall lay before each annual meeting of the Members comparative financial statements and the report of the Public Accountant, if any, to the Members thereat. Subject to the Act and its regulations, the comparative financial statement shall:

- (a) be approved by the Board and signed by one (1) or more Directors thereof;
- (b) be prepared in accordance with the generally accepted accounting principles set out in the CPA Canada Handbook – Accounting or the CPA Canada Public Sector Accounting Handbook, as amended from time to time;
- (c) relate separately to:
 - a. the period that began on the day the Corporation came into existence and end not more than six (6) months before the annual meeting or, if the Corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ending not more than six (6) months before the annual meeting;

- b. the immediately preceding financial year;
- (d) include:
- i. a statement of the assets and liabilities of the Corporation in the form of a balance sheet;
 - ii. a statement of the revenue and expenditures of the Corporation; and
 - iii. the report of the Public Accountant, if any.

12.5. Forwarding of Financial Statements

In advance of the annual meeting of the members, the Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

12.6. Publication of Financial Documentation

The Corporation is hereby authorized to the extent permitted by the Act to publish a notice stating that the documents required to be published by the Act are available for examination at the registered office of the Corporation during normal business hours in lieu of publication of such documents.

Article 13 – Policies

13.1. Development of Policies and Amendments to Policy Attachments

- a) The Board shall approve any and all policies of the Corporation that it determines is necessary or prudent, including but not limited to any such policies concerning the governance, operation and management of the Corporation. Without limiting the generality of the foregoing, such policies may govern the conduct and actions of the Board of Directors, any committee of Directors, officers or employees of the Corporation.
- b) A policy may include as an attachment to a policy any guidelines, procedures, practices or other administrative details or instructions, which may be amended, replaced or removed at the discretion of the Board or the Executive Director. Should the Executive Director determine it in the best interest of the Corporation, he or she may amend, replace or remove an attachment to any policy by sending notice of such changes to the Board. Should any member of the Board raise concern with the changes to an attachment of a policy, the Chair, or any two members of the Board, shall call a meeting of the Board pursuant to these bylaws to either ratify or reject the same. The Executive Director shall be given an opportunity to attend such a meeting. The added, amended, replaced or removed attachment to a policy by the Executive Director shall become effective upon 72 hours of giving the Director's notice of the change or, in the event a meeting of the Board is called, upon its ratification by the Board, whichever is later. Upon coming into effect, the Executive Director shall notify all of the Corporation's officers and employees of the added, amended, replaced or removed attachment. Without limiting the generality of the foregoing, the Board may waive the 72 hour notice period.

13.2. Review of Policies

The Policies are to be reviewed annually by the Board of Directors and amended, as required, to befit circumstances in place at the time of review in the best interests of the Corporation.

13.3. Amendment of Policies

Subject to section 13(b), the Policies can be amended by a vote of the Board of Directors and do not require approval by the Members of the Corporation. All amendments to Corporation policies enacted during the year are, however, to be reported to Members at the Annual General Meeting.

Article 14 – Dispute Resolution

14.1. Dispute Resolution Mechanism

If a dispute or controversy among Members, Directors, officers or committee members of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with *The Arbitration Act, 1992*, (Saskatchewan), as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

Article 15 – Bylaws and Effective Date

15.1. Effective Date

This Bylaw shall come into force on the effective date provided herein following the Board's adoption of the same by resolution and the confirmation and ratification of the same by ordinary resolution of the Members pursuant to section 15.2.

15.2. Ratification

At the first meeting of Members following the adoption by the Board, the Directors of the Corporation shall submit this bylaw to the Members of the Corporation and the Members shall either confirm, reject or amend the same by ordinary resolution. Following the ratification by the Members, the Board shall provide notice to the Canada Revenue Agency of the amended or new bylaws pursuant to its requirements, the Corporation being a charity.

15.3. Enacting and amending bylaws

The Board will enact or amend the Bylaws for the Corporation by resolution, which will be effective from the time the resolution is passed or the date stated in the resolution, provided that such Bylaws or

any amendments thereto, shall be ratified at the next following Annual General Meeting, and, should the Annual General Meeting not ratify the Bylaws or any amendment thereto, such part or parts not ratified shall be deleted and in the event the Annual General Meeting substitutes alternate language for the part or parts deleted, such alternate language shall replace any deleted part or parts of the Bylaws. Notwithstanding any lack of ratification or amendment, any actions taken pursuant to the deleted or amended Bylaws shall be valid and effective. In the event the Bylaws are changed by deletion or alteration at the Annual General Meeting, the Board shall not thereafter have the authority to amend the Bylaws in a manner which would change the intent of the deletion and/or amendment at the Annual General Meeting and any such resulting deletions or added provisions shall be subject to re-enactment or amendment only at an Annual General Meeting.

15.4. Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

[Execution page to follow]

ENACTED by the Board and effective the 8th day of March, 2024.



Name: Mark Dokis
Title: Director



Name:
Title:

CONFIRMED and **RATIFIED** by the Members in accordance with the Act the _____ day of _____, 2024.

Name:
Title:

Name:
Title: