

Ontario Native Education Counselling Association

By-Law No. 3

TABLE OF CONTENTS

<u>Section Heading</u>	<u>Page No.</u>
1. INTERPRETATION -----	4
2. REGISTERED OFFICE -----	8
3. MEMBERSHIP CLASSES -----	9
4. MEMBERS' RIGHTS -----	10
5. ADMISSION TO MEMBERSHIP -----	10
6. DISCIPLINARY ACT, TERMINATION OF MEMBERSHIP FOR CAUSE AND RESIGNATION -----	11
7. MEMBERSHIP DUES -----	12
8. FUNDAMENTAL CHANGES -----	13
9. MEMBERS' MEETINGS -----	13
10. NOTICES -----	17
11. THE BOARD OF DIRECTORS -----	17
12. THE BOARD OF DIRECTORS: MEETINGS -----	21
13. COMMITTEES -----	22
14. ADJOURNMENT -----	22
15. LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS -----	22
16. CONFLICT OF INTEREST -----	23
17. OFFICERS -----	25
18. OFFICERS' DUTIES -----	26

ONTARIO NATIVE EDUCATION COUNSELLING ASSOCIATION

BY-LAW NO. 3

A by-law relating generally to the transactions of the affairs of the Ontario Native Education Counselling Association.

BE IT ENACTED as a by-law of the Ontario Native Education Counselling Association as follows:

1. INTERPRETATION

1.1 Name. The name of the corporation shall be the "Ontario Native Education Counselling Association."

1.2 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the Ontario *Not-for-profit Corporations Act, 2010*, SO 2010, c 15, as amended, restated or in effect from time to time and includes the Regulations;
- (b) "Affiliate" means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) "AGM" means the annual meeting of Members;
- (d) "Arrangement with a Director or Connected Person" means a contract or transaction between the Corporation and a Director (or a person connected to a Director within the meaning of CAA O. Reg. 4/01 section 2.1) that would result in the Corporation making a payment from its charitable property to any such Director or connected person, but does not include reimbursement to a Director for reasonable expenses incurred in the performance of his or her duties as a Director;
- (e) "Articles" means the original or restated letters patent, supplementary letters patent, Articles of incorporation, amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (f) "Auditor" means a public accountant (as defined in the *Public Accounting Act, 2004* (Ontario)) who is independent of the Corporation, any of its Affiliates, and the Directors and officers of the Corporation and its Affiliates and is appointed to conduct an audit in respect of the Corporation.
- (g) "Board" means the Board of Directors of the Corporation;
- (h) "By-law" means this by-law and any other by-law of the Corporation, as amended and which are, from time to time, in force and effect and "By-laws" means all of them;

- (i) "CAA O. Reg. 4/01" means O. Reg 4/01 under the *Charities Accounting Act* (Ontario) as amended, restated or in effect from time to time;
- (j) "Chair" means the chair of the Board as described in Section 18.1;
- (k) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (l) "Director" means an individual occupying the position of Director of the Corporation;
- (m) "District" means the Northwest District; the Northeast District; or the Southern District;
- (n) "District Members' Meeting" means a meeting of the members of either Class NWD Membership as set out in Section 3.1(a); Class NED Membership as set out in Section 3.1(b); Class SD Membership as set out in Section 3.1(c); or Class LT Membership, as set out in Section 3.1(d).
- (o) "Executive Committee" means a committee of the Board of Directors which is comprised of the Corporation's Officers;
- (p) "Ineligible Individual" has the meaning given to it in the *Income Tax Act* (Canada), as it may be amended. At the date hereof, an Ineligible Individual means an individual who has been:
 - i. convicted of a relevant criminal offence unless it is a conviction for which
 - a. a pardon has been granted and the pardon has not been revoked or ceased to have effect, or
 - b. a record suspension has been ordered under the *Criminal Records Act* (Canada) and the record suspension has not been revoked or ceased to have effect,
 - ii. convicted of a relevant offence in the five-year period preceding that time,
 - iii. a Director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under the *Income Tax Act* (Canada) and for which the registration of the charity or association was revoked in the five-year period preceding that time,
 - iv. an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or

association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under the *Income Tax Act* (Canada) and for which its registration was revoked in the five-year period preceding that time;

- v. a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;
 - vi. a listed terrorist entity, or a member of a listed terrorist entity;
 - vii. a director, trustee, officer or like official of a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity; or
 - viii. an individual who controlled or managed, directly or indirectly, in any manner whatever, a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity;
- (q) "Meeting of Members" includes an annual or Special Meeting of Members;
- (r) "Member" means a Member of the Corporation admitted pursuant to Section 5.2;
- (s) "Native" means the Aboriginal peoples of Canada which includes persons who are Indian (registered and non-status), Metis or Inuit;
- (t) "Northwest District" means the Territorial Districts of Kenora; Sioux Lookout; Nakina; Fort Frances; and Lakehead;
- (u) "Northeast District" means the Territorial Districts of Georgian Bay; Sudbury; and James Bay;
- (v) "Officer" means an officer of the Corporation;
- (w) "Ordinary Resolution" means a resolution that is either (i) submitted to a meeting of Members or Directors, as applicable, and passed at that meeting, with or without amendment, by at least a majority of the votes cast or (ii) passed pursuant to Section 1.10;
- (x) "Person" means an individual or entity;
- (y) "Regulations" means *General*, O Reg 395/21 and any other regulation made under the Act, as amended, restated or in effect from time to time;
- (z) "Southern District" means the Territorial Districts of Peterborough; London; and Brantford;

- (aa) "Special Business" means business transacted at either a Special Meeting of Members or an annual meeting of Members, except (i) consideration of the financial statements, (ii) consideration of audit, (iii) election of Directors and (v) re-appointment of the incumbent Auditor;
- (bb) "Special Meeting of Members" means any duly called and held meeting of Members (or any class of Members) other than the annual meeting of Members;
- (cc) "Special Resolution" means a resolution of Members that is either (i) submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast or (ii) passed pursuant to Section 1.10(b); and
- (dd) "Territorial Districts" means the geographic areas that comprise the Northwest District, Northeast District and Southern District as set out in Section 3.2.
- (ee) "Voting Members" means a Member belonging to either Class NWD Membership as set out in Section 3.1(a); Class NED Membership as set out in Section 3.1(b); Class SD Membership as set out in Section 3.1(c); or Class LT Membership, as set out in Section 3.1(d).

1.3 Interpretation. In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified in Section 1.2, words and expressions defined in the Act shall have the same meanings when used in this By-law. References to Sections are to sections of this By-law unless otherwise specified.

1.4 Headings and Table of Contents. The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this By-law.

1.5 Invalidity of any Provisions of this By-law.

- (a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the Directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to Section 16(3) of the Act, no act of the Corporation, including a transfer of property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.

1.6 Corporate Seal. The Corporation may have a corporate seal in the form approved from time to time by the Directors. If a corporate seal is approved by the Directors, the secretary of the Corporation shall be the custodian of the corporate seal.

1.7 Execution of Documents.

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- (b) Notwithstanding the foregoing, any officer or Director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the Articles, by-laws, resolutions and minutes of meetings of the Corporation.
- (c) The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.8 Financial Year End. The financial year end of the Corporation shall be determined by the Directors.

1.9 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company or other entity carrying on a banking business in Canada or elsewhere as the Directors 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 Directors may by resolution from time to time designate, direct or authorize.

1.10 Resolutions in Writing.

- (a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of Directors, is as valid as if it had been passed at such meeting.
- (b) 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 such meeting.

2. REGISTERED OFFICE

2.1 Registered Office. The Directors may change the location of the Corporation's registered office within the Ontario municipality or geographic township specified in the Articles by a resolution, but pursuant to Section 14(4) of the Act, a Special Resolution of

Members is required to change the municipality or geographic township in which the registered office is located to another municipality or geographic township in Ontario.

3. MEMBERSHIP CLASSES

3.1 Classes of Membership. There shall be five (5) classes of Members in the Corporation. The Board of Directors of the Corporation may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board of Directors. Employees of the Corporation shall not be entitled to be Voting Members in the Corporation. The following conditions of membership shall apply:

- (a) Class NWD Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Northwest District.
- (b) Class NED Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Northeast District.
- (c) Class SD Membership shall be available to any persons employed as Native Student Counsellors or persons working in a supportive role in the field of education in the province of Ontario that are from the Southern District.
- (d) Class LT Membership shall be for Life Members, who shall be persons who are retired and were previously employed as Native Student Counsellors in the province of Ontario for a minimum of ten (10) years; who have been Members of the Corporation for a minimum of ten (10) years; who have performed some distinguished service in the furtherance of the goals of the Corporation; and who are from either the Northwest District; the Northeast District; or the Southern District. Class LT membership shall automatically terminate upon the death of the member.
- (e) Class HN Membership shall be for Honourary Members, who shall be students enrolled in an educational program in the province of Ontario or other persons who wish to support the aims of the Corporation and/or have performed some distinguished service in the furtherance of the goals of the Corporation.

3.2 Assignment to Districts. In addition to the above membership classes, each member shall be assigned to one of the Districts below. Such assignment shall be made by the Board of Directors, or any employee of the Corporation charged with doing so by resolution of the Board of Directors. All such decisions shall be final. The Districts are:

- (a) Northwest District: Kenora; Sioux Lookout; Nakina; Fort Frances; Lakehead;
- (b) Northeast District: Georgian Bay; Sudbury; James Bay; and
- (c) Southern District: Peterborough; London; Brantford.

4. MEMBERS' RIGHTS

- 4.1 (a) **Class NWD, Class NED, Class SD.** Each Class NWD, Class NED and Class SD Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation and each Class NWD, Class NED and Class SD Member shall be entitled to one (1) vote at such meetings. The term of membership of a Class NWD, Class NED and Class SD Member shall be annual, subject to renewal at the AGM. Persons who have been Class NWD, Class NED or Class SD Members for at least three (3) months shall be entitled to be Directors or Officers of the Corporation.
- (b) **Class LT Members.** Each Class LT Member shall be entitled to receive notice of attend and vote at all meetings of the Members of the Corporation and each Class LT Member shall be entitled to one (1) vote at such meetings. Class LT Members shall be exempt from annual membership dues. The term of membership of a Class LT Member shall be for life, however, the Board of Directors can revoke any life membership from time to time conferred, provided that the voting in relation to such revocation shall be conducted in accordance with this by-law. Class LT Members shall be entitled to fill one (1) seat on the Board of Directors and that Director shall be entitled to be an Officer for the Corporation.
- (c) **Class HN Members.** Each Class HN Member shall be entitled to receive notice of and attend all meetings of the Members of the Corporation but shall not be entitled to vote at such meetings. Class HN Members shall be exempt from annual membership dues. The term of membership of a Class HN Member shall be annual, however, the Board of Directors can revoke any honorary membership from time to time conferred, provided that the voting in relation to such revocation shall be conducted in accordance with this by-law. Class HN Members shall not be entitled to be Directors or Officers of the Corporation.

4.2 **Membership Transferability.** A Membership may not be transferred.

Pursuant to Section 17(1) of the Act, a Special Resolution of the Members is required to make any amendments to this section or to otherwise to add, change or remove a provision respecting a transfer of Membership.

5. ADMISSION TO MEMBERSHIP

- 5.1 **Application for Membership.** Applications for all classes of membership shall be submitted, together with any membership dues, to the Board of Directors at the Corporation's Registered Office.
- 5.2 **Admission to Membership.** The Board of Directors shall consider all applications for membership that include sufficient information to allow the Board to determine whether the applicant is eligible to be a Member and if so, for what class of membership. Any membership form shall state that all information provided for consideration by the Board of Directors will be maintained as confidential with disclosure only in accordance with any applicable laws. All Members shall be admitted by Ordinary Resolution of the Board of

Directors. Upon admission, each Member shall be promptly informed by the Secretary of:

- (a) admission as a Member;
- (b) the class of membership;
- (c) the entitlements of that class of membership; and
- (d) for voting classes only, the District to which membership pertains.

5.3 Membership List. The Secretary of the Board of Directors shall maintain an up-to-date membership list which shall be presented to the Board of Directors bi-annually for ratification. The membership list shall remain and be maintained at the Head Office of the Corporation.

6. DISCIPLINARY ACT, TERMINATION OF MEMBERSHIP FOR CAUSE, RESIGNATION

6.1 Termination of Membership. Subject to the Articles, the Membership of a Member is automatically terminated on the earliest of the date on which:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the later of the date of delivery or the date specified in the resignation;
- (c) the Member no longer meets the eligibility for Membership as set out in ARTICLE 3;
- (d) the Member is expelled in accordance with Section 6.2 or such Member's Membership is otherwise terminated in accordance with the Articles or by-laws;
- (e) the Member's term of Membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles and the Act, upon termination of Membership, the rights of the Member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the Member to the Corporation that existed at the time of such termination of Membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

6.2 Notice of Disciplinary Action or Removal. Upon fifteen (15) days' written notice to a Member, any Member may be subject to disciplinary action or removed from membership for cause, after a hearing and a majority vote and resolution of the Board of Directors in favour of the disciplinary action or removal. Such "cause" includes, but is not necessarily limited to:

- (a) carrying out any conduct which may be detrimental to the Corporation as determined by the Directors;

- (b) involvement in an activity or action that is intended to interfere with the operations, funding or program and service delivery of the Corporation;
- (c) violating any provision of the Articles, By-laws or written policies of the Corporation; or
- (d) for any other reason that the Directors consider to be reasonable, having regard to the purpose of the Corporation.

6.3 Notice. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to either:

- (a) give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership; and/or
- (b) be provided the opportunity to address and respond to the Corporation's concerns prior to the Board of Directors making any decision on discipline or termination.
- (c) All decisions regarding discipline or termination of membership by the Board of Directors are final.

7. MEMBERSHIP DUES

7.1 Annual Dues. Members' Annual dues and late fees, if any, shall be in an amount determined by the Voting Members at the AGM, on the recommendation of the Board of Directors.

7.2 Membership Year. The membership year shall be from April 1st to March 31st of the following year. Annual membership dues, if any, are to be paid by March 31st of each year.

7.3 Outstanding Annual Dues. The Secretary of the Board of Directors shall notify Members in writing of any outstanding annual dues payable to the Corporation. If such dues are not paid within thirty (30) days of the date of such notice, that Member's membership shall be automatically suspended until such time as the outstanding dues are paid in full. During the period of suspension, that Member shall cease to be a Member in good standing of the Corporation and shall not be entitled to any of the entitlements of membership. Upon payment of any outstanding dues, the period of suspension shall cease and the Member's status shall continue as if the suspension had never occurred.

7.4 Payment of Outstanding Annual Dues. All applicable membership dues must be paid in full prior to the commencement of any Members' meeting in order for that Member to be entitled to vote at that Members' meeting.

8. FUNDAMENTAL CHANGES

8.1 Amendment of Articles. Pursuant to Sections 103(1) of the Act, a Special Resolution of the Members is required to make any amendment to the Articles to:

- (a) change the Corporation's name;
- (b) add, change or remove any restriction on the activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- (c) create a new class or group of Members;
- (d) change a condition required for being a Member;
- (e) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (f) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a Membership;
- (h) subject to Section 30 of the Act, increase or decrease the number of Directors or the minimum or maximum number of Directors fixed by the Articles;
- (i) change the statement of the purpose of the Corporation;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the corporation is to be distributed;
- (k) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (l) change the method of voting by Members not in attendance at a meeting of Members; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

9. MEMBERS' MEETINGS

9.1 Annual General Meeting. Pursuant to Section 52 of the Act, the Directors shall call an annual meeting of Members not later than 18 months after the Corporation comes into existence; and subsequently, not later than 15 months after holding the preceding annual meeting. The annual meeting of Members shall be designated as the AGM, which shall be held at a date, time and place as determined by the Members at the previous AGM of the Corporation. When for any reason a date, time and/or place of the next AGM cannot be decided upon by the Members at the AGM, or where changes to such date, time and/or place must subsequently be made for any reason whatsoever, the Board of Directors shall make the decisions regarding the date, time and/or place of the AGM.

- 9.2 Additional Meetings.** The Directors may at any time call a Special Meeting of Members.
- 9.3 Notice of Member Meeting.** Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting (as of the close of business on the day immediately prior to the date on which the notice is given), the Directors and the Audit/Review Accountant at least ten (10) days and not more than fifty (50) days before the meeting date.
- 9.4 Contents of Notice where Special Business**
- Notice of a meeting of Members (whether an annual meeting and/or Special Meeting of Members) at which Special Business is to be transacted shall:
- (a) state the nature of the Special 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.
- 9.5 Petition for Members Meeting.** On receipt of a petition requesting a meeting of Members which is signed by a minimum of ten percent (10%) of the Voting Members of the Corporation and which is deposited or delivered to the Corporation's Head Office, the Board of Directors shall call a special Members' meeting within thirty (30) days from the date of the deposit or delivery of the petition. Such petitions must state the nature of the business to be conducted at the Members' meeting.
- 9.6 Election of Directors.** The Board of Directors shall be comprised of a range of three (3) to fifteen (15) Directors. Immediately prior to each AGM, the Class NED, Class NWD and Class SD Members shall hold a meeting of the Members of their Class for the purpose of electing two (2) Directors ("District Members' meeting"). For the directors elected by Class NED, Class NWD and Class SD, no more than one (1) Director may be elected from a geographic area comprising one of the Territorial Districts. Immediately prior to each AGM, the Class LT Members shall hold a meeting of their Members for the purpose of electing one (1) Director from its Class. The director elected by the Class LT Members may be from any geographic area comprising one of the Territorial Districts. Notice of the District Members' Meetings shall be included in the notice to Members for each AGM.
- 9.7 Nomination and Election of Directors.** Directors shall be nominated and elected by secret ballot at the District Members' meetings held immediately prior to the AGM in accordance with the rules and procedures that may be established by the Elections Committee. The Elections Committee shall be appointed by resolution of the Board of Directors and shall operate in accordance with any conditions or guidelines that may be established by the Board of Directors.
- 9.8 Appointment of Additional Directors.** The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next AGM, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous AGM. The additional directors must be elected from a geographic area comprising one of the Territorial Districts not already represented by the Directors elected in accordance with Section 9.6.

9.9 Annual Business. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the AGM, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or Articles. The business transacted at the AGM shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor for the coming year;
- (e) reappointment or new appointment of the auditor for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the AGM unless a Member's proposal has been given to the secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of the AGM.

9.10 Special meeting of the Members. The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. Such requisitions must be delivered to the Corporation's Head Office and must state the nature of the business to be conducted at the Members' meeting.

9.11 Chair. In the absence of the Chair of the Board, the Members present at any meeting of the Members shall choose another Director to act as Chair of the meeting and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one of their number to be Chair of the meeting.

9.12 Waiver of notice. Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

9.13 Quorum. A quorum for the transaction of business at a Members' meeting shall consist of not less than twenty-five percent (25%) of the total Voting Members entitled to vote at the meeting. No business can be properly transacted unless this quorum requirement is fulfilled.

9.14 Voting. At all meetings of Members every question shall be decided by a majority of votes of the Voting Members present in person or electronically, unless otherwise required by statute or by-law of the Corporation. Every question shall be decided by a show of hands, unless a poll is demanded by any Voting Member. The demand for a poll may be withdrawn. If a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Voting Members present in person or electronically. All such polls shall be taken in the manner the chairperson of the Members meeting shall

direct. The result of the poll shall be deemed the decision of the Members upon the matter in question.

- 9.15 Meeting held by Electronic Means.** If the directors or members of a corporation call a meeting of the members, the directors or members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 9.16 Participation by Telephonic or Electronic Means.** Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting.
- 9.17 Requirements for Electronic Voting.** A Member entitled to vote at a meeting of Members may vote by telephonic or electronic means made available by the Corporation, provided such means:
- (a) permit the votes to be verified as having been made by Members entitled to vote; and
 - (b) prevent the Corporation from identifying how each Member voted.
- 9.18 Scrutineers.** The chair of any meeting of Members may appoint one or more persons to act as scrutineer(s) at such meeting and in that capacity to report to the chair such information as to attendance, representation, voting (including the collection, counting and reporting of results) and other matters at the meeting as the chair shall direct. If so directed by the chair, the scrutineer(s) shall perform their duties in a manner that complies with the requirements of Section 9.17.
- 9.19 Declaration.** A declaration by the chairperson of the Members' meeting that a motion or resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes in favour of or against the motion or resolution.
- 9.20 Equality of Votes.** In the case of an equality of votes at any Members' meeting, whether by a show of hands or by a poll, the chairperson shall be entitled to a second or casting vote.
- 9.21 Agenda.** Agenda items to be presented at the AGM must be approved for distribution by the Board of Directors prior to the AGM.
- 9.22 Persons Entitled to be Present.** The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

10.0 NOTICES

Service. Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. If notice is given by prepaid mail it is deemed to be received on the fifth day after it was sent. An electronic means of giving notice is valid so long as the notice is in an electronic form that is accessible by the Member so as to be usable for subsequent reference and capable of being retained by the Member.

Members bear the responsibility of notifying the Secretary or the Corporation's Head Office of any changes to their contact information.

- 10.1 Computation of Time.** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 10.2 Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.
- 10.3 Signatures to Notices.** The signature to any notice may be written, stamped, typewritten or printed.
- 10.4 Statutory Declaration.** The statutory declaration of the Secretary of the Board of Directors that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.

11. THE BOARD OF DIRECTORS

- 11.1 Number and Term.** The property, affairs and business of the Corporation shall be managed by a Board of Directors comprised of a minimum of three (3) Directors and a maximum of fifteen (15) Directors, each of whom shall be elected as per the terms set out in Sections 9.6, 9.8 and 17.2. The term of office of a Director shall continue until his or her successor is appointed or elected.
- 11.2 Qualifications of Directors.**

- (a) The following persons are disqualified from being a Director:
- (i) a person who is less than eighteen (18) years of age;
 - (ii) a person who has been found to be incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*;

- (iii) a person who has been found to be incapable by a court in Canada or elsewhere;
- (iv) a person who is an Ineligible Individual, unless such person has disclosed such status to the Board and the Board has nevertheless approved such person to be a Director;
- (v) a person who is not an individual; and
- (vi) a person who has the status of bankrupt.

(b) A Director is required to be a Member.

11.3 Duty to Disclose if Ineligible Individual. Every Director or officer of the Corporation who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or officer.

11.4 No Alternate Directors. No person shall act for an absent Director at a meeting of the Board or a committee of Directors.

11.5 Election and Term. Subject to the Articles, the Members (or applicable class of Members) will, by Ordinary Resolution, elect the Directors at the first meeting of Members (or applicable class of Members) and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the fourth annual meeting of Members following the election.

11.6 Removal of Directors. A Director elected by a class of Members that has an exclusive right to elect the Director may only be removed by an Ordinary Resolution of those Members. The vacancy created by the removal of a Director may be filled at the same meeting in accordance with Section 11.7.

11.6 Vacation of Office. A Director shall be deemed to have automatically vacated his or her position if he or she:

- (a) resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) fails to attend three (3) consecutive meetings of the Board of Directors;
- (c) ceases to be a Class NWD, Class NED Class SD or Class LT Member of the Corporation;
- (d) if the Director becomes disqualified pursuant to Section 11.2;
- (e) if, at a meeting of the Class NWD, Class NED, Class SD or Class LT Members, as the case may be, a resolution is passed by at least a majority of the votes cast by

the Class NWD, Class NED, Class SD or Class LT Members, as applicable, removing the Director before the expiration of the Director's term of office;

11.7 Filling Vacancies. A vacancy on the Board shall be filled as follows:

- (a) if the vacancy occurs among the Directors elected by either the Class NWD, Class NED or Class SD Members, the remaining Directors of that Class may fill the vacancy;
- (b) if the vacancy occurs among the Class LT Members, the Class LT Members shall fill the vacancy;
- (c) if the vacancy occurs among the directors appointed by the Board of Directors as set out in Section 9.8, the Board of Directors may fill the vacancy in accordance with the terms set out in Section 9.8;
- (d) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
- (e) A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

11.8 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Where there are vacancies on the Board of Directors, the remaining Directors may exercise all of the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

11.9 Borrowing Powers. Unless the Articles otherwise provide, the Directors may without authorization of the Members, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

11.10 Delegation.

- (a) Subject to the Articles and any By-law, the Board may from time to time delegate to a Director or a committee of Directors, all or any of the Directors powers, except that the Board shall not delegate authority to:

- i. submit to the Members any question or matter requiring the approval of Members;
 - ii. fill a vacancy among the Directors or in the position of the Auditor;
 - iii. appoint additional Directors;
 - iv. issue debt obligations except as authorized by the Directors;
 - v. approve any financial statements of the Corporation;
 - vi. adopt, amend or repeal by-laws; or
 - vii. establish or modify contributions to be made, or dues to be paid, by Members,
- (b) The powers specified in Section 11.9 may be delegated to a Director, a committee of Directors or an officer of the Corporation.
- (c) Any committee of Directors may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board.

11.11 By-laws. Pursuant to Section 17 of the Act:

- (a) Unless the Articles otherwise provide and subject to Section 11.11(c), the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.
- (b) The Directors shall submit every such by-law, amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend such by-law, amendment or repeal.
- (c) The by-law, amendment or repeal is effective from the date upon approval thereof by the Members by Special Resolution. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains (or becomes, as applicable) effective in the form in which it was confirmed.
- (d) The by-law, amendment or repeal ceases to have (or never has, as applicable) effect if it is not submitted by the Directors to the Members as required under Section 11.11(b) or if it is rejected by the Members.
- (e) If a by-law, an amendment or a repeal so ceases to have (or never has, as applicable) effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

11.12 Communication and Information Sharing. In addition to their other powers and duties, the Directors shall:

- (a) encourage on-going communication among the Members in his or her District;

- (b) report any pertinent information from the Board of Directors back to the Members in his or her District;
- (c) promote professional development in his or her District; and
- (d) promote membership in the Corporation to persons performing the duties of Native student counsellor in his or her District.

12. THE BOARD OF DIRECTORS: MEETINGS

- 12.1 Location of Meetings.** Meetings of the Board of Directors may be held at any cost-effective location that it may from time to time determine.
- 12.2 Calling Meetings.** Board of Directors meetings may be called by the President or Vice President, together with the Secretary; or in writing by any two other Directors. Notice of any meeting of the Board shall be given in the manner provided in Section 9 of this By-law to every Director not less than fourteen (14) days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. No notice of meeting need specify the purpose or the business to be transacted at the meeting except if the business includes a proposed delegation of the Directors duties pursuant to section 11.10(a) in which case the notice shall specify same.
- 12.3 Fixing Regular Meeting Date.** The Board may fix the place and time of regular Board meetings and shall send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- 12.4 Error in Notice.** No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any Directors' meeting and may ratify and approve of any or all proceedings taken or had thereat. Attendance at any Board of Directors' meeting without notice of said meeting constitutes a waiver of notice of that meeting.
- 12.5 Participation by Telephone or Other Communications Facilities.** A director may, if all the directors of the Corporation consent, participate in a meeting of the directors or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at the meeting.
- 12.6 Majority.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those present in person or participating by teleconference. The chairperson of the Board of Directors meeting shall have a second or casting vote in the event of an equality of votes on any question.
- 12.7 Voting.** All votes shall be by a show of hands unless a Director demands that a vote be taken by ballot. If a Director demands that a vote be taken by ballot, each Director will

vote by secret ballot in writing. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

13. COMMITTEES

13.1 Committees. Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

14. ADJOURNMENTS

14.1 Adjournment of Meetings. Any meetings of Members or the Board of Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, provided that a date for the adjourned meeting is announced at the meeting and is within thirty (30) days. Such adjournment may be made notwithstanding that no quorum is present.

15 LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS

15.1 Standard of Care. Every Director and officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

15.2 Indemnification and Insurance. Subject to compliance with CAA O. Reg. 4/01 section 2 and, subject to Section 15.4, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

Subject to compliance with CAA O. Reg. 4/01 section 2, the Corporation may purchase and maintain insurance for the purposes of indemnifying a person described in this section.

15.3 Advance of Costs. The Corporation may advance money to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 15.2, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in Section 15.4.

15.4 Limitation on Indemnity. The Corporation shall not indemnify an individual identified in Section 15.2 unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

15.5 Indemnity Agreements. The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this Section 15.5 and section 46 of the Act.

16 CONFLICT OF INTEREST

16.1 Restrictions on Arrangement with a Director or Connected Person. If the Corporation is a charity operating in Ontario and wishes to enter into an Arrangement with a Director or Connected Person, the Board must comply with the requirements of CAA O. Reg. 4/01 section 2.1 before entering into such arrangement, or alternatively obtain an order of a court of competent jurisdiction to authorize the Corporation to enter into such arrangement.

16.2 Disclosure of Interest by Directors and Officers. A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer

- (a) is a party to the contract or transaction;
- (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

16.3 Time of Disclosure. The disclosure required by Section 16.2 shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered;

- (b) if the Director was not, at the time of the meeting referred to in Section 16.3(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

16.4 For Transactions Not Requiring Director or Member Approval. If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meeting of the Board, the nature and extent of their interest.

16.5 Attendance and Voting. A Director required to make a disclosure under Section 16.2 shall not attend any part of a meeting of Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance; or
- (b) is with an Affiliate.

16.6 Continuing Disclosure. For the purposes of this section, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party referred in Sections 16.2(b) or 16.2(c);
- (b) the Director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the officer's interest in the party.

16.7 Contracts Not Invalid. A contract or transaction for which disclosure is required under Section 16.2 is not invalid, and the Director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this ARTICLE 16;
- (b) the Directors approved the contract or transaction; and

- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

16.8 Confirmation by Members. Even if the conditions of Section 16.7 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 16.2, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
- (b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

17. OFFICERS

17.1 Appointment of Officers. There shall be a President, Vice-President, Secretary, Treasurer and such other Officers that the Board of Directors may determine from time to time by resolution and who shall have such authority and shall perform such duties as the Board may prescribe from time to time (referred to collectively as the “Executive Committee”). Immediately following the AGM, the Directors shall appoint all Officers except the President. The Officers shall hold office until their successors are appointed. Officers may hold successive terms. One person may not hold more than one office at a time. Officers must also be Directors.

17.2 Election of President. To be eligible to be appointed as the President, the nominee must have been a Voting Member for at least two (2) consecutive years. The President shall be elected by the Voting Members entitled to vote at the AGM. The President shall be a director by virtue of his or her office. The President may hold successive terms.

17.3 Removal of President. The President may be removed from office by an Ordinary Resolution of the Members at a meeting of Members where notice of the potential removal has been provided to the President and the Members.

- (a) The President shall be entitled to:
 - i. give the Members a written submission opposing the removal not less than five (5) days before the Members meeting to vote on his or her removal. The Members shall consider the written submission of the President before making a final decision regarding removal; and
 - ii. be provided the opportunity to address and respond to the Corporation’s concerns prior to the Members making any decision on removal;

- (b) The Members may pass such resolution where they determine that the President has failed to adhere to any codes of conduct that may apply to the Corporation or has caused harm to the reputation or affairs of the Corporation. The Secretary shall immediately notify the President of his or her removal by letter; and
- (c) All decisions regarding removal of the President by the Members are final.

17.4 Removal of Officer. Any Officer, except the President may be removed from their office by resolution of the Board of Directors, at a meeting of Directors where notice of the potential removal has been provided to all Directors. The Board of Directors may pass such resolution where it determines that an Officer has failed to adhere to any codes of conduct that may apply to the Corporation or has caused harm to the reputation or affairs of the Corporation. The Secretary shall immediately notify the Officer of his or her removal by letter.

18. OFFICERS' DUTIES

18.1 President. The President shall be the Chair of the Board and when present, preside over all Members', Board of Directors, and Executive Committee meetings of the Corporation. The President shall monitor the general management and supervision of the affairs and operations of the Corporation; with the Secretary, or other Officer appointed by the Board of Directors for that purpose, sign all by-laws and certificates; call meetings of the Executive Committee, as circumstances warrant; act as the spokesperson and representative for the Corporation in public relations, as necessary; act as a signing Officer; serve as an *ex-officio* Member of all Board of Directors' committees except the Elections Committee; and perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

18.2 Vice-President. During the absence or inability of the President to perform his or her duties and powers, the President's duties and powers shall 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 to such absence or inability. The Vice-President shall also act as a signing Officer; and perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

18.3 Secretary. The Secretary shall record all facts and minutes of all proceedings of meetings of the Members, Board of Directors and Executive Committee in the books kept for that purpose; ensure that all notices required to be given to the Members and to Directors are given in accordance with the provisions of the Corporation's by-laws; be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in that resolution; and perform such other duties as may from time to time be determined by the Board of Directors.

18.4 Treasurer. The Treasurer shall be responsible for the management of the finances of the Corporation and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such financial institution(s) as may be approved by

resolution of the Board of Directors; disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof keep full and accurate accounts of all receipts and expenditures of the Corporation; ensure that all accounts of the Corporation are paid as per the Corporation's Finance Policy; ensure the Corporation's annual audit is completed at least 120 days prior to the end of the Corporation's fiscal year for presentation at the AGM; act as a signing Officer; report to the Board of Directors at the regular meeting or whenever required of him or her, an account of all transactions as Treasurer and of the financial position of the Corporation; and perform such other duties as may from time to time be determined by the Board of Directors. The outgoing Treasurer shall assist the new Treasurer and the Board of Directors, in an advisory and non-voting capacity, for an additional six (6) weeks after the election of a new Treasurer to facilitate the transfer of all financial records and to facilitate the completion of any financial audit.

- 19. REPEAL .** This by-law shall come into force on the date that it is approved by Special Resolution. Upon this by-law coming into force, By-law Nos. 1 and 2 of the Corporation are repealed. However, such repeal shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-laws prior to such repeal. All officers and persons acting under such repealed by-laws shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members or Directors with continuing effect passed under such repealed by-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

CERTIFIED to be By-Law No. 3 of the Corporation, as enacted by the Directors on the 15 day of August , 2023 and confirmed, as amended, by the Members by special resolution on 15 day of August 2023.

Roger Chum, President

Rae Anne Hill-Beauchamp, Secretary