



AMENDED BY-LAW NO. 7

A BY-LAW relating generally to the transaction of the affairs of the NATIVE CANADIAN CENTRE OF TORONTO (hereinafter referred to as the “Corporation”).

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ARTICLE 1 INTERPRETATION

- 1.1 In this By-law, and all other By-laws and resolutions of the Native Canadian Centre of Toronto (NCCT) referred to as the Corporation, unless the context otherwise requires:
- (1) "Act" means the Corporations Act, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (2) "Board" means the Board of Directors of the NCCT;
 - (3) "By-laws" means this By-law and all other By-laws of the Corporation as maybe amended from time to time;
 - (4) "Director" means a member of the Board of Directors of the Corporation;
 - (5) "Meeting of Members" includes an Annual Meeting of Members of the NCCT, and a Special Meeting of Members of the Corporation;
 - (6) "Indigenous" includes First Nations, Métis and Inuit people;
 - (7) "Secretary", for the purposes of notice been given or received by the Secretary, means the Office of the Secretary; and
 - (8) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

ARTICLE 2 CORPORATE SEAL

- 2.1 The seal, an impression of which is stamped in the margin of this by-law, shall be the seal of the Corporation.

ARTICLE 3 CONDITIONS OF MEMBERSHIP

- 3.1 The membership shall consist of the applicants for the incorporation of the Corporation so long as they continue to be members and such other individuals as are admitted as members by the Board of Directors from time to time except as otherwise provided in these by-laws.
- 3.2 The members of the Corporation shall be those persons who meet the requirements as set out by the Board of Directors.
- 3.3 Members may resign by sending written notice of resignation to the Corporation.



- 3.4 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which becomes payable by him/her to the Corporation prior to acceptance of his/her resignation.
- 3.5 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Any part-time, full-time or contractual employee of the corporation who is a member of a class entitled to vote shall abstain from exercising their vote during the term of their employment. Elders, Traditional Teachers, Advisors, Keepers of Cultural Knowledge or others who may from time to time receive monetary honorariums shall not be considered employees.
- 3.6 Each member shall promptly be informed by the Corporation of their admission as a member.

ARTICLE 4 CLASSES OF MEMBERSHIP

- 4.1 There shall be three classes of membership in the Corporation, namely:
- i. General Members, who shall be persons over the age of 18 years who identify themselves as Indigenous persons and who have passed a probationary period of twenty (20) days as a non-voting member of the Corporation.
 - ii. Associate Allies Members, who shall be persons over the age of 18 years who do not identify themselves as Indigenous persons and who have passed a six (6) month probationary period as a non-voting member of the Corporation.
 - iii. Lifetime Members, who shall be persons in the Indigenous community of the Greater Toronto Area or persons associated with that community, who have made significant contributions to the Indigenous community as determined by a majority vote by the Board of Directors in consultation with a recognized Elder or Traditional Advisor.

ARTICLE 5 MEMBERS RIGHTS

- 5.1 The classes of membership shall possess the following rights:
- i. General Members in good standing are entitled to:
 - (a) attend all special and general meetings of members and to receive notice of such meetings;
 - (b) be elected as a director and officer of the Corporation; and
 - (c) one (1) vote on each question arising at any special or general meeting of members, unless that member is an employee of the Corporation.



ii. Associate Members in good standing are entitled:

- (a) to attend all special and general meetings of members and to receive notice of such meetings;
- (b) to be elected as a director and officer of the Corporation; and
- (c) to one (1) vote on each question arising at any special or general meeting of members, unless that member is an employee of the Corporation.

iii. Lifetime Members in good standing are entitled:

- (a) to attend all special and general meetings of members and to receive notice of such meetings;
- (b) to be elected as a director and officer of the Corporation; and
- (c) to one (1) vote on each question arising at any special or general meeting of members, unless that member is an employee of the Corporation.

ARTICLE 6 MEMBERS' DUES

- 6.1 There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the Board of Directors. Such a vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Corporation shall notify the members of the dues or fees at any time payable by the member, and, if they are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may, on payment of all unpaid dues or fees, be reinstated as members in accordance with membership requirements set by the Board of Directors.

ARTICLE 7 MEETINGS OF MEMBERS

- 7.1 There shall be at least one (1) members meeting each year, designed as the Annual Meeting. The Annual Meeting or any other general meeting of the members shall be held at the head office of the Corporation or at any place in the City of Toronto as the Board of Directors may determine and on such day as the said Directors shall appoint.
- 7.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented; a Board of Directors elected; and, auditors appointed for the ensuing year. The members may consider and transact any business either special or general as specified in the notice for any meeting of the members.



- 7.3 On receipt of a petition requesting a special general meeting of members signed by not less than ten (10%) per cent of the voting members, which shall be deposited at the head office of the Corporation, the Board of Directors shall forthwith call a special general meeting of the members. If the Directors do not, within twenty-one (21) days from the date of the deposit of the petition, call and hold the meeting, any of the petitioners may call the meeting. A meeting called upon this section should be called in the same manner as meetings of members are called under Section 16.
- 7.4 The Board of Directors, or President, or Vice-President shall have the power to call, at any time, a general meeting of the members of the Corporation.
- 7.5 Notice of all members' meetings, annual or special general, shall be delivered or emailed to each member not less than thirty (30) days before the meeting is to take place, provided that any meetings of members may be held at any time and place without such notice, if all the members of the Corporation are present and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 7.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken and any member may at any time waive notice of any such meeting in writing and may ratify, approve and confirm any or all proceedings taken. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.
- 7.7 A quorum for the transaction of business at any meeting of voting members shall consist of ten (10) per cent of the voting members present at the meeting of members. 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.

ARTICLE 8 VOTING OF MEMBERS

- 8.1 At all meetings of members, every question shall be decided by a majority of the votes of the voting members present in person or through telephone or electronic means. Except for the election of Directors which will always be decided by a poll, every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote and, unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting members present in person, and such poll shall be taken in such a manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter



in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

- 8.2 The President, or, in their absence, the Vice-President, or any person appointed as Chair by the members, shall preside at all meetings of members.
- 8.3 Any meetings of the members of the Corporation or of the Directors may be adjourned to any time and from time to 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. Such adjournment may be made notwithstanding that no quorum is present.
- 8.4 A meeting of the members may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting.

ARTICLE 9 HEAD OFFICE

- 9.1 The Head Office of the Corporation shall be in the City of Toronto.

ARTICLE 10 BOARD OF DIRECTORS

- 10.1 The property and business of the Corporation shall be managed by a board consisting of a fixed number of directors which shall not be less than three (3) and not more than nine. (9). Directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office, shall be a voting member of the Corporation and each of whom shall be an active member of the Indigenous community of the Greater Toronto Area who embraces diversity regardless of race, gender, ethnicity or sexual orientation. A simple majority of the Board of Directors shall constitute a quorum.
- 10.2 The Board of Directors recognizes that the voice of our Indigenous Youth should be heard in order to balance both the past and the future of the Native Canadian Centre of Toronto. In order to ensure this voice is present at the board, a place has been reserved at the Youth Council and a representative of the Youth Council of the NCCT will be invited to attend all Board meetings. The Youth Council representative shall not be a director on the board of directors and shall not have the right to vote at board meetings
- 10.3 Directors shall be elected by the members at an annual meeting of members or until their respective successors shall have been duly elected and qualified. Directors shall be elected for a term of three (3) years provided that no Director shall serve a period of longer than six (6) years consecutively, that is to say, two (2) terms.
- 10.4 The office of Director shall be immediately vacated:
- i. if a Director resigns their office at a duly called meeting of Directors or by delivering a form of written resignation to the Corporation;



- ii. if found by a court to be incapable;
 - iii. the members of a corporation may, by a resolution passed by a majority of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove from office any director or directors, except persons who are directors by virtue of their office.;
 - iv. on death; or
 - v. if a Director for any reason ceases to be a Member of the Corporation.
- 10.5 A Director who has been absent in one year from twenty-five (25%) per cent or two (2) consecutive meetings of either the Board of Directors or of committees so established by the Board of Directors may, by resolution of the Board, be deemed to have resigned.
- 10.6 Vacancies on the Board of Directors, however caused, so long as a quorum of Directors remains in office may be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next annual meeting at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors should fall below a quorum, the Board of Directors shall not act in the affairs of the Corporation save for the purpose of calling a special general meeting of the members of the Corporation to fill vacancies on the Board.
- 10.7 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such.
- 10.8 No Director shall be eligible for any position as an employee of the Corporation until one (1) year after the date of their resignation and no employee shall be eligible to serve on the Board of Directors until one (1) year after the date of their last day of employment at the Corporation.
- 10.9 No person will be prohibited from employment at the Corporation because a member of their family is an employee or a director or officer of the Corporation. Immediate family is defined as mother, father, son, daughter, brother, sister, spouse and common law relationships. The following provisions shall eliminate the potential for nepotism or conflict of interest:
- i. no person will hold or be hired, promoted, demoted or transferred to a job which requires them to directly supervise or be supervised by a member of their immediate family;
 - ii. no employee, director or officer of the Corporation shall participate in the recruitment, selection and appointment of their immediate family member; and



- iii. members of any employee hiring committee will be prohibited from sitting on the committee entirely if any immediate family members are applying and being interviewed.

ARTICLE 11 TAAM KAADINAKIJIJK ADVISORY COUNCIL

11.1 The Board of Directors, recognizes that the spiritual guidance of Elders and traditional teachers is fundamental in maintaining the Indigenous community's traditions and customs, and has established an Elders and Traditional Teachers Advisory Council, known as the Taam Kaadinakijiik Advisory Council ("Council"), which will function under the following guidelines:

- i. where possible, a representative of the Council will be present at all Board meetings and that this be confirmed with the attending member at least one week in advance of the meeting;
- ii. the Council will meet four times a year with the provision for emergency meetings as required;
- iii. that the Council will be a resource for community members after all regular channels of action have been utilized (Staff, Executive Director, Board of Directors);
- iv. a current list of Council members will be maintained by the Corporation and utilized when required;
- v. that the Council will maintain a roster of Elders.

ARTICLE 12 MEETINGS OF BOARD OF DIRECTORS

- 12.1 Meetings of the Directors may be held at any place within Ontario designated from time to time by the President. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on the direction of the President or Vice-President, or by the Secretary on the direction in writing of three Directors.
- 12.2 Notice of such meetings of the Directors shall be emailed to each Director not less than one day before the meeting is to take place, but as a general rule, every effort shall be made to give at least one week's notice to each Director.
- 12.3 The Board may appoint a day or days on any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation.
- 12.4 The Directors may consider or transact any special or general business at any meeting of the Board.



- 12.5 The President, or in their absence, a Vice-President or such other Director as the Board may from time to time appoint, shall preside at all meetings of Directors.
- 12.6 If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.
- 12.7 No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken.

ARTICLE 13 VOTING, BOARD OF DIRECTORS

- 13.1 Questions arising at any meeting of the Directors shall be decided by a majority vote. In case of an equality of votes, the Chair, in addition to their original vote shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to the effect in the minutes of meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.2 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may generally, exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 13.3 Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.
- 13.4 No Director shall be incapacitated from holding office, nor shall they vacate their office by reason of their being concerned, or interested in, or participating in the profits of any contract entered into, or work done for the Corporation, provided that the Director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall declare their interest at a meeting of the Directors of the Corporation and such Director shall not participate or vote as a Director in respect of any meeting considering such contract or agreement in which they are interested directly or indirectly.



- 13.5 The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers or committee of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- 13.6 The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, proposals, funding, property, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

ARTICLE 14 INDEMNITIES TO DIRECTORS AND OTHERS

- 14.1 Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- i. all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against any Director, officer or other person, or in respect of any act, deed, matter or thing whatsoever which is made, done or permitted by any Director, officer or other person in or about the execution of the duties of his office or in respect of any such liability;
 - ii. all other costs, charges and expenses which any Director, officer or other person sustains or incurs in or about or in relation to the affairs of the Centre, except such costs, charges or expenses as are occasioned by any Director's, officer's or other person's own wilful neglect or default.

ARTICLE 15 OFFICERS OF THE CORPORATION

- 15.1 There shall be a President, Vice-Presidents, a Secretary, a Treasurer, the Executive Director (who may not hold more than one office) and such other officers as the members may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, Vice-Presidents, Secretary, Treasurer, and other officers, shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.
- 15.2 The Board of Directors, at any meeting, may remove and discharge any or all of the officers of the Corporation before that officer's term of office has expired, and may elect



or appoint another or others in their place or places. Notice must be given specifying the intention to pass such a resolution or motion before the Board of Directors meeting.

- 15.3 **DUTIES OF THE PRESIDENT AND VICE PRESIDENT:** Subject to Article 12.5, the President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall perform all duties incidental to the office and shall have such other powers and duties, as may from time to time be assigned by the Board of Directors. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President or any person appointed as the Chairman by the members, and if the Vice-President or such other director as the Board may from time to time appoint for the purpose, shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- 15.4 **DUTIES OF THE SECRETARY:** The Secretary shall be ex-officio clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and ensure there is an accurate record of all meetings of the members and the Board of Directors.
- 15.5 **DUTIES OF THE TREASURER:** The Treasurer, if one is to be appointed, or their designate, shall be responsible for the care and custody of the funds and securities of the Corporation and shall ensure the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in books belonging to the Corporation. They or their designate, shall be responsible for the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, with such registered dealer in securities as may be designated by the Board. The Treasurer shall have such other duties and powers as the Board may specify. They shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 15.6 **DUTIES OF OTHER OFFICERS:** The duties of all other officers of the Corporation shall be such as the terms of their engagement for or the Board of Directors requires of them.
- 15.7 **VARIATION OF DUTIES:** The Board of Directors may from time to time, vary, add to or limit the powers and duties of any officer or officers.

ARTICLE 16 EXECUTIVE COMMITTEE

- 16.1 The President, Vice-President, the Secretary and the Treasurer shall constitute an Executive Committee.
- 16.2 Proper minutes of the meetings of the Executive Committee shall be kept by the Secretary or some other designated person.
- 16.3 Subject to any limitations and directions that the Directors may make and give from time to time, the Executive Committee may exercise all the powers of the Board of Directors when the Board of Directors is not in session.



- 16.4 The Executive Committee may make its own regulations for the conduct of its affairs including the calling and holding of its meetings; but until such regulations are made and in all respects not covered by such regulations, the provision of these by-laws relating to the calling and holding of meetings of the Board of Directors shall apply, provided that a quorum of the Executive Committee shall be three.

ARTICLE 17 COMMITTEES

- 17.1 The Board of Directors may appoint any committees whose members shall hold their offices at the will of the Board of Directors and the Board of Directors may delegate such of its rights and powers to such committees as it deems desirable or appropriate. There shall be at least one Director on each committee or sub-committee, but it is not necessary that such Director be Chair of the committee or sub-committee.

ARTICLE 18 EXECUTION OF DOCUMENTS

- 18.1 Deeds, transfers, licenses, contracts, documents or engagements in writing requiring the signature of the Corporation shall be signed by either the President or a Vice-President and by the Secretary. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 18.2 The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as Trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers or shares, bonds of other securities in the books of any company or corporation.
- 18.3 Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or person by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE 19 FINANCIAL

- 19.1 Cheques and Drafts: All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution
- 19.2 Deposits: The funds of the Corporation may be deposited from time to time to the credit of the Corporation with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time by resolution.



- 19.3 Deposit of Securities for Safekeeping: The securities of the Corporation may be deposited from time to time for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board of Directors. Any and all securities so designated may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time, by the Board of Directors, and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 19.4 With respect to Borrowing and Giving Security, The Board of Directors of the Corporation may from time to time:
- i. borrow money on the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - ii. issue debentures or other securities of the Corporation;
 - iii. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - iv. mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future; or
 - v. conduct lotteries.
- 19.5 From time to time, the Board of Directors may authorize any officer or officers or any employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loans thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation.
- 19.8 The financial year of the Corporation shall end on the 31st day of March in each year, unless and until otherwise ordered by the Board of Directors.



ARTICLE 20 AUDITOR

- 20.1 The voting members shall at each annual meeting appoint an auditor or auditors of the Corporation to audit the accounts of the Corporation and to hold office until the next annual meeting. If not so appointed, the auditor in office continues to hold office until the next annual meeting or until a successor or successors are appointed. The remuneration of the auditor or auditors of the Corporation shall be fixed by the Board of Directors.

ARTICLE 21 BOOKS AND RECORDS

- 21.1 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept including, proper books of account with respect to all sums of money received and expended by the Corporation in the manner in respect of which such receipts and expenditures take place, all sales and purchases of securities and other property by the Corporation, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation. All books and records of the Corporation shall be kept at the head office of the Corporation or at such other place in the City of Toronto as the Board of Directors think fit and shall at all times be open to inspection by the Directors.

ARTICLE 22 RULES AND REGULATIONS

- 22.1 The Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at from that time cease to have any force and effect.

ARTICLE 23 ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

- 23.1 The by-laws of the Corporation shall be enacted, repealed or amended by the Directors of the Corporation at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least a majority of voting members at a meeting of the members duly called for the purpose of considering the said by-law. By-laws so enacted, repealed or amended by the Board of Directors shall, unless confirmed at a meeting of the members of the Corporation duly called for that purpose, have force only until the next annual meeting of members of the Corporation, and in default of confirmation at such annual meeting shall at from that time cease to be in effect.

ARTICLE 24 DISSOLUTION OF THE ASSOCIATION

- 24.1 Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed to a recognized, registered Indigenous charitable organization in Toronto, Ontario.



ARTICLE 25 DISPUTE RESOLUTION MECHANISM

25.1 If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Letters Patent or By-law, 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, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. The place of arbitration shall be the City of Toronto, in the Province of Ontario, unless otherwise agreed 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 26 EFFECTIVE DATE

26.01 Effective Date of this By-Law

This By-law No. 7 shall become effective upon confirmation by the members of the Corporation.

WITNESS the seal of the Corporation.

ENACTED by the Board of Directors on the 17th day of November, 2020.

[Lyndsay Brisard] - President

[Heather Terrence] - Secretary

CONFIRMED by the members entitled to vote thereon on the 17th day of November, 2020.

[Lyndsay Brisard] - President

[Heather Terrence] - Secretary