



# By-law 07-2024

## By-law No. #6

A By-law relating generally to the conduct of the affairs of  
**Nijkiwendidaa Anishnaabekwewag Services Circle**

BE IT ENACTED AND IT IS HEREBY ENACTED

as a By-law of  
Nijkiwendidaa Anishnaabekwewag Services Circle  
(herein called "NASC")



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## Article 1.0 – General

### 1.1 - Definitions

In this by-law, unless the context otherwise requires:

- a) **“Act”** means the [Not-for-Profit Corporations Act, 2010](#) (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) **“Articles”** means any instrument that incorporates a Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- c) **“Auditor”** includes a partnership of auditors or an auditor that is incorporated;
- d) **“By-laws”** means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) **“Chair”** means to lead preparation of meeting agendas, to open meetings, and to work to keep meeting discussions focused, engaged and balanced;
- f) **“Charitable Corporation”** means a Corporation incorporated for the relief of poverty, the advancement of education, the advancement of religion or other charitable purpose;
- g) **“Conflict of interest”** means divided loyalties, the perception that an individual stands to potentially gain as a result of their position or influence, a bias or lack of impartiality;
- h) **“Consensus”** means a lack of opposition to the direction intended and while they may not be in full support, they are not prepared to interrupt the direction of the majority opinion;
- i) **“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 and means a body corporate without share capital to which this Act applies;
- j) **“Council”** means the Board of Directors of the corporation;
- k) **“Director”** means an individual occupying the position of Director of the Corporation by whatever name he or she is called or **“Director”** means an individual who is appointed by the Minister to carry out the duties and exercise the powers of the Director under this Act;



- l) **“Elder”** or **“Traditional Knowledge Keeper”** means an individual who may be appointed to the Council, by the Council of Directors, but shall carry no vote, except when a deciding vote must be cast;
- m) **“Electronic Signature”** means an identifying mark or process that: is created or communicated using telephonic or electronic means; is attached to or associated with a document or other information, and is made or adopted by a person to associate the person with the document or other information, as the case may be;
- n) **“Employee”** means any person directly employed by NASC, duly hired according to NASC policy and procedures;
- o) **“Endorse”** includes: imprinting a stamp on the face of articles or other document sent to the Director, and electronically producing an equivalent to a stamp in respect of articles or other documents sent to the Director, who is appointed by the Minister to carry out the duties and exercise the powers of the Director under this Act;
- p) **“Extraordinary Resolution”** means a resolution that is submitted to a meeting of the Board of Directors of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty (80%) percent of the votes cast, or, in lieu of such confirmation, by the consent in writing of all the Directors entitled to vote at such meeting or the Director’s Attorney;
- q) **“Family member”** is defined as mother, father, son, daughter, brother, sister, spouse, uncle, aunt, nephew, niece, first cousin, grandparent, grandchild or any individual irrespective of relationship that currently lives in the same household;
- r) **“Financial Year”** means the annual period that the Corporation establishes for accounting purposes;
- s) **“Good standing”** means a person who has fulfilled the requirements for membership, supports the aims and objects of NASC, and follows the policies and procedures of NASC;
- t) **“Indigenous”** is defined by NASC, based on the following dynamic definition, developed by the United Nations through engagement with Indigenous communities globally:
  - Self- identification as Indigenous peoples at the individual level and accepted by the community as their member;
  - Historical continuity with pre-colonial and/or pre-settler societies;
  - Strong link to territories and surrounding natural resources;
  - Distinct social, economic or political systems;
  - Distinct language, culture and beliefs;
  - Form non-dominant groups of society;
  - Resolved to maintain and reproduce their ancestral environments and systems as distinctive peoples and communities.
- u) **“Meeting”** means any meeting duly called in accordance with this by-law;



- v) **“Member”** means a member of the Corporation;
- w) **“Members”** means the collective membership of the Corporation;
- x) **“Minister”** means the Member of the Executive Council to whom responsibility for the administration of this Act is assigned or transferred under the Executive Council Act;
- y) **“Nepotism”** means favoritism shown to family members or close friends without merit, by those with power or influence over the decision-making for NASC;
- z) **“Officer”** means an Officer of the Corporation including, the Chair of the Board of Directors of the Corporation and a Vice-Chair of the Board of Directors of the Corporation; the President, a Vice-President, the Secretary, an Assistant Secretary, the Treasurer, an Assistant Treasurer; and any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;
- aa) **“Ordinary Resolution”** means a resolution that is submitted to a meeting of the members of a Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or is consented to by each member of the Corporation entitled to vote at a meeting of the members of the Corporation or the member’s attorney;
- bb) **“Period of Days”** is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday;
- cc) **“Proxy”** means an authorization by means of which a member has appointed a proxyholder to attend and act on the member’s behalf at a meeting of the members;
- dd) **“Public Benefit Corporation”** means a charitable Corporation, or a non-charitable Corporation that receives more than \$10,000 or other prescribed amount in a financial year, (i) in the form of donations or gifts from persons who are not members, directors, officers or employees of the Corporation, or (ii) in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government;
- ee) **“Registered Office”** means the registered office of a Corporation at the address set out in its articles or as specified in the notice or return most recently filed by the Corporation under the Corporations Information Act, whichever is more current;
- ff) **“Special Resolution”** means a resolution that, is submitted to a special meeting of the members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast; or consented to by each member of the Corporation entitled to vote at a meeting of the members of the Corporation or the member’s attorney.
- gg) **“Speaker”** means the President of the Council of Directors;
- hh) **“Statute”** means an enactment made by a legislature and expressed in a formal





document; a law;

- ii) **“Telephonic or Electronic Means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks; and
- jj) **“Youth”** means an Indigenous individual who is a member of NASC and who is **eighteen (18) to thirty (30)** years old inclusive.

## 1.2 - Interpretation

Other than as specified in [Section 1.1](#), all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act.

In this by-law:

- a. headings or sub-headings are for convenience only, and do not form a part of this by-law, and in no way define, limit, alter or enlarge the scope or meaning of any provision;
- b. a reference to a statute includes every amendment to it, every regulation made under it and any law enacted in substitution or in replacement of it;
- c. unless otherwise clear from the context, wherever the singular is used, it will include the plural, and the use of the plural includes the singular, and wherever the masculine is used, it will include the feminine, and all other genders and the use of the feminine includes the masculine and all other genders;
- d. unless it is otherwise clear from the context, the use of the word “including” means “including, but not limited to”, and the use of the word “includes” means “includes, but is not limited to”; and,
- e. a reference to an article, section or sub-section number refers to an article, section or subsection of this by-law, unless otherwise stated.

## 1.3 - Purpose

The purpose of Nijkiwendidaa Anishnaabekwewag Services Circle is to develop and deliver healing services to Anishnaabekwewag and their families who have been abused, are being abused, or are at risk of being abused. Healing work is conducted through the use of traditional Anishnaabe spirituality, blended with appropriate Western Methods.



## 1.4 – Aims and Objects

To provide healing services through support and counselling to Anishnaabekwewag and their families who have been abused, are being, or are at risk of being abused or violated; to develop and deliver such services in the following geographical areas: the County of Peterborough, Haliburton, Northumberland, the Region of Durham, the City of Kawartha Lakes, Curve Lake First Nation, Hiawatha First Nation, Alderville First Nation, and the Mississaugas of Scugog Island First Nation.

To provide public education of the issues affecting Anishnaabekwewag and Anishnaabe families, and Anishnaabe within NASC Council and the larger community.

To provide public education on our traditional consensual method within the values of the Medicine Wheel: sharing, honesty, kindness and caring.

To liaise with and/or support other Anishnaabe organizations with charitable objects similar to those of NASC.

## 1.6 - Head Office

The head office of NASC shall be in the city of Peterborough and at such place therein as the Directors may from time to time determine.

## 1.7 - Severability and Precedence

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## 1.8 - Corporate Seal

The seal of the corporation, if any, shall be in the form determined by the Board of Directors.

The seal shall be of such design as is compliant with government regulations.

The seal shall be affixed to all documents requiring execution under corporate seal, by such party or parties as, from time to time, may be authorized by the Board of Directors.

A document executed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it.

The seal shall be kept at the Head Office of the corporation in a safe and secure location.



## 1.9 - Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Council may from time to time direct the manner in which and the person by whom a particular document of type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### 1.10 – Corporation Corporate Records and Access Provisions to Records

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 at the Head Office of the corporation.

All records, documents and registers required by this Act or the regulations are prepared and maintained in a form, that are capable of being reproduced in an accurate and intelligible form within a reasonable time.

Corporate Records required to be kept by the Corporation include: the corporation's articles and by-laws, and amendments to them; the minutes of meetings of the members and of any committee of members; the resolutions of the members and of any committee of members; the minutes of meetings of the directors and of any committee of directors; the resolutions of the directors and of any committee of directors; a register of directors; a register of officers; a register of members; accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis; and a register of ownership interests in land.

The Corporation permits a Director to inspect any or all of the documents, which includes: minutes of proceeding, registers, records, books of account and accounting records during normal business hours of the organization and remotely at any time by means of any technology. The Corporation provides the Director any extract of the records by such means and does not charge the Director for the extracts.

The Corporation permits a member, a member's attorney or legal representative, or a creditor of the corporation to examine the following records during normal business hours of the organization or remotely: the corporation's articles and by-laws, and amendments; the minutes of meetings of the members and of any committee of members; the resolutions of the members and of any committee of members; a register of directors; a register of officers; a register of members; a register of ownership interests in land; and financial statements. The person is also permitted to take extracts for a negotiated reasonable fee. No fee is charged for a copy of the financial statements.



## Article 2.0 - Directors

### 2.1 - General

The Council of Directors shall consist of a range of six (6) to twelve (12) members, with one of the seats to include a Youth Director. Further, an additional one of these seats may be for a respected community Elder. The Elder may be asked to join the Council to support the work of the Directors, but shall carry no vote except as noted in [Article 3.5](#).

The actual number of Directors for each year shall be fixed by a special resolution, approved by at least two-thirds (2/3) of the voting members, at the Annual meeting or at a meeting of the membership called for that purpose.

The members may also by a special resolution empower the Directors to determine the number within the minimum/maximum range, by ordinary resolution of the Directors.

A decrease in the number of Directors does not shorten the term of an incumbent Director.

The Executive Director shall serve in a support role to the Council of Directors as the governing body and will not be a Council member or assume any powers of the Council of Directors.

No Director shall speak or write on behalf of NASC, without prior authorization from the NASC Council of Directors.

### 2.2 - Eligibility to serve as Director

Every Director shall:

- be a member of NASC in good standing;
- be female or 2-Spirit identified;
- be Indigenous;
- be **eighteen (18)** years of age or older. In the case of the Youth Director, between the ages of **eighteen (18)** and **thirty (30)**. Any Youth who will become **thirty (30)** years of age during the year of office shall be ineligible to run for election as the youth Council member;
- be free of Nepotism
- not be a current Employee of NASC or a former Employee of NASC who worked for NASC in the last two **(2)** years;
- not be a current client of NASC or former client of NASC within the last two **(2)** years;
- not have an un-discharged bankruptcy;
- be capable of managing property under the Substitute Decisions Act, 1992 or under the Mental Health Act;



- not have an unpardoned criminal offence against a person or theft of property in the past ten (10) years;
- not have a criminal conviction for fraud;
- not have a criminal conviction for a crime against a vulnerable person;
- consent to and obtain a criminal records and vulnerable persons check within 45 days of being elected; and
- be bound by an Oath of Confidentiality about the business of NASC beyond their term of office.

The individual must consent in writing to hold office as a Director.

### 2.3 – Standard of Care

Every Director and Officer in exercising her powers and discharging her duties to the corporation shall: act honestly and in good faith with a view to the best interests of the corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer shall comply with this Act and the regulations; and the corporation's articles and by-laws.

Every Director and Officer shall comply with a high fiduciary duty of care with respect to the charitable purposes or charitable property including the duty to: carry out the charitable purpose; protect and conserve charitable property; act gratuitously for the charity and the duty to account.

There is no provision in a contract, the articles, the by-laws or a resolution that relieves a Director or Officer from the duty to act in accordance with this Act and the regulations or relieves him or her from liability for a breach of this Act or the regulations.

Directors and Officers are required to disclose all situations where a personal, contractual, financial or other conflict of interest situation is present in Board or Organizational proceedings or arrangements.

### 2.4 - Election and Term of Directors

Directors shall be elected by the members at the Annual Meeting or at a Special Meeting of the members called for that purpose, **by ordinary resolution**.

The term of office for a Director shall be from the date of the meeting at which they are elected or appointed until the end of the second annual meeting of the members following their election. The Youth Director shall be elected for a term of one year, from the date of the meeting at which they are elected until the end of the next annual meeting.



Directors may serve for three (3) consecutive terms. After the third term, the Director must be absent from the Council of Directors for one year before being eligible for election as a Director.

A Director elected for a stated term will stay in office until their successor is elected or appointed, where possible.

Efforts shall be made to stagger elections of Directors so that no more than half the Directors retire or are elected in any given year.

Directors may appoint additional Directors to hold office until the next annual members' meeting, up to a maximum of one-third (1/3) of the number of Directors elected at the last annual members' meeting.

## 2.5 – Vacation from the Council of Directors

The office of a Director shall be immediately vacated:

- a) if the Director ceases to be a member of the Corporation;
- b) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- c) if the Director dies;
- d) if the Director becomes bankrupt;
- e) if the Director has been found to be less than eighteen (18) years of age
- f) if the Director is found to be incapable of managing property or their own affairs by a court or under Ontario law;
- g) if the Director fails to provide a satisfactory police reference check;
- h) if the Director is convicted of any criminal offence, unless the Board of Directors otherwise resolves (the Board of Directors may request a Board member to take a leave of absence from the governing body if charged with an offence);
- i) if it is determined by the Council of Directors that the conduct of the Director is not in accordance with NASC Bylaws or Policies and Procedures; or has caused harm to the reputation of the Corporation;
- j) if the Director is involved in a significant breach of Board of Director confidentiality or undeclared conflict of interest, that the Board of Directors considers to be of a serious nature;



- k) if the Director misses three (3) consecutive meetings of the Council of Directors;
- l) if, at a meeting of the members, an ordinary resolution is passed by at least a majority of the votes cast by the members removing the Director before the expiration of the Director's term of office; or
- m) if the Director intends to apply for an employment position at NASC.

These provisions also apply to the termination of an Officer's position from the corporation.

A Director is permitted to make a statement regarding their resignation or for opposing their removal from the Board, to the Board of Directors and/or to the membership, as appropriate. The statement may be made orally, in writing or in another format not less than five (5) days before the resignation or removal becomes effective.

Members may not remove any person who is a Director by virtue of their office.

A vacancy on the Council of Directors shall be filled as follows:

- a) A quorum of Directors may fill a vacancy among the Council of Directors;
- b) Directors may appoint additional Directors to hold office until the next annual members' meeting, up to a maximum of one-third (1/3) of the number of Directors elected at the last annual members' meeting.
- c) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in Article 2.1, 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;
- d) if the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by either consensus, or **alternatively through a vote confirmed by ordinary resolution**, and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- e) the Council of Directors may by consensus, fill any other vacancy, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

Prior to total Council dissolution, the Officers Committee will firstly attempt to ensure a temporary board governance configuration is charged with reconstituting the Council of Directors for this corporation.

If this is not possible a person who manages or supervises the management of the activities or affairs of the corporation may be deemed to be a temporary director for the purposes of the



Not-for-Profit Corporations Act, 2010 (Ontario) and charged with re-establishment of the board, if authorized by the Charities Directorate of Canada Revenue Agency.

The option for Court appointment of Directors may also be pursued.

## 2.6 - Committees

Committees may be established by the Council of Directors as follows:

- a) An Officer's Committee will be established through appointment of the Board, which is comprised of the Speaker, Secretary and Treasurer.
- b) The Council 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.
- c) The Council may have an Audit Committee comprised of one or more Directors and the majority of the committee will not be Officers or employees of the corporation or of any of its affiliates. The Council will give the Auditor notice of any meeting of the Audit Committee. The Auditor is entitled to attend the meeting at the expense of the Corporation and be heard, and must attend every meeting of the committee if requested to do so by one of its members. The Auditor or a member of the Audit Committee may call a meeting of the committee. A director or an officer will immediately notify the Audit Committee, and the Auditor of any error or misstatement of which the director or officer becomes aware in a financial statement prepared as part of an audit.
- d) Subject to the limitations on delegation set out in the Act, the Council may establish any committee it determines necessary for the execution of the Council's responsibilities. The Council shall determine the composition and terms of reference for any such committee. The Council may dissolve any committee by **ordinary** resolution at any time.





## 2.7 - Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Council;
  - ii. approved by the Council for payment by **ordinary** resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the Act;
  - iv. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with; and
  - v. **Remuneration to Directors or Connected persons of Ontario-based Corporations for defined goods, services or facilities, will also be undertaken in accordance with Regulation 4/01 under the Charities Accounting Act.**



## Article 3.0 – Council of Directors Meetings

### 3.1 – General

The Council of Directors of NASC may exercise all such powers of NASC that are not by statute or by the by-laws expressly directed or required to be done by the NASC membership at a meeting of the members.

Any Director who has a real or perceived, direct or indirect personal interest in a matter before the NASC Council of Directors shall declare this as a conflict of interest to the Council and refrain from voting or seeking to influence the matter. The Director shall immediately leave the room while the discussion and decisions are being made with respect to the matter raising the conflict.

The Speaker shall chair or facilitate Council meetings. In the absence of the Speaker, the Directors present shall choose by consensus, one of their number to chair the meeting.

Council members are required to support and uphold all legal decisions which are confirmed by consensus or majority vote.

### 3.2 - Calling of Meetings

Meetings of the Council of Directors may be called by the Speaker, or any two (2) Directors at any time and any place on notice as required by this by-law.

### 3.3 - Quorum

Fifty percent (50%) plus one (1) of the Directors shall form a quorum for the transaction of business by the Council of Directors. The Youth Director's attendance shall not be considered towards quorum.

Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

If a quorum is present at the opening of a meeting of the Directors, the members present may proceed with the business of the meeting, if a quorum is not present throughout the meeting.



### 3.4 - Regular Meetings

The Council may fix the place and time of regular Council meetings and 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.

Council meeting agendas will include:

- a) Smudge / Traditional Opening
- b) Call meeting to order
- c) Statement with respect to conflict of interest;
- d) Review and approve meeting agenda;
- e) Review and approve minutes of the previous meeting
- f) Membership applications (if any) for consideration
- g) Written report from the Executive Director;
- h) Current financial statement or report;
- i) New and/or other business
- j) Date of next meeting
- k) Adjournment

### 3.5 - Notice

Notice of the time and place for the holding of an irregular meeting of the Council of Directors shall be given in the manner provided in Article 10 of this by-law to every Director of NASC not less than seven (7) days before the date that the meeting is to be held. **Notices are provided through the mail, transmitted through facsimile, email or by other electronic means.** Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

**A notice of a meeting of the Council of Directors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with the following matters:**

- to submit to the members any question or matter requiring the approval of the members;
- to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- to appoint additional Directors;
- to issue debt obligations except as authorized by the Directors;
- to approve any financial statements;



- to adopt, amend or repeal by-laws; and/or
- to establish contributions to be made, or dues to be paid, by members.

A notice of a meeting of the Council of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

If a Director may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- The time of the continued meeting;
- If applicable, the place of the continued meeting; and
- If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If a quorum of Directors is present, each newly elected or appointed **Council** may, without notice, hold its first meeting immediately following the annual meeting of NASC.

### 3.6 – Decision Making

The Council of Directors will conduct its meetings in a traditional, Indigenous manner. Decisions will be made according to Anishnaabek law, Roberts Rules of Order or by other procedures that may be established by the Council.

Decisions undertaken at any meeting of Directors shall be by consensus. Consensus **will only be withheld** where there is strenuous objection to the direction being proposed.

Where time and urgency require, if consensus is not immediately forthcoming, voting **will be pursued at the Council meeting, as endorsed by the Speaker or Designate.**

Voting may be undertaken by mail, telephone or electronic means, with Speaker or Designate approval on each occasion, when a vote is to be taken in this manner.

Further, any resolution signed by all the Council members is as valid and effective as if passed at a meeting of the Directors. The Corporation shall keep a copy of every resolution with the minutes of the Meetings of the Council of Directors.

Where a vote is cast decisions shall be decided by a majority of votes (ordinary resolution); or in the case where a special resolution is required by at least two-thirds (2/3) of the votes cast; or



**in the case where an extraordinary resolution is required by at least eight-tenths (8/10) of the votes cast.**

In case of an equality of votes, the Council will seek the advice of the Council Elder. The Elder will have the deciding vote.

Once a decision is made, the full Council of Directors must support the decision.

### 3.7 - Means of Meeting

A Director may participate in a meeting of the Council or of a committee of Directors by telephone, electronic or other such communications facilities as permit all persons to simultaneously and instantaneously communicate. A Director participating in the meeting by those means is deemed for the purpose of the meeting to be present.

### 3.8- Meeting Minutes

Council meeting minutes shall be taken by the Council Secretary, and brought to the next regular Council meeting for motion approval and to ratify any actions that the Council made within their power as a Committee or delegated to them by the Council.



## Article 4.0 – Financial

### 4.1 – Banking

The Council shall by **ordinary** resolution from time to time designate the financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping

The Council of Directors shall designate, by **ordinary** resolution, those directors, officers or employees of NASC authorised to transact the banking business or any part thereof of NASC with banks, trust companies or other financial institutions carrying on a banking business that the Council of Directors has designated as the NASC bankers. Those persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a) operate NASC accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of NASC;
- c) issue receipts for and orders relating to any property of NASC;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorise any officer of the banker to do any act or thing on behalf of NASC to facilitate the banking business.

### 4.2 - Financial Year

The financial / fiscal year of NASC shall be from April 1 to March 31 the following calendar year.

### 4.3 - Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two **(2)** authorized signatories of NASC. In all cases, the Council shall ensure to avoid any conflict of interest.

### 4.4 – Borrowing/Investment/Selling/Lease/Exchange Of Property

The Council of Directors may from time to time, by **ordinary** resolution, **without authorization of the members**:

- a) Borrow money on credit if NASC;
- b) Issue, sell or pledge securities of NASC; and
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of NASC, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligations or liability of NASC.



The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section eighty-five (85) of the Not-for-Profit Corporations Act shall be limited to borrowing money for current operating, expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.

The Directors may by ordinary resolution from time to time delegate the above power to a Director or an Officer of the corporation.

The Directors may elect to make social investments in accordance with the provisions of the Charities Accounting Act.

The Directors may sell, lease or exchange all or substantially all of its undertakings if authorized to do so by a special resolution, by the members.

#### 4.5 – Annual Audit

At the annual meeting of the Corporation, the voting members shall appoint an auditor or a person to conduct a review engagement to audit the accounts of the corporation, by ordinary resolution, to hold office until the next annual meeting. If no such appointment is made the person in office shall continue in office until a successor is appointed.

In order to be an Auditor or to conduct a Review Engagement of a Corporation, a person must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004 and be independent of the Corporation, any of its affiliates, and the Directors and Officers of the Corporation and its affiliates.

The Board of Directors may fill any casual vacancy in the office of the Auditor or a Person appointed to conduct a review engagement, but, while such vacancy continues, the surviving or continuing Auditor, or a Person appointed to conduct a review engagement if any, may act.

If there is not a quorum of Directors, the Directors then in office must, within thirty (30) days after the vacancy occurs, call a special meeting of the members to fill the vacancy and, if they fail to call a meeting or if there are no Directors, any member may call the meeting.



The voting members may by ordinary resolution at an annual meeting of which notice of intention to pass the resolution has been given, remove any Auditor or a Person appointed to conduct a review engagement before the expiration of this individual's term of office. The voting members must by ordinary resolution cast at an annual meeting appoint another Auditor/Person to conduct a review engagement for the remainder of the term.

An Auditor or a Person appointed to conduct a review engagement of this Corporation will also cease to hold this position when this individual resigns or is declared disqualified by the court.

Members of a Corporation may pass an extraordinary resolution (confirmation by at least eighty percent (80%) of the votes cast) at the Annual Meeting to not appoint an Auditor and to not have an audit in respect of the Corporation's financial year, if the Corporation had annual revenue in that financial year of no more than the defined legislative or regulatory amount. This extraordinary resolution passed is valid until the next Annual Meeting of the Members.

The remuneration of the Auditor will be deemed to be within fair market value.





## Article 5.0 – Officers Committee

### 5.1 - Responsibilities of the Officers Committee

The Council of Directors may delegate to the Officers Committee any powers of the Council of Directors, subject to restrictions contained in the bylaw or as imposed by the Council of Directors, as it may from time to time decide. The Officers Committee shall report to the Council of Directors on all actions since the preceding meeting.

### 5.2 – Officers’ Committee Composition

The Officers Committee shall be elected from amongst the members of the Council of Directors.

The Officers’ Committee shall consist of the Speaker, Secretary and Treasurer.

No Director may hold more than one Officers Committee office.

The Council shall fill vacancies in the Officers’ Committee, however caused, from amongst the Council of Directors.

Officers shall be responsible for the duties assigned to them and they may not delegate to others the performance of any or all of such duties.

### 5.3 - Office Held at Councils Discretion

Officers cease to hold office at the end of their term as members of the Council of Directors, **which is a maximum of a six (6) year time period.**

Council may remove an Officer for acting in contravention of NASC By-law, or Policies and Procedures. Any Officer shall cease to hold office upon **ordinary** resolution of the Council.

### 5.4 - Duties of the Speaker

The Speaker shall perform the duties described in [Schedule A](#) and such other duties as may be required by law or as the Council may determine from time to time.

### 5.6 - Duties of the Treasurer

The treasurer shall perform the duties described in [Schedule B](#) and such other duties as may be required by law or as the Council may determine from time to time.



## 5.7 - Duties of the Secretary

The secretary shall perform the duties described in [Schedule C](#) and such other duties as may be required by law or as the Council may determine from time to time.

The secretary shall maintain corporate records required to be kept by the corporation, including:

- i. the corporation's articles and by-laws, and amendments to them;
- ii. the minutes of meetings of the members and of any committee of members;
- iii. the resolutions of the members and of any committee of members;
- iv. the minutes of meetings of the directors and of any committee of directors;
- v. the resolutions of the directors and of any committee of directors;
- vi. a register of directors;

The contents of the register of directors includes:

- a) The name of every current director and the date on which the person became a director;
  - b) The name of every former director who ceased to be a director within the preceding six (6) years, and the dates on which the person became a director and ceased to be a director;
  - c) The residential address or address for service of every current director, including the municipality, street and number, if any, and postal code; and
  - d) An email address for every current director who has consented to accepting information or documents by electronic means.
- vii. a register of officers; and

The contents of the register of officers includes:

- a) The name of every current officer and the date on which the person became an officer;
- b) The name of every former officer who ceased to be an officer within the preceding six (6) years, and the dates on which the person became an officer and ceased to be an officer;
- c) The residential address or address for service of every current officer, including the municipality, street and number, if any, and postal code; and



d) An email address for every current officer who has consented to accepting information or documents by electronic means.

viii. a register of members.

The contents of the register of members includes:

a) The name of every current member and the date on which the person became a member.

b) The name of every former member who ceased to be a member within the preceding six (6) years, and the dates on which the person became a member and ceased to be a member.

c) The residential address, business address or address for service of every current member, including the municipality, street and number, if any, and postal code.

d) An email address for every current member who has consented to accepting information or documents by electronic means.

e) The class or group of membership of each member, if there is more than one class or group.

The register of members is kept for at least a ten (10) year period.

ix. a register of ownership interests in land.



## Article 6.0 – Protection of Directors & Officers

### 6.1 – Protection of Directors & Officers

No Director, Officer or committee member of NASC is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to NASC through the insufficiency or deficiency of title to any property acquired by **ordinary** resolution of the Council or for or on behalf of NASC or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to NASC shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and by-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

Every Director or officer of NASC or other person who has undertaken or is about to undertake any liability on behalf of NASC and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and be saved harmless out of the funds of NASC from and against:

- a) 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 them for in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.



## Article 7.0 – Conflict of Interest

### 7.1 – Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or a proposed contract or transaction, with NASC shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### 7.2 – Nepotism

Nepotism shall be in all instances avoided. No two (2) Family members shall participate in the Council, or the Council and staff of NASC. Should any related individual be hired during the term of office of any Director, the related Director shall immediately resign prior to the Family member reporting to work at NASC.

### 7.3 – Charitable Status

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.



## Article 8.0 – Members

### 8.1 – Members

Membership in the Corporation shall consist of individuals interested in furthering the Corporation’s purposes and who have been accepted into Membership at NASC by **ordinary** resolution of the Council of Directors.

### 8.2 – Membership Eligibility

There shall be one class of members.

Membership at NASC is open to individuals who:

- a) reside in the geographical areas of service;
- b) are 18 years of age or older;
- c) agree to conduct themselves according to NASC by-laws, policies and procedures;
- d) support the continued development of Indigenous cultures and worldviews;
- e) have paid their membership fee, if any, in full within **thirty** (30) days of the notice being mailed and no later than **fifteen** (15) days prior to the AGM; and,
- f) are not a current employee of NASC.

### 8.3 – Membership

A Membership at NASC is not transferable and automatically terminates if the member resigns, dies, or such Membership is otherwise terminated in accordance with the Act. Membership begins April 1st and expires on March 31 of the subsequent year.

### 8.4 – Membership Applications

Membership applications forms shall be submitted to the Council of Directors for consideration and approval;

Applications shall be reviewed by the Council no later than the first duly convened regular meeting following receipt of the application;

Applications shall be received at any time, but no later than **fifteen** (15) days prior to the Annual Meeting. Applications received late, as defined above, shall be considered by the Council at the next regular Council meeting following the Annual Meeting.

Membership applicants failing to meet membership eligibility requirements, Article 8.2, will be rejected.



#### 8.4.1 - Notice

The Secretary or designate shall be responsible for ensuring that the applicant is notified in writing within **sixty** (60) business days of the decision once fees are paid, if any. The decision of the Council of Directors shall be final. In the case of an application being rejected, the reasons for rejection shall be included in the written notice. An unsuccessful Membership Applicant may reapply for membership, when it can be demonstrated to the Council of Directors that the reason(s) for the previous rejection no longer apply.

#### 8.5 – Disciplinary Act or Termination of Membership for Cause

Membership in the Corporation is terminated when:

- a) the member has been found to be less than eighteen (18) years of age;
- b) the member no longer resides in the geographical areas of service;
- c) the member has demonstrated conduct that is not in agree with NASC by-laws, policies and procedures;
- d) the member has not supported the continued development of Indigenous cultures and worldviews;
- e) the member has been found not to support the aims and objectives of the corporation;
- f) the member has not paid their membership fee, if any, in full within thirty (30) days of the notice being mailed and no later than fifteen days (15) prior to the Annual meeting;
- g) the member has died;
- h) the member has become a current employee of NASC; and/or
- i) the corporation is liquidated or dissolved under the Governing Act.

Upon **thirty** (30) days' written notice to a member, the Council may pass an **ordinary** resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or by-laws.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The member receiving the notice shall be entitled to provide the Council a written submission opposing the disciplinary action or termination not less than **five** (5) days before the end of the **thirty** (30) day period. The Council shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of Membership.

The person whose membership has been revoked has a right to appeal to a general membership meeting called for that purpose. The appeal must be made in writing to the



Speaker within **thirty** (30) days from date of the letter notifying the member of the revocation of membership;

In all instances, membership will be revoked by a consensus **decision** of the Council of Directors in favour of the revocation of membership.

Upon termination of Membership, the rights of the member automatically cease to exist. The member ceases to have the right to representation at any meeting of NASC once the termination takes effect.

### 8.6 - Membership Fees

Membership fees (if any) must accompany the application or be paid within **thirty** (30) days of the written notice being sent from NASC. Membership can be paid by cheque or cash.

The Council will set fees, and from time to time, will review the fees and where appropriate, make changes to the fees. The Council of Directors has the discretion to waive the membership fee based on individual circumstances.





## 8.7 – Members Rights and Responsibilities

Members have the right to:

- a) vote at all general member meetings;
- b) access to the bylaws, articles of Incorporation, regular Council minutes and resolutions of members. A written request must be submitted to the Council and the Council has **thirty** (30) business days to provide the documents.
- c) submit a written request to the Council for the membership registry. The letter must state the purpose of the request which shall only ever be for the purpose of petitioning members for a special member meeting. Only the name and address shall be provided. The Council has **thirty** (30) business days to respond.
- d) submit a written request to the Council to view audited financial statements. The Council has **thirty** (30) business days to respond.

### 8.7.2 - Members Responsibilities

Members have the responsibility to:

- a) advise NASC of their current contact information so they may receive proper notice of events and meetings;
- b) attend and vote at all general members meetings;
- c) review and approve bylaw amendments, general members meeting minutes and resolutions, and audited financial statements;
- d) petition other members for a special members' meeting if the circumstances require so.



## Article 9.0 – Members Meetings

### 9.1 – Annual Meeting

The Annual meeting shall be held on a day and at a place and location determined by motion of the Council of Directors. Any member, upon request, shall be provided, **not less than twenty-one (21) days or other number of days prescribed in regulations** before the annual meeting, with a copy of the approved financial statements, auditor’s report and other information required by the by-Laws or articles.

Business transacted at the annual meeting shall include:

- a) review and accept the agenda;
- b) receipt of the agenda;
- c) receipt of the minutes of the previous annual and subsequent special meetings;
- d) a report of the Directors on the affairs of the Corporation;
- e) consideration of the financial statements;
- f) report of the auditor or person who has been appointed to conduct a review engagement;
- g) appointment or re-appointment of an Auditor or Person appointed to conduct a Review Engagement to hold office until the next annual meeting and delegating to the board the power to fix the remuneration of these persons;
- h) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
- i) election of Directors, as necessary;
- j) consideration and approval of by-laws, as necessary;
- k) consideration of the audit or review engagement report, if any and;
- l) such other or special business as may be set out in the notice of the meeting.

The Financial Statements are to be: prepared in accordance with the generally accepted accounting principles set out in the CPA Canada Handbook — Accounting or the CPA Canada Public Sector Accounting Handbook, both as amended from time to time; and include:

- a) a statement of financial position or a balance sheet;
- b) a statement of comprehensive income or a statement of retained earnings;
- c) a statement of changes in equity or an income statement; and
- d) a statement of cash flows or a statement of changes in financial position.

The Financial statements need not be designated by the names set out above.



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

The Council will conduct the meeting according to Anishnaabek law, Roberts Rules of Order or by another procedure that may be determined by the Council.

## 9.2 – Special Meetings

**The Council of Directors may at any time call a special meeting of the members.**

The Council shall convene a special meeting on written requisition of not less than one-tenth (1/10) of the members for any purpose connected with the affairs of NASC that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within **fifty (50) days** from the date of the deposit of the requisition.

There are two (2) types of special meetings which may be convened:

- a) a special meeting of the members that is held for the purpose of amending the by-laws; and
- b) a special meeting of the members that is called upon the receipt of a petition requesting a special meeting of members signed by ten percent (10 %) of the voting members, **which may include special meetings for the purpose of the consideration of proposals/resolutions.**

The petition shall be delivered to the Secretary of the Council of Directors or designate, at the head office of NASC.

**On receiving a requisition, the Council shall call a special meeting of the members to transact the business stated in the requisition unless:**

- a) **a record date has been fixed to determine members entitled to receive notice of a meeting of the members;**
- b) **the Council has called a meeting of the members and have given notice of the meeting;**
- c) **or the requisition has been deemed ineligible such that:**
  - **it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its directors, officers, members or debt obligation holders;**
  - **it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;**



- not more than two (2) years before the receipt of the proposal, the member failed to present in person at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;
- substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two (2) years before the receipt of the proposal and the proposal was defeated; and/or
- the rights conferred by this section are being abused to secure publicity.

The Council of Directors shall call a Special Meeting of the Members providing proper notice of ten (10) days minimum to fifty (50) days maximum to all members, each Director and the Auditor of the corporation or the person appointed to conduct a review engagement of the corporation, unless all the members entitled to notice of the meeting have waived in writing such notice and outline the specific purpose of the meeting. If the Directors do not, within twenty-one (21) days from the date of the deposit of the petition call a meeting, any of the Petitioners may call the meeting.

If a meeting of the members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a) the time of the continued meeting;
- b) if applicable, the place of the continued meeting; and
- c) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

No other business except for the items set out in the notice may be conducted at a special meeting of the members. Under no circumstances may personnel and employment matters be raised at a special meeting.

### 9.2.1 – Membership Resolutions

A resolution signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

A resolution dealing with a matter required by this Act to be dealt with at a meeting of the members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of the members.



A signed resolution is not to be used in respect of a meeting at which a statement is given by a Director noting reasons, for resigning; or for opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

A signed resolution is also not to be used when an auditor is entitled to give the corporation a statement giving reasons for resigning; or for opposing the auditor's removal if a meeting of the members is called for the purpose of removing the auditor.

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The corporation shall keep a copy of every resolution with the minutes of the meetings of members.

### 9.2.2 – Membership Proposals

Members have rights to submit and discuss proposals. A member entitled to vote at an annual meeting may give the corporation notice of any matter that the member proposes to raise at the annual meeting and to discuss this proposal.

A proposal may include nominations for the election of Directors, if the proposal is signed by not less than five percent (5%) per cent of the members, but this does not preclude nominations being made at a meeting of the members.

The Directors will include the proposal from the member(s) in the meeting notice of meeting and upon the request of the member who submits a proposal, the Directors will include in the notice a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal will together not exceed the maximum number of five hundred (500) words or characters.

The proposal will be deemed ineligible for submission, except with permission of the Speaker, if:

- a) the proposal is not submitted to the corporation at least sixty (60) days before the date of the meeting for by-law amendment;
- b) the proposal does not accompany the requisition for a special meeting of the members, if this meeting is not held within the agenda for the annual meeting;
- c) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;



- d) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;
- e) not more than two (2) years before the receipt of the proposal, the member failed to present in person at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;
- f) substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two (2) years before the receipt of the proposal and the proposal was defeated; and/or
- g) the rights conferred by this section are being abused to secure publicity.

### 9.3 – Notice

Subject to the [ONCA Act](#), not less than **ten** (10) and not more than **fifty** (50) days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the member of the right to vote by proxy (Section 65).

This requirement for notice of any meeting may be waived by any member or any irregularity in any notice of any meeting may be excused by any member of NASC. No error or omission in giving notice of any meeting of the members shall invalidate such meeting or make void any proceedings taken at such meeting. No other method than sending a letter to the last known address of the member shall be required. However, members may also receive notice by email, telephone, social media, or notice through the NASC website.

#### 9.3.1 - Service

Any notice to be given to any member or director or auditor shall be served either by social media, email, telephone, personally or by sending it prepaid courier or regular mail addressed to each member or director or auditor at their address as it appears in the books of NASC or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of NASC.

Where the member has indicated that they prefer to receive only email, NASC shall use email only. If the email is undeliverable, regular mail shall be used.



A notice or other document required or permitted by the Act, the regulations, the articles or the by-laws to be given may be given by electronic means in accordance with the Electronic Commerce Act, 2000.

A notice or other document that is given by prepaid mail is deemed to have been received by the intended recipient on the fifth day after it was sent.

A notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

A notice of a Meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

### 9.3.2 - Signatures to Notices

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

Manual signatures or electronic signatures are permitted to notices.

An electronic signature means an identifying mark or process that is:

- a) created or communicated using telephonic or electronic means;
- b) attached to or associated with a document or other information; and
- c) made or adopted by a person to associate the person with the document or other information, as the case may be.

### 9.3.3 - 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, unless it is otherwise provided, be counted in such number of days or other period.

Example Given: Notice to Membership for AGM is calculated from date notice mailed, not date received.

### 9.3.4 - Proof of Service

With respect to every notice sent by post, it shall be sufficient to prove that the envelope containing notice was properly addressed and put into a post office or into a post office letter box.

With respect to every notice sent by email, it shall be sufficient to prove that the notice was sent by copy of the email.



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

#### 9.4 – Meeting Location

The meeting of the members of a corporation shall be held at a place within Ontario.

The meeting of the members is deemed to be held at the place where the registered office of the corporation is located, unless notice of an alternate site is provided.

#### 9.5 – Quorum

A quorum for the transaction of business at a members' meeting is **twenty percent (20%)** of the members in good standing, plus one, if **twenty percent (20%)** of the members equates to an even number. The members are entitled to vote at the meeting, whether present in person or by proxy.

If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.**

#### 9.6 – Chair of the Meeting

The Speaker shall chair the members' meeting; in the Speaker's absence, the members present at any members' meeting shall choose another Director to chair and if no Director is present or if all of the Directors present decline to act as chair, the members present shall choose one of their number to chair the meeting.

#### 9.7 – Voting of the Members

Business arising at any members' meeting shall be decided by consensus unless otherwise required by the Act or the by-law provided that:

- a) a member of NASC who has been a member in good standing for fifteen **(15)** days before the meeting is entitled to one vote;
- b) votes shall be taken by a show of hands among all members present;
- c) an abstention shall not be considered a vote cast;
- d) it is acceptable to undertake decisions using consensus providing that all matters are





introduced by motion, seconded and the Chair pursues securing consensus - It is important that consensus be interpreted by members as their lack of opposition to the direction intended and while they may not be in full support they are not prepared to interrupt the direction of the majority opinion - If consensus cannot be achieved, then voting by a ballot must be pursued;

- e) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a ballot. – a ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- f) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second (2<sup>nd</sup>) or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion;
- h) where required by the Act or the by-law, the question shall be determined by a majority of the votes of the members present, or for a motion requiring approval for a special resolution, the motion will be confirmed by at least two-thirds (2/3) of the votes cast at a members' meeting, or for motion requiring an extraordinary resolution it will be confirmed by at least by eight-tenths (8/10) of the votes cast at a member's meeting;
- i) in all voting processes, votes will be counted by observers present in the room and no voting member shall be part of any process involved in counting votes or ballots;
- j) any resolution signed by all the members is as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose;
- k) the Corporation shall keep a copy of every resolution with the minutes of the meetings of the members;
- l) in all voting processes, votes will be counted by observers present in the room and no voting member shall be part of any process involved in counting votes or ballots; and
- m) unless a ballot is demanded, an entry in the minutes of a meeting of Directors to the effect that the chair declared a resolution to be carried or defeated is proof of the fact, in the absence of evidence to the contrary, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### 9.7.1 – Proxy Voting

Proxy voting is permitted at any meeting of members of NASC. Only two (2) proxy votes may be carried by any person who is at least eighteen (18) years of age. To carry a proxy vote, an individual must complete a Proxy Form and present it to NASC as outlined on the Form.



### 9.7.2 – Counting of the Votes

In all voting processes, votes will be counted by observers present in the room. No voting member shall be part of any process involved in counting votes or ballots.

### 9.7.3 – Participation by Telephone or other Communications Facilities

Although members' meetings are preferred in person, in exceptional circumstances members' meetings may be **held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means**, where all members can be seen and/or heard and accounted for as present and have a tool to cast votes. Unless due to physical accommodation, voting shall not be undertaken by the telephone. **Voting may be undertaken by mail, with prior Council approval.**

A meeting of the members held in any manner must enable all persons entitled to attend the meeting to reasonably participate.

**A person who, through telephonic or electronic means, votes at or attends a meeting of members is deemed for the purposes of the Ontario Not-for-Profit Corporations Act, to be present in person at the meeting.**

## 9.8 – Adjournments

The Chair may, with the majority consent of any members' meeting, adjourn the same from time to time. The members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## 9.9 – Persons Entitled to be Present

The only persons entitled to attend a members' meeting are the members, the directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the consent of the Council of Directors.

## 9.10 - Youth Council

There may be a Youth Council of NASC established through recruitment of the local urban Indigenous community. The Youth will define the terms of reference for the Youth Council.



## Article 10.0 – Notices

### 10.1 – Services

Any notice required to be sent to any member or director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally ([Section 196, ONCA](#)), 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 or the person who has been appointed to conduct a review engagement at its business address, or if no address be 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.

### 10.2 – 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.

### 10.3 – Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Council meeting or any members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.



## Article 11.0 – Employees of NASC

The Council of Directors may employ an Executive Director and such other Staff, full or part time, under terms necessary for NASC to further its aims and objectives. The Council of Directors is collectively responsible for the supervision of the Executive Director; however, the Council of Directors may delegate additional day to day supervisory responsibilities to the Speaker. The Executive Director shall be responsible for supervising and directing all employees, volunteers, placement students, etc. and shall act as the Council/Employee liaison and shall undertake other such duties as NASC policies direct.

The Executive Director shall be dismissed only by motion of the Council of Directors.

The Council of Directors shall determine by **ordinary** resolution the remuneration of all employees and agents of NASC.



## Article 12.0 - Adoption and Amendment of By-laws

### 12.1 – Amendment to By-laws

The members may from time to time amend this by-law if at least **twenty percent (20%)** of the members approve the amendment, **by ordinary resolution**.

Where amendment or repeal of the by-laws of NASC or any part of them is to be proposed by a member, a notice of motion incorporating the text of the proposal shall be submitted to the Council of Directors no later than sixty (60) days prior to the date of the meeting at which such amendments are to be considered is to be moved. A copy of the notice of motion shall be forwarded to each member of NASC no less than thirty (30) days prior to the meeting.

The Council of Directors may by ordinary resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of a matter that: adds, changes or removes a provision respecting the transfer of a membership; or changes the manner of giving notice to members entitled to vote at a meeting of members; or changes the method of voting by members not in attendance at a meeting of the member, that require a special resolution.

Alternately, any by-law signed by all the Directors is as valid and effective as if passed at a meeting of the Directors.

The Directors will submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

## Article 13.0 – Dissolution/Winding up and Disposal of Assets

In the event of winding up or dissolution of NASC, the voluntary winding up or dissolution of the corporation, will be passed by resolution through a consensus of members at a member's meeting.

If a resolution through consensus is not attained, voluntary winding up or dissolution of the corporation will be confirmed by a special resolution passed by at least two-thirds (2/3) of the votes cast by voting members, at a meeting of the members.

The voting members may delegate to any committee of members, contributories or creditors the power to appoint the liquidator and fill any vacancy in the office of a liquidator, or may enter into any arrangement with creditors of the corporation.

In the event of winding up or dissolution of the corporation, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized indigenous led registered charitable organizations in Ontario having objects similar to those of NASC, as confirmed by at least two-thirds (2/3) of the votes (special resolution) cast by the corporation members.



Corporate documents and records and those of the liquidator will be maintained for at least five (5) years.

The corporation will file notice in the approved form of a resolution requiring the voluntary winding up of the corporation with the Provincial Government Director within ten (10) days after the resolution has been passed.



## Article 14.0 - Enacted Date

### 14.1 - Enacted Date and Signature

This by-law has been confirmed, passed, and enacted by the Members of NASC on this \_\_\_\_\_(DD) day of \_\_\_\_\_ (MM), in the year \_\_\_\_\_(YYYY).

**Speaker (signature):**

**Secretary (signature):**

\_\_\_\_\_  
**Speaker Full legal Name(printed):**

\_\_\_\_\_  
**Secretary Full legal Name (printed):**

\_\_\_\_\_  
**Date (YYYY/MM/DD)**

\_\_\_\_\_  
**Date (YYYY/MM/DD)**

\_\_\_\_\_

\_\_\_\_\_



## Schedule A – Position Description of the Speaker

### Role Statement

The Speaker provides leadership to the Council, ensures the integrity of the Council's process and represents the Council to outside parties. The Speaker co-ordinates Council activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Council and senior management, if any, of the Corporation. The Speaker ensures the Council discusses all matters relating to the Council's mandate.

### Responsibilities

#### Agendas

Establish agendas aligned with annual Council goals and preside over Council meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Council meetings is prepared annually.

#### Direction

Serve as the Council's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Council's expectations and concerns. In collaboration with senior management, develop standards for Council decision-support packages that include formats for reporting to the Council and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Council. Act as a signing officer, sign all official NASC documents.

#### Performance Appraisal

Lead the Council in monitoring and evaluating the performance of senior management, if any, through an annual process.

#### Work Plan

Ensure that a Council work plan is developed and implemented that includes annual goals for the Council and embraces continuous improvement.

#### Representation

Serve as the Council's primary contact with the public; undertake public relation activities as necessary.

#### Reporting

Report regularly to the Council on issues relevant to its governance responsibilities.





### Council Conduct

Set a high standard for Council conduct and enforce policies and by-laws concerning Directors' conduct.

### Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

### Succession Planning

Ensure succession planning occurs for senior management, if any, and Council.

### Committee Membership

Serve as member on all Council committees.



## Schedule B – Position Description of the Treasurer

### Role Statement

The treasurer works collaboratively with the Speaker and senior management, if any, to support the Council in achieving its fiduciary responsibilities.

### Responsibilities

#### Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit 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, in such registered dealer in securities as may be designated by the Council from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. Ensure books of account and financial records of NASC are made available to the auditor in time for the preparation of an annual audit; act as a signing officer; and shall also perform such other duties as may from time to time be directed by the Council.

#### Council Conduct

Maintain a high standard for Council conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### Mentorship

Serve as a mentor to other Directors; recommend to the annual meeting the appointment of an auditor.

#### Financial Statement

Present such financial records and statements as may be required by NASC are available for presentation at each meeting; Present to the members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Council together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.



## Schedule C – Position Description of the Secretary

### Role Statement

The secretary works collaboratively with the Speaker to support the Council in fulfilling its fiduciary responsibilities.

### Responsibilities

#### Council Conduct

**The Secretary supports** the Speaker in maintaining a high standard for Council conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### Document Management

The Secretary shall be responsible to ensure that the record of decisions, correspondence and minute taking of the Council of Directors is assigned and capably fulfilled. The Secretary shall:

- The Secretary shall ensure that a complete and correct written membership list is maintained including the names, addresses, emails, and phone numbers of the members.
- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Council and Council committees.
- Attend to correspondence on behalf of the Council.
- Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.
- Ensure that all reports are prepared and filed as required by law or requested by the Council.
- Ensure proper membership records are kept;
- Review all requests for membership with the Council and ensure that decisions are documented by motion and that notice is sent to the applicants;
- Ensure that the seal is housed properly at the NASC head office and is affixed to such records, correspondence, contracts and other documents as is appropriate;
- Act as signing officer: and,
- Perform any other such functions as the Council so directs by resolution.

#### Meetings

**The Secretary gives** such notice as required by the by-laws of all meetings of the Corporation, the Council and Council committees. **The Secretary attends** all meetings of the Corporation, the Council and Executive committees and ensure all proceedings are recorded and accurate.



## Schedule D – Position Description of the Youth Director

### Role Statement

The Youth Director provides advice to the Council, ensures the integrity of the Council's relationship with NASC youth and represents the youth of NASC to outside parties. The Youth Director is mentored by the Executive Committee and acts as Speaker for the NASC Youth Council, if they so desire.

### Responsibilities

#### Direction

Serve as the Council's central point of communication with the youth of NASC, if any, of the Corporation; provide guidance to the Council related to youth needs and wants, if any, regarding the Council's expectations and concerns. Ensure that NASC has a youth engagement strategy and supports its implementation, in collaboration with the Youth council, if active.

#### Representation

Serve as the Council's primary contact with the youth of NASC; promote, advocate and represent the Indigenous youth in the community; ensure that the youth are represented at various youth forums and gatherings; acts as a role model for Indigenous youth in the community.

#### Reporting

Report regularly to the Council on issues relevant and important to Indigenous youth; provide a Youth Council Report to the Council of Directors, if an active youth council exists.

#### Mentorship

Serve as a mentee of the Directors to gain experience in not-for-profit governance and community leadership.

#### Succession Planning

Ensure succession planning occurs for the Youth Director position.

#### Committee Membership

Serve as member on at least 2 Council committees.