

NIJIKIWENDIDAA ANISHNAABEKWEWAG SERVICES CIRCLE

ONCA BY-LAW INCLUSIONS

ITEM	ONCA BY-LAW REVISION	COMMENTS
Definitions	<p>“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;</p> <p>“Auditor” includes a partnership of auditors or an auditor that is incorporated;</p> <p>“Charitable Corporation” means a Corporation incorporated for the relief of poverty, the advancement of education, the advancement of religion or other charitable purpose;</p> <p>“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;</p> <p>“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;</p> <p>“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>	Additional and/or revised definitions have been included.

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<p>Definitions Continued</p>	<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;</p> <p>“Financial Year” means the annual period that the Corporation establishes for accounting purposes;</p> <p>“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;</p> <p>“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;</p> <p>“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;</p> <p>“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;</p>	<p>As Above</p>

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Definitions Continued	<p>“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;</p> <p>“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;</p> <p>“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; and</p> <p>“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 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.</p> <p>“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.</p>	As Above
Corporate Seal	<p>The seal of the corporation, if any, shall be in the form determined by the Board of Directors.</p> <p>The seal shall be of such design as is compliant with government regulations.</p> <p>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.</p> <p>A document executed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it.</p> <p>The seal shall be kept at the Head Office of the corporation in a safe and secure location.</p>	The Corporation has a seal.

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Severability and Precedence	<p>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.</p> <p>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.</p>	<p>A Severability and Precedence clause in a By-law helps maintain the document's integrity by allowing valid provisions to stand, even if some are legally challenged. (Nonprofit Law Ontario -Toronto, Ontario)</p>
Corporate Records	<p>Corporate Records required to be kept by the Corporation include:</p> <ul style="list-style-type: none"> - 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. <p>The register of members is kept for at least a ten (10) year period.</p> <p>All registers and other records required by this Act or the regulations to be prepared and maintained by a corporation may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible form within a reasonable time.</p> <p>Records are kept at the Head Office of the Corporation.</p>	<p>All required records are being maintained by the Corporation.</p> <p>The contents of the Registers of the Directors, Officers and Members are listed in the By-Laws.</p>

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<p>Access to Corporate Records:</p> <p>Director</p> <p>Member/Member's Attorney/Legal Representative/Creditor of the Corporation</p>	<p>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.</p> <p>The corporation provides the Director any extract of the records by such means and does not charge the director for the extracts.</p> <p>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.</p> <p>The person is also permitted to take extracts for a negotiated reasonable fee.</p> <p>No fee is charged for a copy of the financial statements.</p>	<p>Both office and remote access is granted to both Directors and Members.</p>

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<p>Number of Directors –</p> <p>Decision to have a Fixed Number or a range in the Number of Directors</p>	<p>A Corporation must have at least three Directors.</p> <p>Corporations may provide in their articles a fixed number of Directors; or minimum and maximum numbers of directors.</p> <p>The option to have a range for the number of directors, provides flexibility to respond to organizational changes, agency growth or revisions in service needs.</p> <p>If a Corporation’s articles provide for a minimum and maximum number of directors, the number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members must be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by ordinary resolution of the directors.</p> <p>A decrease in the number of directors does not shorten the term of an incumbent director.</p> <p>Directors may appoint Directors between annual meetings to be confirmed by the membership at the next annual meeting.</p> <p>Decision: Number of Directors:</p> <p>Suggested By-Law Clause:</p> <p>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 seat 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.</p> <p>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.</p> <p>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.</p> <p>A decrease in the number of Directors does not shorten the term of an incumbent Director.</p> <p>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.</p>	<p>Current By-Laws state:</p> <p>The Council of Directors shall consist of five (5) members, with one additional seat reserved for a Youth Director.</p> <p>This number of Board members seemed to be a small scale to oversee an organization with a substantial level of funding, from usually 1+ funders.</p> <p>The increase to a maximum of 12 Directors permits an expansion of coverage for an expanded agency portfolio.</p> <p>The allowable reduction to 6 Directors permits a timeframe to allow reconfiguration of the Board, while seeking new members.</p> <p>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</p> <p>The Executive Director serves in a support role to the Board.</p>

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<p>Qualifications of Directors - Eligibility to serve as Director</p>	<p>Every Director shall:</p> <ul style="list-style-type: none"> ● be a Member of NASC in good standing; ● be female or 2-Spirit identified; ● be Indigenous; ● be 18 years of age or older; or in the case of the Youth Director, between the ages of 18 and 30 (Any Youth who will become 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 years; ● not be a current client of NASC or former client of NASC within the last two 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 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. <p>The individual must consent in writing to hold office as a Director.</p>	<ul style="list-style-type: none"> ● These requirements outline both ONCA and agency specific requirements to serve as a Director.

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<p>Standard of Care - Cannot Contract out of Statutory Duty</p>	<p>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.</p> <p>Every Director and Officer shall comply with this Act and the regulations; and the corporation's articles and by-laws.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>The concept that Directors and Officers are to act honestly and in good faith with a view to the best interests of the Corporation; exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and comply with a high fiduciary duty of care with respect to the charitable purposes or charitable property are continued from the Ontario Corporations Act, with wording changes.</p>

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<p>Election/Appointment of Directors</p>	<p>Directors are elected by the Members at the Annual Meeting or at a Special Meeting of the members called for that purpose, by ordinary resolution.</p> <p>The term of office for a Director is 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.</p> <p>The Youth Director is 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.</p> <p>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.</p> <p>A Director elected for a stated term will stay in office until their successor is elected or appointed, where possible.</p> <p>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.</p> <p>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.</p> <p>If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member.</p> <p>If the vacancy occurs as a result of the members removing a Director, the members may fill the vacancy by an ordinary resolution.</p>	<p>ONCA Provisions</p> <p>Directors may only be elected for a maximum term provided for in the by-laws, up to a maximum of four years, which may be renewable.</p> <p>A Director may be re-elected.</p> <p>A Director elected for a stated term will stay in office until their successor is elected or appointed.</p> <p>It is not necessary that all Directors elected at a meeting of the members hold office for the same term.</p> <p>The Directors may appoint one or more additional directors who hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members. Directors who are appointed in this manner, are then confirmed by ordinary resolution at the annual meeting by the Members.</p>
<p>Meetings of Directors - Quorum</p>	<p>Fifty (50) percent plus one 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.</p> <p>Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.</p> <p>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.</p>	<p>Definition of quorum and Director powers.</p>

Meetings of Directors - Notice

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

Notice of the time and place for the holding of an irregular meeting of the Council of Directors shall be given 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 Directors need not specify the purpose of or 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 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,

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	including, if applicable, instructions for voting by such means at the meeting.	
<p>Consensus Decision Making/Voting & Resolution Alternatives</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>In case of an equality of votes, the Council will seek the advice of the Council Elder. The Elder will have the deciding vote.</p> <p>Once a decision is made, the full Council of Directors must support the decision.</p>	<p>Decision Options</p> <ul style="list-style-type: none"> ● Consensus Decision Making ● Casting of a vote ● Signing of a resolution

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Director Remuneration	<p>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:</p> <p>a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;</p> <p>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:</p> <ul style="list-style-type: none"> 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. 	<p>Ontario Corporations Act provisions transferred to ONCA.</p> <p>Disclosure: Conflict of interest (ONCA – 41 (1))</p> <p>A Director or Officer of a corporation who:</p> <p>(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation, is to disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.</p> <p>Ontario Regulation 4/01:</p> <p>The Regulation can be used to authorize payments for most goods, services and facilities, provided all the requirements are met. It does not authorize payments for services provided by a director in their capacity as a director or employee, or for fundraising or real property transactions.</p> <p>Examples of goods, services, and facilities that may be provided by a Director or Connected Person include, but are not limited to: the delivery of a lecture; occasional professional services and consultations, except where prohibited by statute or rules of professional conduct; a piece of research; a contract to provide maintenance work; or rental of space, etc.</p>

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Removal or Resignation of Directors	<p>The office of a Director shall be immediately vacated:</p> <ul style="list-style-type: none"> 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. <p>These provisions also apply to the termination of an Officer's position from the corporation.</p> <p>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 days before the resignation or removal becomes effective.</p> <p>Members may not remove any person who is a Director by virtue of their office.</p> <p>Bolding indicates additional provisions in the above noted list.</p>	<p>Ordinary resolution requirements are needed for removal of Directors.</p> <p>Termination of membership simultaneously removes a Director/Officer.</p> <p>Inclusion of Director statement provision, when the Director leaves the Board.</p> <p>Virtue of Office means by right of Office or Position.</p>

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<p>Appointment or Removal of the Officers</p>	<p>The Officers Committee shall be elected from amongst the members of the Council of Directors.</p> <p>The Officers' Committee shall consist of the Speaker, Secretary and Treasurer.</p> <p>No Director may hold more than one Officers Committee office.</p> <p>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.</p> <p>The position of Officer held at Councils discretion.</p> <p>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.</p> <p>Council may remove an Officer for acting in contravention of NASC By-law, or Policies and Procedures.</p> <p>Any Officer shall cease to hold office upon ordinary resolution of the Council.</p>	<p>The Board may elect to define the term of office for an Officer.</p>

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<p>Vacancies - Board of Directors</p>	<p>A vacancy on the Council of Directors shall be filled as follows:</p> <ul style="list-style-type: none"> ● A quorum of Directors may fill a vacancy among the Council of Directors; ● 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. ● if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, 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; ● 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; ● 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. 	<p>This outlines the process to fill vacancies on the Board.</p>
<p>Board Dissolution</p>	<p>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.</p> <p>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.</p> <p>The option for court appointment of Directors may also be pursued.</p>	<p>If a board dissolves in entirety, it is possible that charitable status from the CRA will be removed.</p>

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<p>Committees</p>	<p>Committees may include a Managing Director Committee, an Audit Committee and will include an Officer’s Committee.</p> <p>The Officers’ Committee consists of the Speaker, Secretary and Treasurer.</p> <p>Committees may be established through appointment by the Directors.</p> <p>The Board may dissolve any committee by ordinary resolution at any time.</p>	<p>This provision is included in the by-laws.</p>

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<p>Auditor</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>The remuneration of the Auditor will be deemed to be within fair market value.</p>	<p>ONCA requires an ordinary resolution to appoint or remove an Auditor.</p> <p>Members of a public benefit corporation may pass an extraordinary resolution:</p> <ul style="list-style-type: none"> ● to have a review engagement instead of an audit in respect of the corporation's financial year if the corporation had annual revenue in that financial year of more than \$100,000 or such other prescribed amount and less than \$500,000 or such other prescribed amount; or ● to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that financial year of \$100,000 or less or such other prescribed amount.

ITEM	ONCA BY-LAW REVISION	COMMENTS
Audit Committee	<p>Audit Committee:</p> <p>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.</p> <p>The Council will give the Auditor notice of any meeting of the Audit Committee.</p> <p>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.</p> <p>The Auditor or a member of the Audit Committee may call a meeting of the committee.</p> <p>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.</p>	<p>Provisions have been included in the by-law for an Audit Committee to be established, if the Council chooses to establish such a committee.</p>
Financial Statements	<p>The financial statements are to be: prepared in accordance with the generally accepted accounting principles set out in the <i>CPA Canada Handbook — Accounting</i> or the <i>CPA Canada Public Sector Accounting Handbook</i>, both as amended from time to time; and include:</p> <ul style="list-style-type: none"> 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. <p>The Financial statements need not be designated by the names set out above.</p>	<p>The requirements for the contents of the Financial Statements are outlined in the By-Laws.</p> <p>Financial Statements are reviewed at the Annual Meeting.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
Membership Requirements	<p>There is one class of Members at this corporation.</p> <p>Membership begins April 1st and expires on March 31 of the subsequent year.</p> <p>Membership at NASC is open to individuals who:</p> <ul style="list-style-type: none"> 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 30 days of the notice being mailed and no later than 15 days prior to the AGM; and, f) are not a current employee of NASC. 	<p>The By-Laws state that employees are not permitted to be members of the Corporation.</p>
Annual Meeting	<p>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.</p> <p>Business transacted at the annual meeting shall include:</p> <ul style="list-style-type: none"> 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. 	<p>Term Annual General Meeting is replaced by Annual Meeting in ONCA.</p> <p>Financial benchmark to dispense with an audit during a fiscal year, through positive vote of extraordinary resolution, is \$100,000 currently.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Corporate Notice Requirements</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.</p> <p>Manual signatures or electronic signatures are permitted to notices.</p> <p>An electronic signature means an identifying mark or process that is:</p> <ul style="list-style-type: none"> 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. <p>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.</p>	<p>Provisions relating to notices are provided in the by-laws.</p> <p>An electronic signature means an identifying mark or process that is:</p> <ul style="list-style-type: none"> 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.

ITEM	ONCA BY-LAW REVISION	COMMENTS
Member Meeting - Location	<p>Members are advised by the Board of the date and location of all member's meetings.</p> <p>The meeting of the members of a corporation shall be held at a place within Ontario.</p> <p>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.</p> <p>A meeting of the members held in any manner must enable all persons entitled to attend the meeting to reasonably participate.</p> <p>Although Members' meetings are preferred in person, in exceptional circumstances Members' meetings may be performed through video conferencing 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 telephone. Voting may also be undertaken by mail, with prior Council approval.</p> <p>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.</p>	Options for office and remote meeting sites supported for member's meetings.
Board of Directors – Special meetings	The Council of Directors may at any time call a special meeting of the members.	Provisions for special meetings have been included in the by-laws.
Member Meeting - Notice	<p>Notice of the time and place of a meeting of members shall be given not less than ten (10) days and not more than fifty (50) days before the meeting to each Member; 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.</p> <p>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:</p> <ul style="list-style-type: none"> 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. 	These provisions outline Members' Meeting Notice requirements.

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Member's Meetings Quorum</p>	<p>A quorum for the transaction of business at a Members' meeting is 20% of the members in good standing, plus one (if 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.</p> <p>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.</p> <p>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.</p>	<p>Quorum defined for Member's Meetings.</p> <p>A quorum for the transaction of business at a Members' meeting is 20% + 1 of the Members.</p> <p>It is important that members show commitment to the organization and attend meetings, where possible.</p> <p>There is a potential concern that 20% +1 of the members could make substantial changes to the organization, without representation of at least a majority of the members.</p> <p>This would also be applicable for By-Law amendment.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Member's Special Meetings – Requisition</p>	<p>The Council of Directors may at any time call a special meeting of the members.</p> <p>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 50 days from the date of the deposit of the requisition.</p> <p>There are two types of special meetings which may be convened:</p> <p>a) a special meeting of the members that is held for the purpose of amending the By-Laws; and</p> <p>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.</p> <p>On receiving a requisition, the Council shall call a special meeting of the members to transact the business stated in the requisition unless:</p> <p>a) a record date has been fixed to determine members entitled to receive notice of a meeting of the members;</p> <p>b) the Council has called a meeting of the members and have given notice of the meeting;</p> <p>c) or the requisition has been deemed ineligible such that:</p> <ul style="list-style-type: none"> - 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 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 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. 	<p>Members have a right to request a special meeting.</p> <p>There are two types of special meetings.</p> <p>a) Special Meeting that is held for the purpose of amending the by-laws; and</p> <p>b) Special Meeting that is called upon receipt of a petition requesting a special meeting of voting members signed by one tenth percent (1/10) of the voting members.</p>

<p>Membership Proposals</p>	<p>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.</p> <p>A proposal may include nominations for the election of Directors, if the proposal is signed by not less than five (5) per cent of the Members, but this does not preclude nominations being made at a meeting of the Members.</p> <p>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.</p> <p>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.</p> <p>The proposal will be deemed ineligible for submission, except with permission of the Speaker, if:</p> <ul style="list-style-type: none"> 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 	<p>Members have a right to submit proposals.</p>
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ITEM	ONCA BY-LAW REVISION	COMMENTS
	g) the rights conferred by this section are being abused to secure publicity.	
By-Law Amendment	<p>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.</p> <p>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.</p> <p>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.</p> <p>Alternately, any by-law signed by all the Directors is as valid and effective as if passed at a meeting of the Directors.</p> <p>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.</p>	<p>As noted above a possible 20% approval rate of by-laws amendments is very low.</p> <p>It is recommended that at least a majority of the members are present for by-law approval or approval for other significant governance changes.</p>
Member Meeting – Participation by Electronic Means	<p>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.</p> <p>A meeting of the members held in any manner must enable all persons entitled to attend the meeting to reasonably participate.</p> <p>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.</p>	Requirement is for all participants to be able to reasonably participate in the meeting.

ITEM	ONCA BY-LAW REVISION	COMMENTS
Membership Voting Procedures	<p>Business arising at any Members' meeting shall be decided by consensus unless otherwise required by the Act or the By-law provided that:</p> <p>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;</p> <p>b) votes shall be taken by a show of hands among all Members present;</p> <p>c) an abstention shall not be considered a vote cast;</p> <p>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;</p> <p>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;</p> <p>f) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second (2nd) or casting vote. If there is a tie vote upon written ballot, the motion is lost;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>k) the Corporation shall keep a copy of every resolution with the minutes of the meetings of the Members;</p>	<p>A special resolution to make any amendment to the articles: change the Corporation's name;</p> <ul style="list-style-type: none"> ● revise corporate activities; ● create a new class/group of members; ● change a membership condition; ● change membership classes ● change provisions respecting for membership transfer; ● increase or decrease the number of, or the minimum or maximum number of, directors in the articles; ● change the purposes of the Corporation; ● change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed; ● change the manner of giving notice to members; ● change the method of voting by members not in attendance at a meeting of the members; ● add, change or remove any other provision that is permitted by this Act to be set out in the Articles or dissolve a Corporation.

ITEM	ONCA BY-LAW REVISION	COMMENTS
Membership Voting Procedures Continued	<p>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</p> <p>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.</p>	
Membership Resolutions	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>The corporation shall keep a copy of every resolution with the minutes of the meetings of members.</p>	<p>A signed resolution is as valid as if it was confirmed by a positive vote of the members.</p>
Proxy Voting	<p>Proxy voting is permitted at any meeting of members of NASC.</p> <p>Only two proxy votes may be carried by any person who is at least 18 years of age.</p> <p>To carry a proxy vote, an individual must complete a Proxy Form and present it to NASC as outlined on the Form.</p>	<p>Proxy voting is a form of voting whereby a member of a decision-making body may delegate their voting power to a representative, to enable a vote in absence.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Business Arrangements – Borrowing Powers/ Social Investments/ Properties</p>	<p>The Council of Directors may from time to time, by ordinary resolution, without authorization of the members:</p> <ul style="list-style-type: none"> 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. <p>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.</p> <p>The Directors may by an ordinary resolution from time to time delegate the above power to a Director or an Officer of the corporation.</p> <p>The Directors may elect to make social investments in accordance with the provisions of the Charities Accounting Act.</p> <p>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.</p>	<p>Borrowing powers are outlined.</p> <p>This power can be restricted in articles or the by-laws to require authorization of the members.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>By-Law Amendment</p>	<p>The Members may from time to time amend this By-law if at least 20% of the Members approve the amendment, by ordinary resolution.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>By-laws can now be amended by Ordinary Resolution (Majority).</p> <p>Alternately, any by-law signed by all the Directors is as valid and effective as if passed at a meeting of the Directors.</p> <p>Exceptions are for items in the By-Laws, as fundamental changes that:</p> <ul style="list-style-type: none"> - add, change or remove a provision respecting the transfer of a membership; - change the manner of giving notice to members entitled to vote at a meeting of members; and - change the method of voting by members not in attendance at a meeting of the members.

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Disciplinary Act or Termination of Membership for Cause</p>	<p>Membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> 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 30 (thirty) days of the notice being mailed and no later than 15 (fifteen) days prior to the Annual meeting; the member has died; g) the member has become a current employee of NASC; and/or h) the corporation is liquidated or dissolved under the Governing Act. <p>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 sets 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.</p> <p>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;</p> <p>In all instances, membership will be revoked by a consensus decision of the Council of Directors in favour of the revocation of membership.</p> <p>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.</p>	<p>It appears that the appeal to a general membership meeting is for their opportunity to provide input on Council's decision to terminate the Membership.</p> <p>The final decision for termination rests with the Council.</p>

ITEM	ONCA BY-LAW REVISION	COMMENTS
<p>Voluntary Winding Up or Dissolution of the Corporation</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Corporate documents and records and those of the liquidator will be maintained for at least five (5) years.</p> <p>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.</p>	<p>Voluntary winding up requires a minimum of a special resolution of the Members.</p>