

# **Makonsag Aboriginal Head Start By-Laws**

Board approved October 22, 2015

Confirmed by Members of the Corporation October 22, 2015

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## 1.0 INTERPRETATION

In this By-Law and all other By-Laws and resolutions of Makonsag Aboriginal Head Start Inc., unless the context requires otherwise:

- (a) the singular includes the plural;
- (b) “Aboriginal Person” means any person of Aboriginal ancestry and heritage, including First Nation, Metis, and Inuit;
- (c) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time. In the case of substitution or amendments, any references in the By-Laws of the provisions of the Act shall be read as reference to the substituted provision in the new statute or statutes;
- (d) “Articles of Incorporation” means the Articles of Incorporation and any supplementary Articles of Incorporation/Continuance duly issued;
- (e) “Board” means the Board of Directors or any reference made to Member(s) of the Board;
- (f) “Conflict of Interest” means any situation where there is a significant risk that a Member or Director’s interests will compromise the Member/Director’s duties and/or loyalty to the Corporation in a manner that would adversely affect the Corporation and its ability to carry out its purposes and objectives. Failure to comply with section 6.12 in these by-laws may be considered a Conflict of Interest;
- (g) “Corporation” means the Makonsag Aboriginal Head Start Inc.;
- (h) “Director(s)” means a member of the Board;
- (i) “Documents” includes, but is not limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or to their obligations, conveyances, transfers and assignments of shares, bonds debentures or other securities and all other paper writings;
- (j) “Elder/Senator” means a respected member of the Aboriginal community whose wisdom, traditional knowledge and teachings may inform the Director’s decision-making. Elders/Senators shall be considered non-voting Directors;
- (k) “Executive Director” means the person appointed by a majority of the Board to administer the day to day operations of the program;

(l) “Officer” means the President, Vice-President, Secretary, Treasurer and any other position as decided by the Board to carry out the day to day business of the non-profit within their delegated scope of authority;

(m) “Person” means a human being regarded as an individual;

(n) “Member” means a Member of the Corporation as defined in Article 5.0 Membership.

## **2.0 HEAD OFFICE**

The Head Office of the Corporation shall be located in the City of Ottawa, in the Province of Ontario, or at such place as the Board of Directors may from time to time determine.

## **3.0 GEOGRAPHIC AREA SERVED**

The Corporation shall serve the area of the National Capital Region, as defined in the *National Capital Act*, R.S.C. 1985, c. N-4 and such other areas as designated from time to time by the Board of Directors.

## **4.0 FISCAL YEAR**

The fiscal year of the Corporation shall end on March 31 in each year.

## **5.0 MEMBERSHIP**

### **5.01 Conditions of Membership**

- (1) All Members of the Corporation must be individuals and meet all of the following criteria:
  - a. ordinarily reside in the geographic area as specified in Clause 3.0 serviced by the Corporation;
  - b. be of Aboriginal ancestry and heritage, or the parent, legal guardian, or primary caregiver of a child enrolled in the Makonsag Aboriginal Head Start (“MAHS”) Program;
  - c. pay the annual Membership dues as determined and where required by the Board;
  - d. complete a Membership application and receive approval; and
  - e. certify in writing that they adhere to the Corporation’s Mission Statement.
- (2) Only Members in good standing of the Corporation shall be entitled to hold office, to be a member of the Board of Directors, and to vote at any meeting of the Corporation.

- (3) Persons applying for Membership in the Corporation shall be added to its Membership register upon receipt of their application, meeting Membership criteria and approval.
- (4) The term of membership of a Member of the Corporation shall be annual, subject to renewal in accordance with the policies of the Corporation.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197 (1)(e), (h), (l), or (m).

#### 5.02 Transferability of Membership

Membership shall not be transferable.

Pursuant to Section 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

#### 5.03 Discipline of Members

- (1) The Board shall have authority and sole discretion to suspend or terminate membership if the member has:
  - a. engaged in any conduct that affects the interests, credibility, stability and the best interests of the Corporation;
  - b. violated any provision of the articles of incorporation, by-laws, or written policies of MAHS; or
  - c. for any other reason that the Board in its sole discretion considers to be reasonable, given the purposes of the Corporation.
- (2) If the Board determines that a Member should be removed from membership in the Corporation, the Board may provide 15 days' notice of removal to the Member and shall provide reasons for the proposed suspension or termination.
- (3) A member who is subject to suspension or termination may make written submissions to the Board in response to the notice received within ten (10) days of receipt.
- (4) If the Board does not receive written submissions within ten (10) days, it may proceed to notify the member that the membership has been terminated.
- (5) If the Board receives written submissions in response to notice of suspension or termination, the Board will consider those submissions and shall notify the Member concerning its final decision.
- (6) The Board's decision shall be final and there will be no further right of appeal.

#### 5.04 Termination of Membership

Membership in MAHS terminates automatically if the member:

- a. resigns in writing as a member of the Corporation;
- b. fails to renew Membership following the Annual General Meeting;
- c. fails to attend Member meetings as required;
- d. ceases to meet Membership criteria as outlined in these by-laws;
- e. is in a conflict of interest;
- f. is criminally charged or found guilty of a crime(s) that the Board of Directors determines is contrary to the purposes, credibility, stability or best interests of the Corporation; or
- g. dies;

#### 5.05 Place of Members Meeting

Member's meetings may be held at any place within Canada determined by the Board.

#### 5.06 Annual Meeting

- (1) The Annual General Meeting of the Members shall be held every year, in a month, on a day and at such time as the Directors, by resolution, determine.
- (2) All Annual General Meetings shall be held at a place in the National Capital Region, or, in the absence of such specific determination, at the Head Office where the Corporation is located.
- (3) All Annual General Meetings shall be in keeping with the Act. At every Annual General Meeting, in addition to other business, the following shall be placed on the Agenda and approved by way of formal motion:
  - a. The Corporation's Audited Financial Statement;
  - b. The appointment of the auditors for the upcoming Year;
  - c. The Executive Director's Report;
  - d. Election of the Board of Directors;
  - e. By-law change submissions and approval;
  - f. Other matters as determined by the Board of Directors.
- (4) Proposed Bylaw changes must be submitted to the Executive and By-laws Committee sixty (60) days prior to the Annual General Meeting.

#### 5.07 Notice of Members Meetings

- (1) Notice of Annual General or Special Meetings of the Members will be provided to Members in writing and sent by mail, courier, email, or personal delivery 30 days before the meeting date.

- (2) The Board of Directors may, by resolution, convene a special Meeting of the Members. The time, date, and location of the special Meeting will be determined by the Board. Notice of any special meeting of the Members shall be given in writing and sent by mail, courier, email, or personal delivery 30 days before the meeting date.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### 5.08 Members Meetings

- (1) Quorum at any Annual General and/or a Special Meeting of the Members will be a minimum of 50% plus 1 individuals from the current membership.
- (2) All Members in good standing are entitled to vote at a duly convened meeting of the Members.
- (3) Subject to Article 12, all decisions of the Members shall be by a majority of the votes cast on the question (majority shall mean 50% plus (+) one (1)), and shall be deemed as final. For voting procedures, *Robert's Rules of Order* will apply.
- (4) All motions must be submitted to the appropriate committee 15 days prior to the Annual General Meeting.

### **6.0 DIRECTORS**

#### 6.01 Election of Directors

Any member of the Corporation may be voted in as a Director of the Corporation at the Annual General Meeting. Only members of the Corporation who have been in good standing for at least 3 months are eligible to nominate or vote in Directors. The nomination of any voting member who is not qualified pursuant to these By-Laws shall not be accepted or be subject to a vote by the Members.

#### 6.02 Terms of Service of Directors

The term of each director so elected shall be two years. Directors may serve for five (5) consecutive terms and may not serve for more than ten (10) consecutive years in total.

#### 6.03 Good Standing of Directors

- (1) All Members nominated or appointed to serve on the Board of Directors shall be:
  - a. Persons who are and have been in good standing as Members of the Corporation for at least 3 months;
  - b. Persons considered to be in good standing within the Corporation and/or in the Aboriginal community;



- c. Persons who have voluntarily consented to a criminal background check and have not been convicted of an indictable offence, including without limitation, offences pursuant to Part V, “Sexual Offences, Public Morals and Disorderly Conduct” of the *Criminal Code of Canada*, RSC, 1985, c C-46. Other serious offences (whether or not a criminal offence) will be deemed a bar to Membership at the sole discretion of the Board of Directors;
- d. Persons who do not have any proceedings brought against them pursuant to any Child Welfare Protection Legislation or are not listed in the National Sex Offender Registry under the *Sex Offender Information Registration Act*, SC 2004, c 10;
- e. Persons who do not have a conflict of interest with the Corporation;
- f. Persons abiding by the protocol, procedures, and policies of the Corporation and as provided by these By-laws;
- g. Otherwise in compliance with these By-Laws;
- h. Sign and abide by the Code of Conduct;
- i. Responsible for any fees associated with their personal criminal background check, but the Board shall have discretion to assist a Prospective Director with such fees if such Prospective Director shows need due to financial hardship;

#### 6.04 Duties and Powers of the Board

- (1) The affairs of the Corporation shall be managed and controlled by a Board consisting of a minimum of three (3) and a maximum of nine (9) Directors.
  - a. The Board will seek a minimum of three (3) Directors with child(ren) attending the MAHS Program. The Board may also appoint, at its discretion, up to three (3) non-voting external Directors from the general community;
  - b. The Directors may appoint an Elder/Senator Member who may attend meetings of the Board, as requested, and provide the Directors with guidance. The Elder/Senator shall not have a vote.
- (2) In-camera sessions of the Board shall be held, as necessary.
- (3) No business of the Corporation shall be conducted by its Directors except at a meeting of Directors where a quorum of the Board is present.

#### 6.05 Notice and Location of Board Meetings

(1) The board shall hold a minimum of Four (4) Board meetings in each fiscal year.

##### (2) Meeting Notice

Notice shall be given by regular or electronic mail to each Director, at least five (5) days prior to the meeting. The minutes of the previous meeting including notice of the time, date, and place of the next meeting shall be provided.

##### (3) Special and Emergency Meetings

An emergency meeting of the Directors may be convened at any time by the President, Vice-President or jointly by any two directors. The notice of the meeting convened as aforesaid shall specify the purpose(s) of the meeting and set a reasonable time for the meeting, giving due consideration to the circumstances requiring the special or emergency meeting.

##### (4) Omission to give Notice

- a. The unintentional omission to give notice of any meeting of Directors, or the non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceeding taken at such a meeting.
- b. All Directors may formally waive notice to ensure that any resolutions passed at special and/or emergency meetings does not become invalidated.

##### (5) Location of Meeting

- a. A Board meeting may be held by telephone, or any other electronic means, providing that every Director consents to such means.
- b. All Directors participating by telephone or other electronic means shall be deemed to be present at the meeting.

#### 6.06 Quorum of Board Meetings

(1) A majority (majority shall mean 50% plus (+) one (1)) of the full complement of the Board of Directors as specified herein, constitutes a quorum.

(2) A quorum of Directors shall be present to conduct a Board of Directors meeting and if a quorum is not present within thirty (30) minutes after the scheduled time of the meeting, the meeting shall be adjourned to a time and place as determined by the Chairperson.

#### 6.07 Decisions of the Board

- (1) Decisions of the Board will be by consensus. In the event that consensus cannot be reached, decisions of the Directors shall be by a majority of the votes cast on the question (majority shall mean 50% plus (+) one (1)), and shall be deemed as final. For voting procedures, Robert's Rules of Order will apply.
- (2) Each Board member shall be entitled to one vote. In the event of a tie and where necessary, the Chair shall cast the deciding vote.

#### 6.08 Entitlements

- (1) Except as limited by the Corporation, all Directors have:
  - a. the right to attend all Board meetings;
  - b. the right to vote;
  - c. the rights of access, upon request, to all of the Corporation's relevant documents in keeping with any Privacy legislation;
  - d. the right to attend all functions of the Corporation.

#### 6.09 Requirements of Directors

- (1) Every Director must maintain confidentiality as per MAHS Confidentiality Policy.
- (2) Every Director must perform the duties assigned by the Corporation.
- (3) The Board may veto the nomination of a proposed director on the grounds that the proposed director lacks good standing as outlined in Article 6.03 at a duly convened meeting of the Board of Directors.
- (4) A Director cannot miss three (3) consecutive meetings without just cause and without informing the Chairperson of a valid reason. The validity of the absence will be determined at the sole discretion of the Board.
- (5) Directors may sit on a committee and attend the committee meetings in the same manner outlined in Article 6.09 (4) and (5), except as prescribed by a Directors' resolution.
- (6) All Directors must inform the Chairperson of their intended future absence from a Board meeting.
- (7) Non-compliance or breach of any requirements of this section may result in a dismissal of the Director in breach of the Corporation's requirements.

#### 6.10 Removal of a Director

In addition to the reasons outlined in Articles 5.03 and 5.04, the Members may remove any Director of the Board before the expiration of the Director's term of office and elect any member in that Director's position for the remainder of the terminated Director's term. Removal of a Director must be by resolution passed by a majority of votes cast at a duly convened Meeting of Members, of which the Members have been notified of the proposed resolution. Notice must meet the requirements under section 5.07.

#### 6.11 No Remuneration of Board Members

No Director shall be remunerated by the Corporation for any actions undertaken as a Director of the Corporation. A Director of the Corporation may be reimbursed for reasonable expenses incurred in fulfilling the duties of a Director of the Corporation.

#### 6.12 Conflict of Interest

- (1) All Directors must act in trust and in good faith with, for, and in their dealings with or on behalf of the Corporation. No Director of the Corporation shall be in a position where there is a conflict between the Director's duties as a member of the Board and the person's interests.
- (2) Every Director must disclose knowledge of anyone who may reasonably be perceived as having, directly or indirectly, a financial interest in any existing or proposed contract, transaction or arrangement, or anything which may be reasonably perceived as such with the Corporation. Every Director who has a conflict of interest shall declare this conflict fully at a duly convened meeting of the Board of Directors of the Corporation, and shall leave the meeting and refrain from any discussion until such time as the conflict has been dealt with in respect to the matter about which the conflict has been declared.
- (3) With respect to Articles 6.12 (1) and (2), a declaration of the Director's financial interest shall be made at a meeting of the Board of Directors when the question of entering into the contract, transaction or arrangement is first discussed. The declaration shall be made at the meeting, or the time at which the Agenda is received, whether the Director is in attendance or not.
- (4) If a Director has made a declaration of personal financial interest in a proposed contract, transaction or arrangement in compliance with this section, and has refrained from discussion and voting in respect to the contract, transaction or arrangement, the Director is not accountable to the Corporation or any of its Members or creditors for any profit realized from the contract, transaction or arrangement; neither is the matter voidable by reason only of the Director's declaration.
- (5) Where any Director has reason to believe that another Director failed to declare a conflict of interest, that Director shall inform the President and the President may hold

an in camera session to table the issue for discussion among the remaining Directors of the Corporation. Following the discussion, the Board will decide whether a conflict exists and shall request that the Director in conflict make the declaration for the record. If the Director refuses to make such a declaration, the Board may take further action as it deems appropriate up to, and including, expulsion from the Board.

(6) Every declaration of a conflict shall be recorded in the minutes of the meeting.

### 6.13 Vacancies

(1) The Office of a Director of the Board is automatically vacated if the Director:

- a. resigns or ceases to be a voting member of the Corporation;
- b. resigns the office by delivering a written resignation to the President of the Corporation;
- c. is found to be in violation of the provisions in Article 6.03;
- d. is removed from office by a resolution passed by a majority of the voting Members at a special or annual meeting of the Members;
- e. is employed by the Corporation;
- f. is found to be mentally incompetent by a court of competent jurisdiction;
- g. is found to suffer from a mental incapacity as assessed, upon request, by a medical professional(s); or
- h. dies;

(2) If a vacancy occurs, the Directors may, by resolution, make an interim appointment to fill such vacancy until the next Annual General Meeting.

(3) The Corporation shall notify Industry Canada of any changes in the Board of Directors within 15 days of the effective date of that change.

### 6.14 Indemnity of Directors

The Corporation shall indemnify present and former directors, officers, or other individuals who act or acted at the corporations request as a director or an officer, in accordance with section 151 of the *Act*.

## 7.0 OFFICERS

- (1) The Officers of the Board shall be comprised of a President, Vice-President, Secretary, Treasurer and any other position as decided by the Board.
- (2) Specific Roles shall be decided by the Directors at the first Board meeting to be held within Forty-Five (45) days of the Annual General Meeting.

### 7.01 Specific Roles of Officers

#### (1) President:

- a. The President will act as Chair and will be responsible for facilitating discussion, ensuring the Agenda is followed, and ensuring that minutes are reviewed. The Chair does not vote except as a tie breaker.
- b. The Chair must ensure that when a vote is taken or a resolution passed, everyone has voted on the matter.
- c. The Chair duly notes all votes or resolutions verbally and in the manner voted for the Secretary to note in the minutes.
- d. The Chair shall determine whether a meeting is to be cancelled due to lack of quorum or inclement weather and shall be responsible for notifying all Directors of this decision in a timely fashion by calling their work or home phone number.
- e. The President shall ensure that all orders and resolutions of the Board are implemented.

#### (2) Vice-President

The Vice-President will act as Chair and will assume those duties which are outlined in section 7.01(1) in the absence of the Chair.

#### (3) Secretary

- a. The Secretary ensures that notices, agendas, minutes and attendance of the meetings of the Members of the Board are prepared, circulated and maintained.
- b. The Secretary ensures that all activities and conduct of the board are in accordance with the By-Laws and Policies.

#### (4) Treasurer

- a. The Treasurer ensures funds are expended in accordance with the direction and the policies of the Corporation.
- b. The Treasurer ensures full and accurate accounts of all financial transactions are kept and reports on the financial standing of the corporation are presented to the Board.

## 7.02 Re-Election

- (1) There shall be no self-appointment of any Office. Offices must be nominated by the elected Board and voted upon within forty-five (45) days of the Corporation's most recent election of Directors. The vote shall be held at a general or special meeting and voting can be in person or electronically.
- (2) The re-election of the Officers as outlined in this section shall be conducted in good faith with due consideration to the person's past standing and ability to carry out the task for which they are being nominated. All tasks are to be done in the best interest of the Corporation.

## **8.0 STANDING COMMITTEES OF THE BOARD**

### 8.01 Appointments

- (1) The Board of Directors may appoint, elect, or strike standing committees as required. These Committees will be comprised of a least one Director who will act as Chair. The Committees will fulfill their functions as prescribed by their Terms of Reference and make recommendations to the Board of Directors.
- (2) Committee Members shall not receive any remuneration for their services, except those reasonable expenses incurred during the course of fulfilling their Committee duties.
- (3) Members of these Committees will be appointed for a specific term, as needed.
- (4) Any Member of the Corporation may sit on these Committees, except for the Audit and Finance Committees. Membership in these Committees is limited to Directors only.
- (5) The President of the Corporation and the Executive Director are non-voting ex-officio Members of all Committees.
- (6) Each Director shall sit on at least one Standing Committee as per Article 6.10 (6) except the Secretary and Treasurer who must sit on the Audit and Finance Committee, but are not required to sit on any other committee except by appointment by the Board.
- (7) All Committees and Standing Committees as the case may be, shall submit an update, including supporting materials or a written report, at every Board Meeting. Each Committee must keep a written record of all meetings which they shall submit to the Board from time to time as required.

## 8.02 Standing Committees

The following are potential Standing Committees:

- a. Executive and Bylaws Committee
- b. Audit and Finance Committee
- c. Human Resources Management Committee
- d. Operations and Facilities Committee
- e. Nomination Committee

## 8.03 Powers of Committees

The Standing Committees shall possess and may exercise all powers as directed, delegated, and approved by the Board of Directors. The Standing Committees shall act in the best interests of the Corporation and are bound by these By-Laws.

## 8.04 Responsibilities of Committees

The responsibilities of the Committees shall be set out in the Terms of Reference of each Committee and ratified by the Board of Directors.

## **9.0 EXECUTIVE DIRECTOR**

The Board shall hire an Executive Director, who is directly responsible for the daily management and operations of the Corporation. The Executive Director shall have such further duties as are determined by the Board, and as set out in the job description and Human Resources policies and procedures manual, by-laws, and the resolution/motions adopted and passed by the Board at a duly convened Directors Meeting.

## **10.0 BOOKS AND RECORDS**

- (1) The Board shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or any applicable statutes are regularly and properly kept.
- (2) The Board shall keep all books and records of the Corporation at the Head Office of the Corporation or any other place as decided by the resolution of the Board of Directors.

### 10.01 Banking

- (1) All monies received by the Corporation shall, on their receipt, be promptly deposited to the credit of the Corporation in such a bank as determined by the Board of Directors. All payments required to be made by the Corporation shall be made by way of cheques and/or direct deposit and the keeping of a daily Journal.
- (2) The Board of Directors of the Corporation are authorized to borrow from time to time from one of the Chartered Banks of Canada or other financial institution covered by the



Canada Deposit Insurance Corporation.

10.02 Auditor

- (1) At the annual general meeting of the Corporation, the Board of Directors shall recommend the appointment of a licensed public accountant as auditor to hold office until the next Annual General Meeting. If no such appointment is made, the incumbent auditor in office shall continue to hold office until a successor is appointed.
- (2) The Corporation's Auditor shall report to the Audit and Finance Committee on the Audited financial statement to be submitted to the Corporation at the Annual General Meeting and on other matters as required by the Act.
- (3) No person (nor the person's Firm) shall be appointed as Auditor of the Corporation who is in a potential conflict of interest. This includes a Director, Officer or Employee, or a partner/spouse of any Director, Officer or Employee.

10.03 Authorizing Cheques

All cheques issued by the Corporation shall be signed by two of the following: Chair of the Board, Treasurer, Executive Director, and a designated Director passed by resolution of the Board of Directors.

10.04 Finance

- (1) The Directors shall cause and ensure that true account be kept of the following:
  - a. All sums of money received and expended, and the matter in respect of which the receipts and expenditures took place;
  - b. Assets and liabilities;
  - c. All other transactions affecting the fiscal position of the Corporation.
- (2) All accounts payable by the Corporation shall be examined and payment authorized by the Board of Directors before being paid, save and except those expenses for the day-to-day operations of the Corporation.
- (3) Before any contract or agreements are legally entered into by the Corporation in excess of \$10,000.00, it will be approved by a majority of the Board of Directors.
- (4) The Directors shall present to the Members of the Corporation at each Annual General Meeting, the Audited Financial Statements prepared according to generally accepted accounting principles.

## 11.0 AMENDMENTS

The Members may from time to time amend, repeal or revise the By-Laws of the Corporation in accordance with the Act, upon 60 days' notice to the Executive and By-laws Committee. All amendments shall be approved by two thirds of the votes cast of the Members present at a duly constituted meeting of Members.

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These By-Laws shall supersede any previous By-laws.

Certified to be By-Law Number 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the \_\_\_ day of \_\_\_\_\_, 2015 and confirmed by the Members of the Corporation by special resolution on the \_\_\_ day of \_\_\_\_\_, 2015.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Board Member