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First Nations Information Governance Centre
Le Centre de gouvernance de l'information des Premières Nations

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BY-LAW NO. 1

under the *Canada Not-for-Profit Corporations Act* S.C. 2009, C.23

A by-law relating generally to the organization and transaction of the business and affairs of The First Nations Information Governance Centre, Le Centre de Gouvernance de l'Information des Premières Nations (hereinafter called "The Corporation").

BE IT HEREBY ENACTED as a by-law of the Corporation as follows:

Article 1. INTERPRETATION

1.1 Definitions

In this bylaw

"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;

"Annual General Meeting" is the annual meeting of Members of the Corporation, as described in section 4.1 herein;

"Board" means the Board of Directors of the Corporation;

"Delegates" are the designated representatives from each Region who exercise the Region's vote at each annual and all special meetings of members and who, according to each Region's processes and authority;

"Member" means a Member of the Corporation, as further defined in Article 3 herein;

"Director" means an individual appointed according to this By-law to sit on the Board;

"Officer" means an individual appointed according to this By-law as any of the chair, vice-chair, secretary, or treasurer.

"First Nation Regional Organizations" or **"Regional Organizations"** mean the First Nation organizations established and accepted within each Region, according to regional processes. Regional Organizations may apply for and be granted membership in the Corporation in accordance with section 3.1.

“First Nation Regional Process” mean the generally-accepted manner in which the First Nations in that Region exercise decision-making and determine representation; regional processes reflect accountability and governance structure of the region.

“Regions” mean the following ten territorial divisions: New Brunswick/Prince Edward Island, Nova Scotia/Newfoundland, Quebec/Labrador, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Yukon Territory, and Northwest Territories.

1.2 Number and Gender

In this and all other By-laws of the Corporation, unless the context otherwise requires, words importing the singular shall include the plural and vice versa, and words importing any of the masculine, feminine or neuter genders shall include the other genders.

Article 2. GENERAL PROVISIONS

2.1 Head Office

Until changed in accordance with the *Act*, the head office of the Corporation shall be in the Mohawk Territory of Akwesasne (Ontario).

2.2 Seal

Until changed by resolution of the Board, the seal of the Corporation shall be in the form impressed in the adjoining space.

2.3 Fiscal Year

The fiscal period of the Corporation shall terminate the 31st of March.

2.4 Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

Article 3. MEMBERS OF THE CORPORATION

3.1 Membership

There shall be 2 classes of members: (1) Regional Organizations and (2) The Assembly of First Nations.

a) Regional Organizations Membership

Upon approval by the Board, any Regional Organization may apply for and be granted membership in the Corporation.

The Corporation's membership shall be divided into regional groupings, according to their geographic location, as follows: (1) New Brunswick & Prince Edward Island, (2) Nova Scotia & Newfoundland, (3) Quebec and Labrador, (4) Ontario, (5) Manitoba, (6) Saskatchewan, (7) Alberta, (8) British Columbia, (9) Yukon Territory, and (10) Northwest Territories.

Members from each region shall appoint one (1) regional delegate, in accordance with Regional Processes, to vote on behalf of the region at meetings of members. Each regional delegate shall exercise one (1) vote at meetings of members.

b) Assembly of First Nations Membership

The Assembly of First Nations shall be a non-voting member of the Corporation, subject to the Act.

3.2 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board.

3.3 Withdrawal

Any member may withdraw from the Corporation by delivering written notice in the form of a resolution, to the Corporation, and lodging a copy of the same with the Secretary of the Corporation.

Prior to submitting any notice of withdrawal, the member shall engage in culturally-rooted mediation process with the Corporation, to be conducted within a reasonable time, but no longer than 120 days.

Article 4. MEETING OF MEMBERS

4.1 Annual Meeting of Members

The first incorporators shall call a meeting of members of the Corporation not later than eighteen (18) months after incorporation, and thereafter the Board shall call annual meetings of members not later than fifteen (15) months after the preceding annual meeting.

At every annual meeting, in addition to any other business that may be transacted, and any requirements of the Act, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

4.2 Calling or Requisitioning Meetings

The Board or the chairperson or vice-chairperson shall have power to call, at any time, a general meeting of the members of the Corporation.

The Board shall call a special general meeting of members on written requisition of members carrying not less than 30% of the voting rights.

4.3 Quorum

Quorum for any meeting of members shall be 60% of the Delegates appointed pursuant to section 3.1(a), or their duly appointed proxies.

4.4 Notice

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member of the right to vote by proxy.

Any member, through their Delegate or proxyholder, may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the Corporation.

4.5 Voting

Each Region represented at a meeting shall have the right to exercise one (1) vote, through its regional delegate, as described in section 3.1a. A Region may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy, in the place of the Delegate. A proxyholder shall be an individual, at least 18 years of age, and shall be representative of the Region.

Except where the vote or consent of a greater number of members is required by the *Act* or these By-laws, decisions of the members shall be made as far as possible by consensus or general agreement. When all efforts at achieving a consensus have been exhausted without success, a positive vote of 50% plus one of the Delegates in attendance shall be sufficient to constitute a decision.

Except as provided in section 4.3, quorum is required to reach any decision.

4.6 Members Right to Attend

Each Regional Organization has the right to attend all members' meetings, at their own cost, even though their vote is exercised through their Delegate.

4.7 Time and Place

Meetings of the members of the Corporation shall be held at such time on such days and at such place as the Board may from time to time determine.

4.8 Adjournments

Meetings of members may be adjourned with or without quorum to any time, date, or place provided that notice of the new time, date and place shall be given in conformity with section 4.4 of this By-law.

4.9 Meetings by Teleconference and Other Electronic Means

Regular and annual general meetings of Members may be held by teleconference or other electronic means provided that:

- robust security that complies with FNIGC policies is in place;
- each member has equal access to the specific means of communication to be used;

- that all persons participating in the meeting can communicate with each other
- simultaneously and instantaneously; and
- a method to confirm quorum and the calculation of votes is in place.

A member participating in such a meeting by such means is deemed to be present at the meeting.

Article 5. BOARD OF DIRECTORS

5.1 Board of Directors

The activities and affairs of the Corporation shall be managed by a Board of Directors, comprised of a minimum of 6 directors and a maximum of 12. The number of directors shall be determined in accordance with 5.2 below.

5.2 Composition of Board of Directors

- One director shall be appointed from each Region by the members of each respective Region, according to Regional Processes.
- At each Annual General Meeting, the Assembly of First Nations may appoint up to two (2) directors to the Board, in an advisory, communication and non-voting capacity.

5.3 Term of Office

Directors shall be appointed for a term of three (3) years, or until replaced or removed according to this By-law.

5.4 Elder and Youth Advisors

The Board may invite an Elder advisor and/or a Youth advisor to attend any or all meetings of the Board. Such advisors may be removed and appointed at any time, by resolution of the Board.

5.5 Ineligibility, Resignation and Disqualification

- The following persons shall not be members of the Board:
 - a person who is less than eighteen years of age;
 - a person who is found to be of unsound mind by a court in Canada or elsewhere;
 - a person who is an undischarged bankrupt.
- A member of the Board shall cease to hold office:
 - upon becoming disqualified in accordance with section 5.5(a) of this By-law;
 - upon the director's resignation therefrom, which shall be effective upon the dissolution or adjournment of the meeting at which the resignation is accepted and a successor is appointed;
 - if a director is convicted of an indictable offence or any criminal offence against a person.

5.6 Missed Meetings

If a director has missed three (3) consecutive board meetings without a valid reason given in writing and delivered to the Corporation, in advance of the third meeting, the Regional Organization that appointed the director shall be notified, in writing.

5.7 Removal/Replacement of Directors

- a) Any director appointed under section 5.2a, may be removed according to the Regional Process of the region that appointed that director, by delivering notice in writing to the Corporation.
- b) Any director appointed by the Assembly of First Nations may be removed by the Assembly of First Nations, by delivering notice in writing to the Corporation.
- c) Except where a vacancy in the Board is caused by a Regional Organization ceasing to be a member of the Corporation, any Region or the Assembly of First Nations may fill a vacancy created in the Board as a result of its director ceasing to hold office, by delivering notice in writing to the Corporation.

5.8 Meetings of the Board

Meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chairperson or Vice Chairperson may determine.

No person shall act for an absent director at a meeting of directors.

5.9 Teleconference

The Board may meet by teleconference provided that either a majority of the directors consents to the meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the Board. Teleconference facilities must permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.10 Meetings by Other Electronic Means

The Board may meet by other electronic means that permits each director to communicate adequately with all of the other directors, provided that

- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing quorum and recording votes;
- b) each director has equal access to the specific means of communication to be used; and
- c) each director has consented in advance to meeting by electronic means.

5.11 Notice

No formal notice of any meeting of the Board shall be required if all members of the Board are present, or if any member of the Board who is absent has signified their consent to the meeting being held in that absence.

Otherwise, notice of every meeting shall be sent by mail, telephone or other communication facility or delivered personally to each Board member at least forty-eight (48) hours before the time when the meeting is to be held. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.

Unless the Act or the By-laws of the Corporation otherwise requires, notice of a meeting of the Board need not specify the purpose of or business to be transacted at the meeting.

5.12 Waiver of Notice

Any member of the Board may, either before or after a meeting, waive notice. Attendance at a meeting is waiver of notice unless the member attends to and does object to the transaction of all business on the grounds that the meeting is not lawfully called.

5.13 Quorum

Directors representing at least six (6) Regions shall form quorum for the transaction of business by the Board.

5.14 Decisions

Except where the vote or consent of a greater number of directors is required by the *Act* or these By-laws, decisions of the Board shall be made as far as possible by consensus or general agreement.

If all efforts at achieving consensus have been exhausted without success, a positive vote of 50% plus one of the directors in attendance shall be sufficient to constitute a decision. Each director is authorized to exercise one (1) vote.

5.15 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the meetings of directors.

For the purposes of this section, directors may indicate their approval of a resolution in writing through electronic signature, scanned or faxed signature, or by other electronic means, provided that a record is kept of the approval and that the director's identity can be verified. Moreover, all signatures of all directors entitled to vote need not be present on the same document.

5.16 Remuneration of the Board

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

Article 6. POWERS OF DIRECTORS

6.1 Authority

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may Delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

6.2 Borrowing

Subject to the By-laws of the Corporation, the Board may from time to time by resolution;

- a) borrow money on the credit of the Corporation, or
- b) charge, mortgage, pledge all or any of the real or personal property of the Corporation, including book debt and unpaid call, rights, powers, franchises and undertaking to secure any such securities or any money borrowed or their debts; or any liability or obligation of the Corporation.

6.3 Banking Arrangements

The Board may, by resolution, direct that the banking business of the Corporation or any part thereof shall be transacted with one or more banks, trust companies or other firms or corporations carrying on a banking business, and that all or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and any other persons as the Board may designate from time to time by resolution.

6.4 Committees

The Board may appoint committees whose members will hold their positions at the will of the Board. The directors shall determine the duties of such committees and may fix the remuneration, if any, to be paid.

6.5 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient.

Article 7. OFFICERS

7.1 Officers

The officers of the Corporation shall be a chairperson, a co-chairperson, secretary and treasurer and any such other officers as the Board may by by-law determine. Any two offices may be held by the same person.

Officers of the Corporation shall be appointed by resolution of the Board.

The officers of the Corporation shall hold office for 1 year from their date of appointment, or until their successor is appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

7.2 Duties of Officers

- a) The chairperson shall preside at all meetings of the Corporation and of the Board. The chairperson shall see that all orders and resolutions of the Board are carried into effect. The chairperson shall be entitled to exercise a vote at meetings of the Board of Directors and Executive, but shall have no second casting vote in the event of a tie.
- b) In the event that the Assembly of First Nations appoints a director, pursuant to sub-section 5.3(a) herein, said director (or one of the said directors if two directors are so appointed) shall be the co-chairperson of the Corporation. In the absence or disability of the chairperson, the co-chairperson shall perform the duties and exercise the powers of the chairperson and shall perform such other duties as shall from time to time be directed by the Board.
- c) The treasurer shall keep or cause to be kept proper accounting records for the Corporation. The treasurer shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank accounts. Under the direction of the Board, the Treasurer shall supervise the safekeeping of assets and the disbursement of the funds of the Corporation. The treasurer shall render to the Board, whenever required, an account of all of his or her transactions as treasurer and of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
- d) The secretary shall attend all meetings and shall record or cause to be recorded minutes of all proceedings. The secretary give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board. The secretary shall be custodian of the seal of the Corporation.
- e) The Board may from time to time appoint a Chief Executive Officer. If appointed, the Chief Executive Officer shall be subject to the authority of the Board, and have general supervision of the business and affairs of the Corporation. Subject to the *Act* and these By-laws, the Chief Executive Officer shall have such other powers and duties as the Board may specify.
- f) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

7.3 Executive Committee

There may be an Executive Committee composed of the officers of the Corporation who shall be appointed as provided in this By-law, and shall be fixed with the responsibilities as stated herein. The Executive Committee shall exercise such powers as are authorized by the Board. An Executive Committee member may be removed by a majority vote of the Board. Executive Committee members and officers may receive reasonable remuneration for serving as such, and are entitled to be reimbursed for reasonable expenses incurred in the exercise of their duty.

7.4 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 8. DUTIES & LIABILITIES

8.1 Duties of Directors and Officers

Every director and officer of the Corporation in exercising their powers and discharging their duties shall:

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

8.2 Indemnities to Directors and Officers

Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses which such director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of office or in respect of any such liability, except as occasioned by his or her own wilful neglect or default;
- b) all other costs, charges and expenses which sustained or incurred by the director or officer in or about or in relation to the affairs thereof, except as occasioned by his or her own wilful neglect or default.

8.3 Disclosure of Interest in Contracts

A director or an officer of a corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the corporation, if the director or officer

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

All such disclosures shall be made at or prior to the time of disclosure specified in s.141 of the *Act*.

A director or officer required to make a disclosure under this section shall not vote on any resolution to approve the contract or transaction, except as permitted under the *Act*.

8.4 Avoidance of Contract

A contract or transaction for which disclosure is required under section 8.3 will still be valid, even if the director/officer in conflict was present at the meeting or was counted to determine quorum, provided:

- a) Disclosure of the interest was made in accordance with section 8.3 and the *Act*;
- b) The Board approved the contract or transaction; and
- c) The contract or transaction was reasonable and fair to the Corporation when it was approved.

8.5 Minutes of Board (and Executive Committee)

The minutes of the Board (or the minutes of the Executive Committee) shall be available to the Board, each of whom shall receive a copy of such minutes. Members of the Corporation may access minutes upon request to the Secretary of the Corporation.

Article 9. ACCOUNTABILITY AND CONSULTATION

9.1 Annual Report to Chiefs in Assembly

To reflect the membership structure and the importance of First Nations' accountability to First Nations' government, the Corporation shall provide annual reports to the Assembly of First Nations Chiefs in Assembly. The report shall contain the following items:

- Chairperson's report
- Listing of current membership, board, officers and key staff
- Annual audited financial statements
- Report on activities and operations
- Any other information that the Board deems relevant.

If requested, the Chairperson (or alternate) shall attend the Assembly of First Nations' Chiefs in Assembly to provide an oral report on the activities of the Corporation.

9.2 Consultation

As required to meet the mandate, needs and activities of the Corporation, the Corporation may directly consult with and provide reports to Chiefs Committees of the Assembly of First Nations, the Assembly of First Nations Executive Committee, Regional Organizations, or any other First Nation or First Nation organization.

Article 10. FINANCIAL REPORTING

10.1 Auditor

The members at each Annual Meeting shall appoint an auditor to audit the accounts of the Corporation, provided that the Board may, however, fill any vacancy in that office, until the next annual meeting of members.

10.2 Financial Disclosure

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Article 11. BY-LAWS

11.1 Amendments

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which

it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if the members at the meeting reject it.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act* because such by-law amendments or repeals are only effective when confirmed by members.

11.2 Repeal

All prior by-laws of the Corporation are repealed.

11.3 Effective Date

Upon passing of this By-law by the Board and approval by the Members, this By-law shall come into effect on the date that the Corporation continues under the *Act*.

ENACTED BY RESOLUTION (2013-09-17# 11) OF THE BOARD OF DIRECTORS on the 17th day of September 2013 in Wendake, QC

Ceal Tournier, Chair, Saskatchewan Director

Chairperson

Sarah "Sally" Johnson, Secretary, Nova Scotia Director

Secretary

APPROVED BY SPECIAL RESOLUTION (2013-09-18 # 06) OF THE MEMBERS on the 18th day of September 2013 in Wendake, QC

MEMBERS APPROVED CHANGES BY RESOLUTION on September 24, 2020, during the 2020 annual general meeting (videoconference)