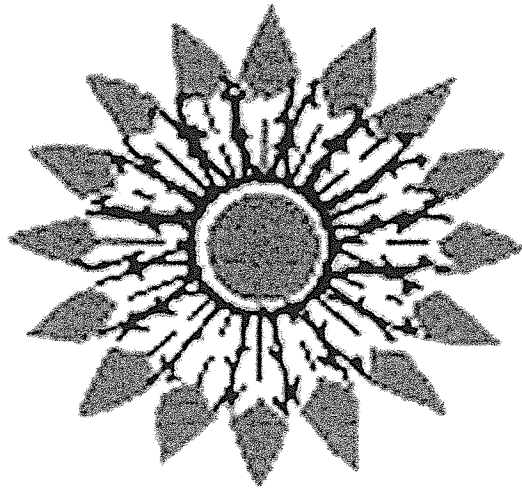


Niagara Regional



Native Centre

By Laws 6

Cultural Communication Group Inc.
By-Laws #6
By-laws relating generally to the transaction of the
Affairs of
Cultural Communication Group
o/a the NIAGARA REGIONAL NATIVE CENTRE

BE IT ENACTED, as a by-law of the Centre as follows:

ARTICLE I

DEFINITIONS

1. The Centre is a non-profit, non-sectarian and non-partisan corporation devoted to fellowship and progress amongst Aboriginal and non-Aboriginal people.
2. Hereinafter the following terms shall have the following meanings:

"Aboriginal" means as any person of First Nation, Metis or Inuit ancestry.

"Member" means any person who has a membership in good standing with the Friendship Centre.

"Good Standing" means a person who has paid the required membership fee, if any, acts in a manner consistent with the aims and objects of the Friendship Centre and follows the policies and procedures of the Friendship Centre including the Code of Ethics.

"Regional Municipality of Niagara" means the area that is served by this Friendship Centre, including St. Catharines, Niagara Falls, Thorold, Grimsby, Lincoln, Niagara-on-the-Lake, Pelham, Wainfleet and West Lincoln.

"Meeting" means any meeting duly called in accordance with this by-law.

"Employee" means any person directly employed by the Friendship Centre,

"Staff" means employees, leased placements, contractors and volunteers,

"Leased placements" means any person employed by a leasing company to work at the Friendship Centre.

"Youth" means an Aboriginal who is a member of the Friendship Centre and who is 18 to 24 years old inclusive; in respect to the seven stages of life parents are considered as Regular Members, not Youth Members.

"Family member" is defined as mother, father, son, daughter, brother, sister; spouse,

uncle, aunt, nephew, niece, first cousin, grandparent, grandchild or any individual irrespective of relationship that currently lives in the same household. In all instances this definition shall include those who are in-laws, common law or through traditional ceremonial relationships.

“Consensus” means the agreement of people to undertake a specific direction. It is to give consent voluntarily to an opinion, direction or provide permission for a course of action to be undertaken.

“Statute” means an enactment made by a legislature and expressed in a formal document; a law.

General

3. In this by-law:

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

ARTICLE II

AIMS AND OBJECTIVES

4. The aims of the Centre are to:

- a. Promote awareness of the culture of the Aboriginal peoples within the community in an effort to establish a relationship of mutual understanding and respect between the Aboriginal peoples and the other members of the community;
- b. To advance, foster, encourage and promote the cultural and social interests of Aboriginal peoples and the other members of the community;
- c. To organize projects and carry out programs to alleviate and minimize, wherever possible, adverse social and economic conditions encountered by Aboriginal peoples in order to effect a general improvement in their overall welfare and wellbeing;
- d. To promote native leadership in the Native community;

5. These aims and objective are consistent with the Centre’s Letters Patent and any change in these aims and objective requires an amendment to the Letters Patent.

ARTICLE III

HEAD OFFICE

6. The head office of the Centre shall be in the Regional Municipality of Niagara, in the Province of Ontario, and at such place in the Regional Municipality as the directors may from time to time determine.

ARTICLE IV

SEAL

7. The seal, an impression that is stamped in the margin on this page, shall be the corporate seal of the Centre.
8. The seal shall be impressed on all documents requiring execution under corporate seal, by such party as, from time to time, may be authorized by the Board.
9. The Secretary of the Board of Directors or other persons appointed by Board resolution shall have charge of the corporate seal and ensure that it is kept in a safe place.

ARTICLE V

MEMBERSHIP

10. There shall be three classes of membership in the Centre, namely:
 - a. Regular Member- any person:
 1. Over the age of 18;
 2. Who identifies himself or herself as Aboriginal and can provide evidence to support this identification;
 3. Who agrees with and supports the aims and objectives of the Centre;
 4. Is a resident in the Regional Municipality of Niagara;
 5. Has paid the current membership fee;
 6. Who has been accepted as a General Member by the Board of Directors.
 - b. Associate Member- any person:
 1. Over the age of 18;
 2. Who Does not identify himself or herself as Aboriginal; or
 3. Who resides outside the Regional Municipality of Niagara;
 4. Who agrees with and supports the aims and objectives of the Centre;
 5. Who is not an employee of the Niagara Regional Native Centre;
 6. Who has been accepted as an Associate Member by the Board of Directors.
 - c. Honorary Member- any person who:

1. Identifies as Aboriginal;
2. Is considered by the Aboriginal community to be an Elder and/or 65 years of age or older;
3. Agrees with and supports the aims and objectives of the Centre;
4. Resides in the Regional Municipality of Niagara;
5. Is accepted as an Honorary Member by the Board of Directors.

11. All Regular Members in good standing are entitled to:

- a. Receive notice of all members' meetings;
- b. Attend all members' meetings;
- c. One (1) vote at each question arising at any members' meetings;
- d. Be elected as director and officer of the Centre; and
- e. Receive the Centre's newsletter.

12. All Associate Members in good standing are entitled to:

- a. Receive notice of all Members' meeting;
- b. Attend all Members' meeting;
- c. One (1) vote at each question arising at any members' meetings;
- e. Receive the Centre's newsletter;
- d. Be elected to the Associate Member seat as a director.

13. Honorary Members in good standing are entitled to:

- a. Received notice of all members' meetings;
- b. Attend all members' meetings
- c. Be selected by the Board of Directors for the Elders' Advisory Circle;
- d. One (1) vote on each question arising at any members' meeting, unless the Honorary Member is an employee of the Centre;
- e. Receive the Centre's newsletter.

14. Employee's and Leased placements cannot be Members' of the Friendship Centre.

15. Members may resign by submitting a written resignation to the Secretary of the Board of Directors of the Centre. The resignation shall be effective as of the date on the resignation or upon acceptance of the resignation by the Board of Directors, whichever is earlier.

16. In case of resignation, a member shall remain liable for payment of any membership fee or other sum levied which became payable by him or her to the Centre prior to acceptance of his or her resignation

17. The Secretary of the Board of Directors shall maintain an up-to-date membership list which shall be presented to the Board bi- annually for ratification.

18. The list of members shall at all times be maintained at the head office of the Centre.

19. Each member shall promptly be informed by the Secretary of the Board of Directors of his/her admission as a member, the category of his/her membership and the entitlements

for that category of membership upon approval of his/her membership by the Board of Directors.

20. The Board of Directors shall consider applications for the membership that include sufficient information to allow the Board to determine whether the applicant is eligible to be a member and what category of membership is being applied for and whether the applicant supports the Centre's Code of Conduct. All information provided for consideration by the Board of Directors will be maintained as confidential with disclosure only in accordance with the applicable statutes.
21. Membership cards will be issued by the Centre to all members. The membership cards are only valid when duly signed by the President or Vice- President of the Board of Directors.
22. Membership and voting privileges at the Annual General Meeting (AGM) are contingent upon completion of a current Membership Application for the current year, which ends consistent with the fiscal year on March 31st, and payment of the appropriate dues for the appropriate membership category.
22. Membership in the Centre is non-transferable or assignable.
23. The Board of Directors may prescribe membership dues, from time to time.
24. The last order of business for the outgoing Board of Directors on the day of the Annual General Meeting (AGM) will be to ensure that all outstanding membership applications are ratified before the Annual General Meeting is opened. The process will immediately entitle the Member to voting privileges at the scheduled AGM. In order for memberships to be ratified, all applications must be fully completed and submitted with the required category fee.
25. Membership dues shall be waived for Honorary Members.
26. The Secretary of the Board of Directors shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty days of the date of such notice, the Members in default shall automatically cease to be members of the Centre. Any such members may be reinstated by resolution of the Board of Directors upon payment of the dues or fees owing.

Termination of Membership

27. The Board of Directors may revoke membership if
 - a. within thirty days of membership application membership fees have not been paid;
 - b. the member has breached the code of ethical conduct; or,
 - c. the member has breached the aims and objectives of the Friendship Centre.
28. In all instances membership will be revoked by a minimum of a 2/3 majority vote of the Board

of Directors in favour of the revocation of membership.

29. If membership is revoked, a letter advising the Member of the Board of Directors' decision shall be sent to the Member within 10 days from the date of decision.
30. At the discretion of the Board of Director's the individual may be given the opportunity to appeal in person to the board for a reversal of their membership revocation.
31. 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 within 21 days from date of the letter notifying the Member of the revocation of membership. The simple majority vote of members in attendance at this meeting shall rule.

ARTICLE VI

MEETINGS OF MEMBERS

32. There shall be at least one (1) members' meeting each year, designated as the Annual General Meeting (the "AGM"), within ninety (90) days of the fiscal year.
34. The AGM or any other general meeting of the Members shall be held at the head office of the Centre or elsewhere in Ontario as deemed necessary by the Board of Directors and on such day as the Board shall appoint.
35. At every AGM, in addition to any other business that may be transacted, the report of the Board of Directors, the minutes of the previous AGM and any other members' meetings held after the last AGM, the financial statement and the report of the auditors shall be presented; a board of directors elected; and, auditors appointed for the ensuring year and the remuneration of the auditors shall be fixed.
36. The Board of Directors shall have the power to call a meeting of the Members of the Centre, at any time.
37. A general meeting of Members may be held at any time and any place without notice if all voting members of the Centre, at any time.
38. On receipt of a petition requesting a special general meeting of Members signed by one-tenth or ten (10) percent of the voting Members of the Centre which is deposited or delivered to the Centre, the Board of Directors shall call a special Members' meeting within thirty (30) days from the date of the deposit of delivery of the petition. The petition shall state the nature of the business to be conducted at the Members' meeting.

Notice of Meetings

39. Notice of the time and place of the Members' meeting shall be given to each Member, by sending the notice by mail, e-mail or facsimile, and if possible traditional and social

media, at least thirty (30) days before the time fixed for the holding of such meeting.

40. Notice shall be sent to the Member at the address, either physical or electronic, as the same appears in the books of the Centre, or, if no address is contained in the records, then to the last address of such member known to the Secretary of the Board of Directors.
41. The signature to any notification of Member's meetings shall be by the Secretary of the Board of Directors.

Errors of Omissions in Notice

42. No error of omission in giving notice of any AGM or general meeting or any adjourned meeting, of the members of the Centre shall invalidate such meetings or make void any proceedings taken at that meeting, and any voting Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.
43. The statutory declaration of the Secretary of the Board of Directors that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.

Adjournments

44. Any meeting shall be adjourned to a time and place as the meeting participants shall prescribe. No further notice of the reconvened meeting will be required.

Quorum of Members

45. A quorum for the transaction of business at any meeting of Members shall consist of not less than one-third (1/3) of the total voting Members present in person, unless otherwise required by the by-laws of the Centre, or by law.

Voting

46. At all Members' meeting every question shall be decided by a majority of the votes of the voting Members present in person, unless otherwise required by the by-laws of the Centre, or by law.
47. Proxy voting is permitted at any meeting of members of the Friendship Centre. Only one proxy vote may be carried by any person who is at least 18 years of age. To carry a proxy vote, an individual must present a letter dated and signed by the member who's proxy vote they carry and the letter must confirm the meeting or purpose for which the proxy is valid. The individual carrying the proxy must present photo identification to verify they are the person identified in the letter.
48. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a voting Member.
49. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting Members present. A poll shall be taken in such manner as the President shall direct and the result of such

poll shall be deemed the decision of the Centre upon the matter in question.

50. A statement of the President that a resolution has been carried in the minutes of a Members' meeting of the Centre shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
51. In case of an equality of votes at any Members' meeting, whether upon a show of hands or at a poll, The motion shall be defeated.

ARTICLE VII

BOARD OF DIRECTORS

52. The affairs of the Centre shall be managed by a Board of Directors comprised of nine (9) directors each of whom at the time of their election and throughout their term of election shall be a voting member of the Centre.
53. At the first annual meeting of the Centre after the confirmation of this by-law by the Members, the following Board structure and terms will exist:
- Seven (7) Regular Board Members for a two (2) year term in two (2) staggered terms; there shall never be more than four (4) regular board positions available for 2 year terms at any AGM to preserve staggered terms.
 - Youth Representative for a one year term
 - Associate Member for a one year term
54. The voting Members shall annually, or more often as may be required, elect the directors to the Board of Directors at a Members' meeting called for the purpose of electing directors.
55. Directors shall be elected for a term of two (2) years, except as otherwise provided in this by-law, provided that no Director shall serve a period of longer than six (6) years consecutively. That is to say, no Director shall serve more than three consecutive terms. After one full year has passed the Director who has served six years consecutively, will become eligible to run for a position on the Board of Directors and to be elected or appointed as a director.

Eligibility for Board of Directors

56. Persons who were employed by the Centre are not eligible to run for a position on the Board of Directors until one full year has passed since their last day of employment at the Centre, regardless of the reason the person left employment at the Centre.
57. Persons who are elected or appointed to the Board of Directors shall not be hired as an employee, leased placement, or contractor of the Centre until one full year after the person has left the Board of Directors.

58. There shall be no more than 2 (two) members of the same family on the Board of Directors at the same time; nor may there be more than 1 (one) family member of an employee per family on the board of director's.
59. Executive Board Members must have previous Board or Committee experience.
60. Executive Board Members must be bondable.
61. The Youth representative shall be elected by all Members attending the annual general meeting. The Youth representative must be between 18 and 24 years of age, not turning 25 during their term, and in respect to the seven stages of life parents are considered as eligible to run for Regular Board positions, not Youth representative positions.

Vacancies for Board of Directors

62. A Director of the Centre shall be deemed to have vacated his or her position, if he or she:
- a. Becomes bankrupt or suspends payment or compounds with his/her creditors or make an authorized assignment or is declared insolvent;
 - b. Is found to be mentally incompetent or becomes of unsound mind;
 - c. Resigns his/her position in writing to the Secretary of the Board of Directors;
 - d. Fails to attend three regular scheduled Board of Directors meetings, regardless of the reason for the failure to attend; or
 - e. Is convicted of an indictable criminal offence prior to his/her election or appointment or after his or her election or appointment, at the discretion of the Board of Directors; and,
 - f. Fails to adhere to the Centre's Code of Conduct or established Board criteria, with such removal requiring a vote in favour of removal by four-fifths or 80% of the Directors.
63. Any Director may be removed from the Board of Directors by the voting Members of the Centre, at a meeting specifically called for the purpose of the removal of that Director, by a resolution of two-thirds of the voting Members present in person.
64. As long as quorum of the Board of Directors remains, the Board of Directors may fill vacancies for the remainder of the vacant term from eligible nominees for the Board from the last meeting during which an election was held. If none of the nominees are able to fill the position, the board may appoint a director from among the membership with support of the majority of the Board of Directors.
65. If there is not a quorum of Directors, the remaining Directors shall immediately call a meeting of the Members in accordance with the provisions of this By-law to fill the vacancy.

Quorum for Board of Director's Meetings

66. Fifty percent plus one of the directors shall form a quorum for the transaction of business.
67. The Board of Directors will meet not less than ten (10) times in one year and must attend the

AGM.

68. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine.
69. Board of Directors' meeting may be formally called by the President or Vice- President together with the Secretary or on the direction in writing of any two other Directors. Notice of such meeting shall be mailed, delivered, telephoned, e-mailed or faxed to each director no less than seven days before the meeting is to take place.
70. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
71. The Board of Directors may, by resolution, appoint a day or days in any month or months for regular meetings at an hour to be named. So long as any such resolution is in effect, the Secretary of the Board of Directors is not required to provide notice of the regular meetings in the manner set out in this By-law. No notice of such regular meeting need be sent.
72. A Board of Directors meeting may also be held, without notice, immediately following the AGM of the Centre.
73. The directors may consider or transact any business either special or general at any meeting of the Board of Directors.

Errors in Notice for Board of Directors' Meetings

74. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had at that meeting.

Voting in Board of Directors' Meetings

75. Questions arising at any meeting of the Board of Directors shall be decided by consensus or a majority of votes, if necessary. The President will determine when consensus cannot be reached and when a vote shall be taken to decide a question. In case of an equality of votes, the motion shall be defeated.
76. All votes shall be by a show of hands unless a Director demands that a vote be taken by ballot. If a Director demands that a vote be taken by ballot, each Director will vote by secret ballot in writing, The President is responsible to tally the ballots. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

Powers of the Board of Directors

77. The Board of Directors of the Centre shall administer the affairs of the Centre in all things

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

78. Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Centre, for such consideration and upon such terms and conditions as they deem advisable.

79. The Board of Directors may from time to time with a 2/3 majority vote:

- a. Borrow money on the credit of the Centre;
- b. issue, sell or pledge securities of the Centre;
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Centre, including book debts, rights powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Centre.

80. The Board of Directors may authorize any director, officer or employee of the Centre or any other person to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions of the loan, and as to the securities to be given, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Centre as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Centre.

81. The Centre is subject to the Charities Accounting Act and the Charitable Gifts Act. As a charity, the Centre and its Board of Directors.

- a. Accumulate, from time to time, part of the fund or funds of the Centre and income from the accumulations, subject to any applicable statutes or laws, from time to time, applicable;
- b. Invest and reinvest the funds of the Centre in such manner as determined by the Board of Directors shall not be limited to investments authorized in law for trustees, provided such investments are reasonable and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
- c. Solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contract and undertakings incidental to these donations, bequests, legacies acquire by purchase, contract, donations, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertaking incidental thereof, and to sell, dispose of or convey the same, or any part thereof, as may be considered advisable;
- d. Acquire by purchase, lease, devise, gift or otherwise, real property and to hold such real property or interest in real property, necessary for the actual use and occupation of the Centre for carrying on its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part of that real

- property;
- e. Employ and pay such assistants, clerks, agents, representative and employees, and to procure , equip and maintain such offices and other facilities, and to incur such reasonable expenses, as may be necessary, provided that the Centre shall not pay any remuneration to a Director in any capacity whatsoever;
 - f. Cooperate, liaise and contract with other charitable organizations, institution and or agencies which carry on similar objects to the Centre;
 - g. Exercise all voting right and to authorize and direct the execution and delivery of proxies in connection with any share in or obligations of any company or corporation held by the Centre, subject to the Charitable Gift Act;
 - h. Participate in the reorganization of a company or corporation in which the Centre may at any time hold shares or obligations, subject to the Charitable Gifts Act;
 - i. Demand and compel payment of all sums of money and claims to any real or personal property in the Centre may have an interest and to compromise any such claims, and, generally, to sue and be sued in its corporate name;
 - j. Draw, make, accept, endorse, execute and use cheques and other negotiable or transferable instruments.

82. The Board of Directors is responsible for establishing Policies.

83. The Board of Directors may delegate to the Executive Committee or Executive Director any powers of the Board that by statute or this by-law it is entitled to delegate.

84. The Board of Directors shall ensure that proper books, accounts, records and documents are maintained by the Centre in accordance with the applicable statutes.

Remuneration of the Board of Directors

85. The Directors shall receive no remuneration for acting as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of duties.

Indemnities to Directors and Others

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

- a. All costs, charges and expenses whatsoever which such director, officer or other person sustained or incurred or about any action, lawsuit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office;
- b. All costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Officers of the Board

87. There shall be a President, Vice- President, a Secretary and a Treasurer or in lieu of a

Secretary and Treasurer, a Secretary- Treasurer and such other officers as the Board of Directors may determine by resolution, from time to time. If one person is elected as the Secretary-Treasurer, he/she shall perform the duties of both the Secretary and the Treasurer as set out in this by-law.

88. One person may hold more than one office except the offices of President and Vice-President.
89. The officers of the Centre shall be elected by the Board of Directors from their number at the first meeting of the Board after the annual election of such Board of Directors, provided that, in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

Duties of the President and Vice-President

90. The President shall:

- a. Preside at all meetings of the Members of the Centre and of the Board of Directors;
- b. Monitor the general management and supervision of the affairs and operation of the Centre;
- c. With the Secretary or other officer appointed by the Board for the purpose, sign all by- laws and membership certificates;
- d. Call meetings of the Executive Committee, as circumstances warrant;
- e. Act as the spokesperson and representative for the Centre in public relations, as necessary;
- f. Act as signing officer;
- g. Serve as an ex-officio member of all Board committees; and
- h. Perform such other duties as that may be assigned to him/her by the Board of Directors.

91. During the absence or inability of the President to perform his/her duties and powers, the President's duties and powers shall be exercised by the Vice- President.

92. The Vice- President shall also:

- a. act as a signing officer;
- b. perform such other duties as may be assigned to him/her by the Board of Directors.

Duties of the Secretary

93. The Secretary shall be ex officio clerk of the Board of Directors.

94. The Secretary shall:

- a. Attend all meetings of the Board of Directors and the Executive Committee and record all facts and minutes of all proceedings in the books kept for that purpose;
- b. Ensure that all notices required to be given to the Members and to Directors are given in accordance with the provisions of this by-law;
- c. Be the custodian of the seal of the Centre and of all books, papers, records,

- correspondence, contracts and other documents belonging to the Centre which he or she shall delivery up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and,
- d. Perform such other duties as may be determined by the Board of Directors.

Duties of the Treasurer

96. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Centre in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Centre in such bank or banks as may be designated by the Board of Directors.

97. The Treasurer shall:

- a. Disburse the funds of the Centre under the direction of the Board of Directors, taking proper vouchers therefore;
- b. Report to the Board of Directors at the regular meetings or whenever required of him/her, and account of all his/her transactions as Treasurer, and of the financial position of the Centre;
- c. Ensure an annual audit is presented to the AGM;
- d. Act as a signing officer;
- e. Perform such other duties as may be determined by the Board of Directors.

Duties of other Officers

98. The duties of all other officers of the Centre shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Conflict of Interest

99. No Director shall be eligible for any position as an employee of the Centre until one year after the date of his/her resignation or removal from the office. No employee shall be eligible to become a director on the Board of Directors until one year after the date of his/her last day of employment at the Centre.

100. Although no person will be prohibited from employment at the Centre because a member of his family is an employee or director or officer of the Centre, the following provisions shall eliminate the potential for nepotism or conflict of interest:

- a. no person will hold or be hired, promoted, demoted or transferred to a job which requires him/her to directly or indirectly supervise or be supervised by a member of his or her immediate family;
- b. No employee, director or officer of the Centre shall participate in the recruitment, selection and appointment of his/her immediate family member;
- c. Members of any employee hiring committee will be prohibited from sitting on the committee entirely if any immediate family members are applying and being interviewed;
- d. Immediate family is defined as mother, father, son, daughter, brother, sister;

spouse, uncle, aunt, nephew, niece, first cousin, grandparent, grandchild or any individual irrespective of relationship that currently lives in the same household. In all instances this definition shall include those who are in-laws, common law or through traditional relationships.

ARTICLE VIII

COMMITTEES

101. The Board of Directors may establish committees, from time to time, by resolution setting out the composition of the committee, the purpose of the committee and the responsibilities of the committee.
102. Committees may be established as standing committees or ad hoc committees, as determined by the Board of Directors.
103. All committees are advisory committees and must report their recommendation to the Board of Directors for decision.
104. The Board of Directors shall not assign any of the Board's powers or duties to any committee, except for the Executive Committee.

Executive Committee

105. The officers of the Centre shall collectively comprise the Executive Committee of the Board of Directors. The Board may delegate to the Executive Committee, any powers of the Board of Directors, subject to the restrictions, if any, contained in the by-law or imposed by the Board of Directors.
106. The Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors.
107. At each meeting of the Board of Directors, the Executive Committee shall report on all its action since its previous report.
108. All actions and decisions of the Executive Committee are subject to approval by the Board of Directors.
109. The Executive Committee shall have a quorum of three (3).
110. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken and which shall be submitted as soon as possible to the Board of Directors.

ARTICLE IX

ELDERS ADVISORY COUNCIL

111. The Board of Directors recognizes that the spiritual guidance of Elders and traditional teachers is fundamental in maintaining the Aboriginal community's traditions and customs. Therefore, the Board of Directors shall establish and maintain the Traditional Elders Advisory Circle, known as the Elders' Advisory Circle, for purpose of guiding the Centre in protecting and exercising Aboriginal culture and to promote harmony and common good among its Members.
112. The Board of Directors shall determine, by resolution, the representation on the Elders' Advisory Circle.

ARTICLE X

EXECUTION OF DOCUMENTS

113. Deeds, transfer, licenses, contracts and engagements on behalf of the Centre shall be signed by either the President or Vice- President and by the Secretary or by any two officers of the Centre authorized by the Board of Directors by resolution, and the Secretary shall affix the seal of the Centre to such instruments as require the same.
114. Contracts in the ordinary course of the Centre's operation may be entered into on behalf of the Centre by any two of the President, Vice-President, Secretary and Treasurer or any person authorized by resolution of the Board of Directors.
115. The President, Vice- President, Secretary or Treasurer, or any one of them, or any persons or persons from time to time designated by the Board of Directors by resolution may transfer any and all shares, bonds or other securities from time to time standing in the name of the Centre in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Centre transfers of shares, bonds or other securities transferred to the Centre, and may affix the corporate seal to any such transfer or acceptance of transfers, and may make , execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfer of shares, bonds or other securities on the books of any company or Centre.
116. Not with standing any provisions to the contrary contained in the by-laws of the Centre, the Board of Directors may at any time, by resolution, direct the manner in which, and the persons or persons by whom, any particular instrument, contract or obligations of the Centre may or shall be executed.

ARTICLE XI

BOOKS AND RECORDS

117. The Directors shall see that all necessary books and records of the Centre required by the by-laws of the Centre of by the applicable statutes are regularly and properly kept.

ARTICLE XII

FINANCIAL YEAR

118. The fiscal year of the Centre shall terminate on the 31st day of March in each year.

ARTICLE XIII

BANKING

119. The securities of the Centre shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn only upon the written order of the Centre signed by such officer or officers, agent or agents of the Centre, and in such manner, as shall be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions that may be selected as custodians by the Board of Directors shall be full protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE XIV

NOTICE

120. Whenever under the provisions of the by-laws of the Centre, notice is required to be given, such notice may be given either personally, by telephone or e-mailed or faxed or by depositing same in a post office or a public letter- box, in a prepaid, sealed envelope addressed to the director, officer or member at his or their address as the same appears on the books of the Centre. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if e-mailed or faxed shall be held to be sent when the same was faxed or e-mailed. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Centre.

Interpretation

121. In these by- laws unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

ARTICLE XV

BY-LAW AMENDMENT

122. This by-law may be amended by resolution of the Board of Directors and affirmed by

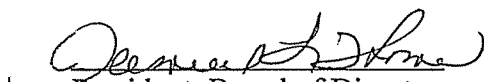
resolution of the Voting Members of the Centre at a members meeting called for the purpose of amending the by-laws. A resolution to amend the by-laws must be passed by a least two- thirds of the votes of the voting Members cast in person at the Members' meeting to be affirmed. When Notice of the AGM is being given a clear statement of intent to propose by-law amendments, also with 30 days' notice, shall be given to each member, and proposed amended by-laws will be available upon request at the head office of the Centre prior to the meeting of the members to any member who may request it.

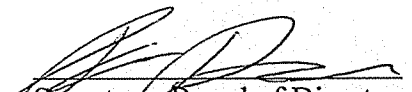
ARTICLE XVI

WINDING UP AND DISPOSAL OF ASSETS

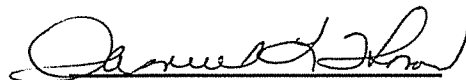
123. In the event of winding up or dissolution of the Centre by resolution passed a four-fifths or 80% of voting members of the Centre at an AGM or other meeting, all its remaining assets, after payment of liabilities shall be distributed to one or more recognized charitable organizations in Ontario having objects to those of the Centre.


This by-law was approved by resolution of the Board of Directors on Nov 14/2012 at Niagara Regional Native Centre, 382 Airport Rd, Niagara on the Lake, Ontario for presentation to the Centre.


President, Board of Directors


Secretary, Board of Directors

This by-law was affirmed by resolution of the voting Members of the Centre on June 28, 2012 at the Niagara Regional Native Centre 382 Airport Rd. Niagara on the Lake, Ontario as approved and presented by the Board of Directors.


President, Board of Directors


Secretary, Board of Directors