



GENERAL BY-LAWS

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SECTION 1 : DEFINITIONS

Article 1. Definition

Unless otherwise and expressly provided, or unless otherwise specified by the context, in these by-laws,

- 1.1 “Aboriginal” refers to any person of Indian, Metis or Inuit descent;
- 1.2 “Board” refers to the Board of Directors;
- 1.3 “By-laws” refers to any one of the corporation’s by-laws in force at the relevant time;
- 1.4 “Directors” refers to the Board of Director;
- 1.5 “Inspecteur general” refers to the Inspecteur général des institutions financières responsible for the administration of the Act;
- 1.6 “Law” refers to the Companies Act (L.R.Q.c. C-38), as amended by the Act to amend the Companies Act and other statutory laws (L.Q. 1979 c.31) and the Act to amend the Companies Act and the Companies and Partnerships Declarations Act (L.Q. 1980, c.28) as well as any other subsequent amendment;
- 1.7 “Native Youth Council” refers to an entity recognized by the Val-d’Or Native Friendship Centre. This council has its own independent management.

Article 2. Definitions of the Act

Subject to the above-mentioned, the definitions referred to in the Law apply to the clauses of these by-laws.

Article 3. Interpretation Rules

The words used in the singular form include the plural and vice-versa, those in the masculine form include the feminine and vice-versa, and the clauses applying to natural persons apply also to corporate persons, notably companies and other non incorporated bodies.

Article 4. Discretion

When these by-laws confer a discretionary power to the directors, they may exercise this power as they wish and when they deem it proper in the best interest of the corporation.

Article 5. Adoption of By-laws

The Directors may adopt by-laws that are not contrary to the Law or to the constitution and may repeal, modify or re-enact any by-law of the corporation.

Article 6. Precedence

In case of contradiction between the Law, the constitution or the by-laws, the Law takes precedence over the constitution and the by-laws, and the constitution takes precedence over the by-laws.

Article 7. Titles

The titles in the by-laws are used only as reference and they must not be considered when interpreting these by-laws.

Article 8. French and English versions

For interpretation purpose, the French or the English version of the by-laws may be used.

SECTION 2 : GENERAL PROVISIONS**Article 9. Corporate name**

« Centre d'amitié autochtone de Val-d'Or Inc. »

In the following by-laws, the terms "organization" and "corporation" refer to: **Centre d'amitié autochtone de Val-d'Or (Val-d'Or Native Friendship Centre)**.

Article 10. Head Office

The head office and the main place of business of the organization are established in Val-d'Or, in the province of Quebec.

Article 11. Goals

- 11.1** To operate and maintain a Native Friendship Centre;
- 11.2** To provide guidance on and to promote the development of the aboriginal urban community in the Val-d'Or area, according to its aspirations;
- 11.3** To develop, administer and offer social, cultural, educational, recreational and hostel programs and services to all aboriginal people residing or in transit on the corporation's territory;
- 11.4** To operate and maintain a centre where the corporation's members and general clientele can meet, share and obtain information;
- 11.5** To promote good relations between aboriginal and non-aboriginal people;
- 11.6** To raise funds, to access all necessary resources and to receive and administer any subsidies from government or other sources for the above-mentioned purposes.

SECTION 3 : MEMBERSHIP

Article 12. Definition

Any aboriginal or non-aboriginal person living in the Val-d'Or area, being sixteen (16) years old or more, who submits a request may become a member of the Val-d'Or Native Friendship Centre, for a one-year period, provided he/she meets the conditions as defined in the present by-laws, to the satisfaction of the Board of the Directors. However, the number of non-aboriginal members must never exceed twenty-five percent (25%) of the total members (aboriginal and non-aboriginal combined).

Article 13. Categories of members

There are two categories of members, the **active members** and the **honorary members**.

The **active members** are the regular members meeting the conditions defined in the present by-laws. Any active member has the right to speak and the right to vote and can be elected on the Board.

The Board of Directors may appoint, as **honorary member**, any person or any group. Any honorary member is exempt from the payment of membership dues, he/she has the right to speak but he/she does not have the right to vote. He/she cannot be elected on the Board of Directors.

Article 14. Qualifications for membership

To qualify for membership in the Val-d'Or Native Friendship Centre, any person must :

Reside or regularly work on the corporation's territory;

Be sixteen (16) years old or more;

Accept the goals and objectives of the organization and commit him/herself to comply with all the by-laws defined by the corporation;

Accept to volunteer his/her time in pursuance of the organization's goals;

To meet any other conditions which may be enacted by the Board of Directors.

Article 15. Resignation and dismissal

Membership to the corporation terminates :
When a member submits his/her resignation;
Upon dismissal by resolution of the Board of Directors;
Upon expiry of his/her membership card.

Article 16. Membership cards

The Board of Directors may, if they deem appropriate, issue membership cards at such conditions that they may determine. In order to be valid, these cards must be signed by the corporation's secretary or any other officer in office.

The membership card currently in force is effective for one (1) year.

Article 17. Annual membership fee

The Board of Directors may, if they deem appropriate, request an annual membership fee, which amount is established by the Board.

The membership fee currently in force is established at one (1) dollar annually.

SECTION 4 : GENERAL ASSEMBLY**Article 18. Annual general assembly**

The annual general assembly of the members is held within one hundred and twenty (120) days following the end of the fiscal year. The Board of Directors set the place, date and time of the assembly.

Article 19. Notice of assembly

A notice of meeting is sent to all members at least twenty (20) working days before the annual general assembly. This period of time is counted from the day following the mailing out of such notice. The notice must be sent by ordinary mail to each member at the last address shown in the corporation's membership records. The annual assembly may, by way of by-law, establish any other convocation procedure.

Article 20. Special general assembly

The Board of Directors or one third ($\frac{1}{3}$) of the members may, at any time, call a special general assembly, at the place, date and time they decide. The Board of Directors proceed by way of resolution, while the group of one third ($\frac{1}{3}$) of the members or more must submit a written request signed by these one ($\frac{1}{3}$) of the members or more. The secretary is then required to immediately call this assembly. He/she must give a five (5) day notice to the members for this assembly. If the assembly is not called and held within twenty-one (21) days following the date of the request that has been submitted at the head office of the corporation, then at least one third ($\frac{1}{3}$) of the members, signatories of the initial request or not, may themselves call these assembly. The notice of meeting must state the purpose(s) of this assembly.

Article 21. Chairing of the assemblies

The president or, in his absence, the vice-president or, in his absence, any other Board member is responsible for chairing the general assemblies of the members. The chairperson does not have the right to vote at a general assembly of the members, except in the case of a tie vote, where he has a casting vote on any matter submitted to a vote by the assembly of members.

Notwithstanding the above provision, the assembly of members may appoint or elect a member or a non member of the corporation to chair the assembly.

Article 22. Quorum

The general assembly is made up of all the members who have paid their membership fee, but the presence of twenty (20) members in good standing is sufficient to constitute a quorum and make the assembly valid. However, the number of non-aboriginal members present at the assembly must not exceed twenty-five percent (25%) of the total number of members attending the assembly.

Article 23. Continuity of quorum

If quorum is reached at the opening of the assembly of members, the assembly may validly be held despite the fact the quorum is not maintained at all time during the proceeding of the assembly.

Article 24. Adjournment

Whether or not there is quorum, an assembly of members may be adjourned from time to time by a majority vote of the members in attendance. The adjourned assembly reconvenes on the day, place and time determined by these members without any further notice if quorum is reached. Failing quorum, a written notice of at least five full days must be given of the date of the adjourned assembly resumption. A matter that could have been dealt with at an assembly before its adjournment may as well be dealt with when the assembly reconvenes, provided quorum is reached. If quorum is not reached when the adjourned assembly reconvenes, the latter is deemed having been closed immediately following adjournment.

Article 25. Agenda

For any annual general assembly, the agenda must include at least the following items:

Acceptance of reports and minutes from the last general assembly.

Selection of auditor(s).

Approval of audited financial statements .

Approval by the general assembly of by-laws (new or amended), adopted by the Board of Directors since the last general assembly.

Election or re-election of the members the Board of Directors.

Article 26. Duties and powers of the general assembly

The general assembly is sovereign on any matter submitted for consideration.

It receives and approves the Board of Director's reports.

It elects the members of the Board of Directors provided in Article 31 and 34 of the present by-laws.

It approves the financial statements.

It discusses any matter deemed appropriate for the general interest of the corporation and it makes the decisions accordingly.

It appoints the corporation's auditor(s).

It ratifies the amendments to the present and/or new by-laws of the corporation. In such case, the amendments or new by-laws must be ratified by two thirds ($\frac{2}{3}$) of the members attending the assembly.

It delegates to the Board of Directors the necessary or required powers to adequately and satisfactorily accomplish the goals of the corporation.

It sets the orientations of the corporation.

Article 27. Voting and qualification

- 27.1** Except when otherwise provided by the law, the constitution or a by-law of the corporation, each active member present and registered in the assembly is entitled to one vote during assemblies of members. Proxy votes are not allowed. The members having the right to vote during an assembly of members are determined by the membership records of the corporation at the time of the assembly.
- 27.2** The issues submitted to the assembly are decided by simple majority (50% + 1) of the votes, except when otherwise provided by the law or the present by-laws, and by show-of-hand unless secret ballot is requested by one (1) member attending the assembly and entitled to vote.

Article 28. Election procedure**28.1 Appointment of the election committee**

Before proceeding with an election, the general assembly appoints two ineligible and unbiased persons to form the election committee, namely one chairperson whose mandate is to apply the election procedure, and one secretary. The candidates for the election committee are appointed by way of duly seconded motions.

28.2 Opening of the election

The election committee chairperson asks for a motion to open the nomination period for the elective positions.

28.3 Nominations

The nominations are made by the members attending the general assembly, by way of duly seconded nominations.

The opening and closing of the nominations for the elective positions is done individually for each position in the order provided in Article 34.

28.4 Voting

To elect a candidate, a simple majority of all the recorded votes is required. When there is more than two candidates for a position and when none of them obtains a majority, there shall be a second ballot after eliminating the candidate having received a majority of the votes, and so on until a candidate receives a majority of the votes.

Article 29. Renunciation of notice of meeting

An assembly of members may be held for any reason, any time and in any place without notice, if all the members entitled to such notice are present at the assembly or if the absent members have given a written consent to the corporation's secretary that such assembly can be held without notice. Any member present at the assembly may waive the notice of meeting, either before or after the said assembly.

Discrepancies in the notice or in transmitting the notice, as well as the fact that a member did not receive such notice, shall not invalidate any decision made or any resolution passed at such assembly.

SECTION 5 : THE BOARD OF DIRECTORS**Article 30. General provision**

The Board of Directors shall be made up of a diverse representation of aboriginal people and one non-aboriginal person.

Article 31. Number of Board members

The Board of Directors has seven (7) members, elected or selected among the corporation's membership, and must respect the following representation:

Four (4) aboriginal members

One (1) non-aboriginal member

One (1) aboriginal youth representative

One (1) non-managerial aboriginal employee's representative.

The Board members are elected during the annual general assembly of the corporation, except for the youth representative who is elected or appointed by the Native Youth Council recognised by the Val-d'Or Native Friendship Centre, and the employee's representative who is elected by and among his peers at a special meeting called for that purpose. The youth representative may be elected or appointed at a special youth assembly called for that purpose.

Article 32. Eligibility

Each voting member of the corporation may be elected on the Board of Directors. Each Board member is eligible for re-election.

Article 33. Term of office of Board members

Each Board member is elected for a two (2) year term until the election of his successor, except for the youth representative and the employee's representative who are elected or appointed for one (1) year mandate.

Except in the case of the youth representative and employees representative, the terms of the Board members are alternately renewable, part of the terms terminating during even years, the other part becoming renewable during odd years, to ensure a continuity in the management of the corporation.

Article 34. Identification of the Directors for the purpose of Article 31 and 33

Shall be elected during even years:

- President
- Secretary-treasurer
- Director #1 (employees representative)
- Director #2 (Aboriginal)
- Director #3 (non-Aboriginal)
- Director # 4 (Youth representative)

Shall be elected during odd years :

- Vice-president
- Director #1 (employees representative)
- Director # 4 (Youth representative)

Article 35. Powers of the Board of Directors

Except for the powers reserved to the general assembly of members by the law or by the present by-laws, the Board of Directors administer the affairs of the corporation and, without restricting the scope of the foregoing, they :

- a) Generally monitor the activities of the corporation;
- b) Establish branches and employ, hire or appoint the people they deem appropriate;
- c) Borrow money, unsecured or otherwise, from recognized Canadian financial institutes;
- d) Establish the remuneration of the auditors;
- e) As hereafter provided, propose new by-laws and/or amendments to existing by-laws to the assembly of members;
- f) Exercise any other powers they are vested with, as well as any related duties.

Article 36. Board of Directors Meetings**36.1 Notice of the meeting**

A written notice of at the least three (3) days must be given prior to any Board of Directors meeting; any Board; any member who cannot be present must advise the secretary upon reception of the notice; in the case of an extraordinary Board meeting, the written notice is at least one (1) day.

36.2 Number of meetings

At least four (4) Board meetings must be held each year. The President or, in his absence, the Vice-president or, in his absence, any other Board member chairs the Board of Directors meetings.

36.3 Quorum

Fifty percent plus one (50% + 1) of the Board members in office shall be the required quorum to proceed with a Board meeting.

36.4 Decisions

The issues submitted for decision by the Board are decided by a majority of the votes personally recorded by the Board members at such meetings, except when otherwise provided by the law or the present by-laws.

36.5 Adjournment

No business shall be dealt with at a Board meeting unless the required quorum is reached at the beginning of the said meeting; however, the Board members present may adjourn the meeting to a later date without any further notice provided quorum is reached when the meeting is resumed.

36.6 Renunciation of notice

A Board meeting may be held for any reason, at any time, or in any place, without notice, if all Board members entitled to a notice are present or have given their written consent that such meeting be held without notice.

36.7 Resolution in lieu of meeting

Any resolution or any by-law of the Board members must be adopted at duly called meetings. However, the signature of all Board members on any

document containing a resolution or a by-law which may be adopted by the Board members confers to this resolution or by-law the same effects as if this resolution or by-law had been adopted by all the Board members present at a duly called meeting. A copy of these resolutions is kept with the minutes of the Board meetings.

Article 37. Termination of office

The seat of a Board member becomes vacant upon:

Death of the member;

His written resignation or loss of capacity;

Expiry of his mandate;

Expiry of his membership to the corporation;

Cumulation of two (2) consecutive and unjustified absences from the Board of Directors meetings;

His dismissal as provided in Article 40.

Article 38. Suspension of voting right

For reasons deemed justified, the voting right of a Board member may be suspended, in whole or in part, temporally or permanently, by a resolution adopted by two-thirds ($\frac{2}{3}$) of the Board members.

Article 39. Conflict of interest

Any Board member who is in a situation of interest, either personally or as a member of another organization in interest, must declare that interest. Two-thirds ($\frac{2}{3}$) of the other Board members may suspend the voting right of this Board member exclusively on the issue subject to the interest.

Article 40. Dismissal

A Board member or officer of the corporation may be dismissed from office (for whatever reason) at any Board meeting of the corporation duly called for that purpose, by a vote of two-thirds ($\frac{2}{3}$) of the members present at such meeting.

The Board member subject to dismissal must be informed of the place, day and time of the assembly in the same period of time as that provided for the notice of meeting. He may attend and speak at such assembly or, in a written declaration read by the chairperson of the assembly, explain the reasons for opposing the motion to dismiss him.

Article 41. Vacancy

The Board of Directors or the members at a special general assembly duly called for that purpose may fill any seat becoming vacant on the Board of Directors among the other members of the corporation, a replacement who shall remain in office until the following annual general assembly.

Article 42. Reimbursement or expenses

The corporation may reimburse to a Board member or officer of the corporation any charges or expenses incurred in the execution of his duties, except for the fees, charges and expenses which he may incur as a result of his own culpable neglect of fault, or any violation of the Companies Act.

SECTION 6: OFFICERS**Article 43. General provisions**

The executive officers of the corporation are the President, the Vice-president and the Secretary-treasurer. They are elected by the members at a general assembly. A non-aboriginal member cannot be elected on the executive.

Article 44. President

The President is the chief executive officer of the corporation. He chairs the Board of Directors meetings and the assemblies of members. He sees to the execution of the Board of Director's decisions, signs all documents requiring his signature, performs all the duties of his position and exercises all the powers which may be delegated to him from time to time by the Board of Directors.

Article 45. Vice-president

In the absence of the President, upon his refusal or inability to act, the Vice-president has all the powers of the President and must carry out all his duties. The Vice-president also has the powers which may be delegated to him by the Board of Directors.

Article 46. Secretary-treasurer

The duties of secretary are as follows:

He keeps and safeguards all letters and documents as well as all printed publications authorized and controlled by the corporation.

He prepares the minutes of the assemblies of the corporation, of the Board of Directors and executive committee meetings.

He sends to all members the notices of general assemblies, special general assemblies and conferences, and to all Board members the notices of Board of Directors meetings.

He keeps a record of all the members of the corporation, and advise them when their membership to the corporation is expiring.

He submits to the Board of Directors an annual report of his activities for the year ended.

He carry out any other which duties may be occasionally assigned to him by the Board of Directors.

The duties of treasurer are as follows :

He monitors the collection and deposit of the corporation's funds and assets.

He keeps a complete, clear and accurate record of all the corporation's financial operations, with all expenses supported by receipts.

He sees that the corporation's funds are spent in the manner authorized by the Board of Directors.

He prepares the financial statements that must be audited by the auditors appointed by the annual general assembly of the members and submits these statements to the Board of Directors prior to their presentation to he annual general assembly of the corporation.

He caries out any other duties which the Board of Directors may occasionally assign to him.

SECTION 7: EXECUTIVE COMMITTEE**Article 47. Number**

The executive committee is comprised of at least the President, the Vice-president and the Secretary-treasurer.

Article 48. Election

The executive committee members are elected each year at the annual general assembly of the members as provided in Article 34.

Article 49. Vacancy

The Board of Directors may fill any vacancy on the executive committee by selecting a person among the Board members in office except for the non-aboriginal member.

Article 50. Meeting

The executive committee meetings may be held following written or verbal notice on such date and in such place as determined by the President or the Vice-president, who have the power to call executive committee meetings.

Article 51. Quorum

The quorum for executive committee meetings is half ($1/2$) of the committee members.

Article 52. Powers

The executive committee has the authority and exercises all the powers of the Board of Directors for the administration of the affairs of the corporation, except for those powers which under the law must be exercised by the Board of Directors or which the Directors expressly keep for themselves. The executive committee submits a report of its activities at each Board of Directors meeting and the Board may then rescind or modify the decisions made, provided the rights of third parties are not affected.

Article 53. Remuneration

The members of the executive committee cannot receive any remuneration for their services.

SECTION 8: FISCAL YEAR, ACCOUNTING BOOKS AND AUDIT**Article 54. Fiscal year**

The fiscal year of the corporation ends on March 31st of each year.

Article 55. Accounting books

The corporation shall keep accounting books showing all the amounts of money received and paid as well as the items for which the said amounts of money have been received and spent as provided by the law, all sales and purchases of assets by the corporation, all assets and liabilities of the corporation as well as any other financial transactions affecting the financial position of the corporation.

Article 56. Seal

The seal of the corporation is the seal affixed at the end of the present by-laws.

Article 57. Auditors

At least once per fiscal year, the accounting books of the corporation shall be audited by a chartered accountant and the accuracy of the statement of any amounts received or spent shall be confirmed by the auditor(s).

The auditor(s) shall have access to the accounting books and receipts of the corporation at any time.

SECTION 9: SIGNING AUTHORITY**Article 58. Checks, drafts, notes, contracts**

All checks, drafts and payment orders and other commercial documents shall be signed by at least two (2) of the following persons: the President, the Vice-president, the Secretary-treasurer or any other person appointed for that purpose from time to time by the Board of Directors.

Article 59. Contracts

Contracts, documents and any other written instruments requiring the signature of the corporation must be signed by at least two (2) of the officers of the corporation (President and/or Vice-president and/or Secretary-treasurer), and any document signed by these persons bind the corporation without any further formality or authorization. The Board of Directors has the power from time to time, by resolution, to appoint an officer to sign such contracts, documents or written instruments on behalf of the corporation.

Article 60. Definitions

The terms “contracts, documents, or other written instruments” mentioned above include contracts, mortgages, servitudes, conveyance, transfer and assignation of the chattels or real estate property, consents, releases of cash payment and receipts or other liabilities, debts or other securities.

SECTION 10 : ENACTMENT OR REVOCATION OF THE BY-LAWS**Article 61. Enactment**

The present by-laws are enacted upon their adoption by two-third ($\frac{2}{3}$) of the members present and entitled to vote at a general assembly.

Article 62. Revocation and amendment

These by-laws may be amended upon request from half plus one (50% + 1) of the Board members in office and the amendments are enacted upon approval by two-thirds ($\frac{2}{3}$) of the members of the corporation present at an annual or special general assembly called for that purpose, and if they are not ratified at this assembly, they cease, but from that day only, to be in force.

An amendment may also be proposed by a member. To this end, the text of the amendment must be received at the head office of the corporation at the latest thirty (30) working days before the date of the general assembly in order for the Board of Directors to process it.

The text of the amendments must be sent to the Board of Directors or to all the members, as the case may be, at the same time as the notice of the meeting where they will be discussed. The text of any proposed revocation, repeal or amendment of the by-laws must include a reference to the Section and/or by-law subject to revocation, repeal or amendment.

SECTION 11. DISSOLUTION**Article 63. Dissolution**

In case of liquidation and distribution of the corporation's assets, the assets shall be transferred to an organization pursuing similar activities.

Secretary-Treasurer

President

Date