

ACC/CCA  
ABORIGINAL CURATORIAL COLLECTIVE  
COLLECTIF DES CONSERVATEURS AUTOCHTONE  
Bylaw #1

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## ARTICLE 1 - INTERPRETATION

1.01 Definitions - In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

“Aboriginal” means individuals who are included as Aboriginal Peoples in s.35 of the Canadian *Constitution Act*, 1982; and

"Aboriginal" will also include international indigenous peoples as described in the following working definition:

Cultural groups (and their descendants) who have an historical continuity or association with a given region, or parts of a region, and who formerly or currently inhabit the region either:

- \* before its subsequent colonization or annexation; or
- \* alongside other cultural groups during the formation of a nation-state; or
- \* independently or largely isolated from the influence of the claimed governance by a nation-state; and who
- \* have maintained at least in part their distinct linguistic, cultural and social / organizational characteristics, and in doing so remain differentiated in some degree from the surrounding populations and dominant culture of the nation-state; and who are
- \* peoples who are self-identified as indigenous, and those recognised as such by other groups.

The application of the definition will be at the discretion of the board of directors for determining membership and for other purposes.

“Aboriginal organizations” means an organization that is not for profit and has a mandate to serve Aboriginal arts and cultural communities;

“Act” means the *Canada Corporations Act* and any act that may hereinafter be substituted therefor, as from time to time amended;

“Arms Length” means not be related to each other by blood, marriage, adoption, common-law relationships, close business ties, or corporate association;

“Board” means the Board of Directors of the Corporation;

“By-laws” means this By-law and all other By-laws of the Corporation from time to time in force and effect;

“Corporation” means a corporation without share capital incorporated under the Act;

“Letters Patent” means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

“Meetings of Members” includes annual meetings of Members and special meetings of Members.

## 1.02 Miscellaneous

(a) In these By-laws and in all subsequent By-laws, words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

(b) Where any provision in the English version of this By-law is inconsistent with a provision in a translation of this By-law into French or any other language, the English provision in this By-law will prevail.

## ARTICLE 2 - GENERAL

### 2.01 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation (seal need not be imprinted until after incorporation).

### 2.02 Head Office

Until changed in accordance with the Act, the Head Office of the corporation shall be in the Indian Reserve 14, Kahnawá:ke Mohawk Territory, in the province of Quebec.

### 2.03 Financial Year

The financial year of the Corporation shall end on the 31<sup>st</sup> day of March in each year.

### 2.04 Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## ARTICLE 3 - MEMBERS

### 3.01 Conditions of Membership

(a) Membership in the corporation shall be limited to persons and organizations interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation. The initial members of the corporation will be those whose applications were already on file and listed as members of the organization by the ad hoc working group at the time of incorporation.

(b) The following classes of members shall exist:

- i) Aboriginal individuals who each may exercise one vote per individual and who are eligible to be appointed or elected to the board of directors;
- ii) Aboriginal organizations who may appoint an individual to exercise one vote per organization and who is eligible to be appointed or elected to the board of directors;
- iii) Alliance individuals who are not Aboriginal, who will not have the ability to vote, and who are not eligible to be appointed or elected to the board of directors;
- iv) Alliance organizations who are not Aboriginal and who may appoint an individual who will not have the ability to vote and who is not eligible to be appointed or elected to the board of directors.

(c) There shall be membership fees or dues as established by the board of directors.

(d) Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

(e) Membership may be revoked by a vote of two-thirds (2/3) of the members at an annual, general or special members meeting.

(f) Aboriginal organizations and alliance organizations will provide properly authorized written notification of their membership appointees and may change their appointees with written notification and lodging a copy of the same with the secretary of the corporation.

### 3.02 Members' Meetings

The members may consider and transact any business either special or general at any meeting of the members.

#### (a) Annual General Meetings

The annual or any other general meeting of the members shall be held at the head office of

the corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.

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

(b) General Meetings

The board of directors shall have power to call, at any time, a general meeting of the members of the corporation.

(c) Special General Meetings

The board of directors shall call a special general meeting of members on written requisition of members carrying not less than one-third (1/3) of the voting rights. One-half (1/2) of the total number of voting members will constitute a quorum for special general meetings.

(d) Notice of Meetings

Fourteen (14) days' written notice shall be given to each voting member of any annual, general or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

(e) Voting

Each voting member present at a meeting shall have the right to exercise one vote.

A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

(f) Errors and Omissions

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member 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 his last address recorded on the books of the corporation.

## ARTICLE 4 - DIRECTORS

### 4.01 Board of Directors

(a) The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of four (4) directors.

(b) The number of directors shall be set at nine (9).

(c) Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be members.

(d) The Board must have a majority of Directors that are Canadian Aboriginal peoples.

### 4.02 Remuneration

Directors may be paid an honorarium provided the amount of such honorarium shall not be unreasonable.

By resolution of the board of directors, expenses of all directors' attendance may be allowed for their attendance at each regular or special meeting of the board of directors and at meetings of committees of board of directors.

Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer in any other capacity and receiving compensation therefore.

A director may be paid reasonable expenses incurred by him or her in the performance of his or her duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation, provided that any such payments or services shall be made or provided in accordance with the Corporation's usually and generally applicable policies or are otherwise approved by the board of directors.

A director must resign if he becomes a staff member.

### 4.03 Powers of Directors

(a) The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

(b) 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 employee of the corporation the right to employ and pay salaries to employees.

(c) The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation.

(d) 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 interests of the corporation in accordance with such terms as the board of directors may prescribe.

(e) Every director in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 4.04 Registered Charitable Organization Designation

(a) The board will direct the general activities of the corporation so as to comply with the conditions stated in the Canadian Income Tax Act to achieve and maintain the corporation's designation of Registered Charitable Organization and, if required, the designation of National Arts Service Organization prescribed by Canadian Heritage. In particular, the board will consult with the Canada Customs and Revenue Agency Charities Directorate before

(i) giving more than 50% of its income to qualified donees (e.g., other registered charities), and

(ii) before accepting more than 50% of its funds or assets from one source, or from a group of persons who are not at arm's length with each other. Exceptions to this requirement for accepting funds include the federal government, a provincial government, a municipality, another registered charity that is not a "private foundation," or a club, society, or association that the Income Tax Act treats as a non-profit organization.

(b) Nominees for appointment or election to the board of directors must disclose not-at-arms-length relationships prior to appointment or election.

(c) For the purposes of achieving and maintaining designation as a registered charitable organization, the board will appoint directors that meet the requirement that more than 50% of the corporation's directors deal with each other at arm's length.

(d) The board of directors will ensure that the Nominating Committee's mandate includes the requirement that board nominee proposals must meet the condition that over 50% of the board will not be related to each other by blood, marriage, adoption, common-law relationships, close business ties, or corporate association.

(e) In the case of elections of directors, members are not eligible to stand for election where their membership on the board would bring the percentage below 50% of directors who deal with each other at arm's length.

(f) If directors establish not-at-arm's-length relationships during their term on the board, they must disclose this relationship at the next board meeting. If this relationship brings the percentage below 50% of the board dealing with each other at arm's length, the board will remove not-at-arm's-length directors and appoint new interim directors to bring the percentage above 50% of directors dealing at arm's length.

(g) The corporation will carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

(h) It is specially provided that in the event of dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act (or, "registered charitable organizations in Canada") and who have similar or related objectives.

#### 4.05 Directors' Meetings

(a) Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given to each director.

(b) There shall be at least two (2) meetings per year of the board of directors in person and at least two (2) teleconference meetings.

(c) No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(d) Each director is authorized to exercise one (1) vote.

(e) A majority of directors in office, from time to time, but no less than four (4) directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

#### 4.06 Meetings by Telephone or Electronic Means

A Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

#### 4.07 Disclosure of Conflict of Interest

(a) Every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, shall disclose such interest in writing and shall refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

(b) A director shall be deemed to have an interest in a contract, proposed contract or other matter, without limitation, where a relative or spouse has an interest in such contract, proposed contract or other matter.

(c) A director shall not be deemed to have an interest in a contract, proposed contract or other matter solely on account of the fact that the director is an employee, officer or director of a corporation that does have such an interest; provided however, for certainty, that disclosure of the corporation's interest is made, and that the director shall exercise his or her vote regarding such contract or matter honestly and in good faith with a view to the best interests of the corporation.

(d) The required disclosure shall be made:

- (i) at the meeting at which a proposed contract is first considered;
- (ii) if the Director was not then interested in a proposed contract, at the first meeting in their role as Director after the Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made, at the first meeting in their role as Director after the Director becomes so interested; and

- (iv) if a person who is interested in a contract later becomes a Director, at the first meeting in their role as a Director.

#### 4.08 Conflict of Interest Policy

The Board of Directors may establish policies from time to time not inconsistent with these By-laws dealing with the disclosure and the definition of conflicts of interest on the part of the Directors, Officers and employees of the Corporation.

#### 4.09 Consensus

The Board of Directors shall seek to determine all matters by consensus. Consensus means:

- (a) Unanimity, or
- (b) a general, although not necessarily unanimous, agreement after all Directors present have had a fair and reasonable opportunity to be heard. Consensus will have been achieved if most Directors are in agreement and the remaining Directors are willing to abide by the decision.

In the absence of consensus after a reasonable length of time and after a full discussion of the issues, the Chairperson, in the sole discretion of the Chairperson, may call for a vote and, unless otherwise required by Letters Patent or By-Laws of the Corporation, such vote shall be determined by a majority of the votes cast. A consensus decision shall be recorded as a unanimous vote.

#### 4.10 Term of Office

The applicants for incorporation shall comprise the four (4) Initial Directors, each of whom shall hold office until the Corporation's first annual general meeting, and for a one (1) year term ending at the adjournment of the second annual general meeting.

Immediately upon incorporation, these Initial Directors shall appoint a Nominating Committee composed of two (2) Directors, one (1) Aboriginal Organization Member, and one (1) Aboriginal Individual Member. Thirty (30) days before the first annual general meeting the Nominating Committee will submit a slate of five (5) proposed Directors. Members will be notified of these proposed Directors in the notice of annual general meeting.

Following Bylaw 4.11 Appointments and Elections of Directors, the Initial Directors will appoint or cause to be elected five (5) Directors at the first annual general meeting who will hold office for a two (2) year term.

All subsequent Directors shall hold office for two (2) year terms.

Initial, Appointed and Elected Directors shall retire at the expiration of their term, but shall be eligible for re-appointment or re-election.

#### 4.11 Appointments and Elections of Directors

##### (a) Appointment of Directors

The board of directors will appoint directors at annual general meetings. The membership will be notified of proposed appointees in the notice of annual general meeting. The board may also appoint interim board members to serve until the next annual general meeting to maintain quorum between annual general meetings. The membership will be notified of the appointment of interim board members upon their appointment.

##### (b) Nominating Committee Appointment Proposals

In appointing directors, the board of directors will give good faith consideration to the proposals of the Nominating Committee, and will make appointment decisions that:

1. apply the Board Nominating Proposal Criteria (Bylaw 4.12),
2. ensure that over 50% of the board deals at arms length (Bylaw 4.04),
3. ensure that a majority of directors are Canadian Aboriginal peoples (Bylaw 4.01 (d)), and
4. ensure that Inuit and Métis peoples of Canada, as well as Indian (First Nations) peoples of Canada, are represented on the board.

##### (c) Board and Membership Appointment Proposals

Where the board is unable to accept a Nominating Committee proposal, or the Nominating Committee is unable to provide sufficient proposals, the board will apply the criteria in Bylaw 4.11 (b), 1-4 and may appoint a nominee of their own choice, or request appointment proposals from members and choose an appointee from among them. Members will be notified of these proposed appointees in the notice of annual general meeting.

##### (d) Elections of Directors

After assessing appointment proposals from the Nominating Committee, the board, and the membership; the board may choose instead to request nominees for election from members, and hold an election at an annual general meeting. Members will be notified of elections and nominees in the notice of annual general meeting. Where the number of nominees for election matches the number of available board positions, they will be considered elected by acclamation at the annual general meeting. In case of an election, the nominee(s) with the highest number of votes will fill the available board position(s).

#### 4.12 Board Nominee Proposal Criteria

In carrying out its responsibilities, the Nominating Committee shall seek to ensure that the board is composed of members who in the aggregate display diversity in geography, Aboriginal culture, skills, experience, and perspective, including consideration of representation by youth and Elders. The Nominating Committee must also strive to ensure that Inuit and Métis peoples of Canada, as well as Indian (First Nations) peoples of Canada, are represented on the board.

The Nominating Committee will determine board nominee proposals using the following criteria.

1. Interest stated by a current board member whose term is ending, to serve another term if consistent with the other criteria for board nomination proposals;
2. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making;
3. Persons with an understanding of the ACC/CCA mission and the potential impact of ACC/CCA decisions and actions on the Aboriginal curatorial community, and committed to the success of ACC/CCA;
4. Persons who will represent the broadest Aboriginal cultural, gender, linguistic, geographic, and professional diversity on the Board;
5. Persons who are neutral and objective, who will act without regard to any commitments to particular individuals, organizations, or commercial objectives in carrying out their board governance responsibilities;
6. Persons who, in the aggregate, have professional experience with Aboriginal curatorial practice, Aboriginal arts and cultural production, arts administration, policy development, advocacy, publishing, networking, and promotion at national and international

levels; and

7. Persons who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses.

#### 4.13 Committees

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

#### 4.14 Caucuses

(a) Members may establish caucuses at annual general meetings by consensus or by a majority vote of qualified votes in attendance. Caucus revisions of their terms of reference are also subject to approval by this process at annual general meetings.

(b) Caucuses must be proposed by a minimum of three (3) voting or non-voting members in good standing.

(c) Caucuses must have clearly stated terms of reference including intention, reasonable plan, and basic achievement evaluation criteria. These must

- (i) increase the capacity of the ACC/CCA to achieve one or more objects of the corporation, or
- (ii) increase services to the membership, or
- (iii) add value to a regional, national, or international Aboriginal curatorial community or practice.

(d) Caucuses so established will be recognized by the board, will bring findings and recommendations to the board and membership at each annual general meeting, may make presentations at board meetings, and may receive support or remuneration as fixed by resolution of the board of directors. Caucuses may also revise their terms of reference and be subject to re-approval according to Bylaw 4.14 (a).

(e) Where participation in a caucus falls below three (3) members in good standing;

or all of the following apply:

- (i) the caucus is not increasing the capacity of the ACC/CCA to achieve one or more objects of the corporation,
- (ii) the caucus is not increasing services to the membership, and
- (iii) the caucus is not adding value to a regional, national, or international Aboriginal curatorial community or practice,

the membership may revoke recognition and support of the caucus by a vote of two-thirds (2/3) of the qualified votes in attendance at an annual, general or special members meeting.

#### 4.15 Nominating Committee

##### (a) Appointment

The board of directors will appoint a Nominating Committee immediately upon founding the corporation and at each annual general meeting. The Nominating Committee will be composed of 4 members:

1. Board Executive Committee member
2. Regular board member
3. Aboriginal Organization member
4. Aboriginal Individual member

##### (b) Nominating Committee Terms and Removal

Nominating Committee members will serve until the next annual general meeting. A Nominating Committee member can not be immediately reappointed to the next Nominating Committee. Past Nominating Committee members are eligible for reappointment after one term of absence from the committee. Nominating Committee members can be removed and replaced at a special meeting of the board called for this purpose by a vote of two thirds of the board.

##### (c) Nominating Committee Proposals

The Nominating Committee will present the board of directors with a slate of proposed directors to fill vacant board positions, and positions of retiring directors. The slate will be proposed at least 30 days prior to an annual general meeting. The board may also request that the Nominating Committee propose interim board members to serve until the next annual general meeting where required to maintain quorum between annual general meetings.

##### (d) Nominating Committee Mandate

The Board will charge the Nominating Committee to propose directors based on:

1. the Board Nominating Proposal Criteria (Bylaw 4.12),
2. ensuring that over 50% of the board deals at arms length (Bylaw 4.04),
3. ensuring that a majority of directors are Canadian Aboriginal peoples

- (Bylaw 4.01 (d)), and
4. ensuring that Inuit and Métis peoples of Canada, as well as Indian (First Nations) peoples of Canada, are represented on the board.

(e) Nominating Committee Composition

The board of directors will use the following criteria for selecting members of the ACC/CCA Nominating Committee:

1. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and with experience and competence with thoughtful group decision-making;
2. Persons with wide contacts and broad experience in the Aboriginal arts community, arts administration and board governance;
3. Persons who have demonstrated capacity to consult widely and accept input in carrying out their responsibilities;
4. Persons who are neutral and objective, who will act without regard to any commitments to particular individuals, organizations, or commercial objectives in carrying out their Nominating Committee responsibilities;
5. Persons with an understanding of the ACC/CCA mission and objects, the potential impact of ACC/CCA activities on the Aboriginal curatorial community, and who are committed to the success of ACC/CCA;  
and
6. Persons who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses.

No person who is an employee of or paid consultant to ACC/CCA shall simultaneously serve in any of the Nominating Committee positions.

4.16 Advisors to the Board

The Board may request persons who have special knowledge or ability to advise and to assist the Board. Such advisors shall not be entitled to vote on any matter.

4.17 Executive Committee

(a) There shall be an executive committee composed of 4 directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the

exercise of their duty pursuant to the Schedule of Expenses approved by the Board of Directors. The Executive Director of the Corporation will also have membership in the executive committee but not be entitled to vote.

(b) 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. Three (3) 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.

#### 4.18 Executive Director

(a) The Executive Director of the corporation shall be the chief administrative officer of the corporation and shall be responsible to the board of directors for the coordination of all affairs of the corporation. He or she shall have the general and active management of the affairs of the corporation. He or she shall perform such duties in compliance with the orders and resolutions of the board of directors and, to the full extent practicable, shall ensure that such orders and resolutions are carried into effect.

(b) The Executive Director will have non-voting membership in the ACC/CCA Executive Committee.

(c) The Executive Director will be an employee of the ACC/CCA.

(d) The board of directors will establish policies for employee hiring, management, evaluation, and removal according to generally accepted corporate practice and the laws of Canada, the province of Quebec, and other jurisdictions where employees may be stationed. These policies will also take into consideration Aboriginal cultures and traditional practices.

#### 4.19 Indemnities to Directors and Others

Every director of the corporation and their 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 sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### 4.20 Vacancy of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against the Director or if the Director makes an assignment under the Bankruptcy and Insolvency Act;
- (b) if an order is made declaring the Director to be a mentally incompetent person or incapable of managing that Director's own affairs;
- (c) on death; or
- (d) if by notice in writing to the Secretary of the Corporation the Director resigns.

#### 4.21 Vacancies

A vacancy on the Board of Directors shall be filled for the remainder of the former Director's term of office. The Board of Directors shall appoint an interim Director to fill the vacancy until the next annual general meeting. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is nominated.

#### 4.22 Removal of Directors

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of Members called for the purpose, remove a Director before the expiration of the Director's term of office: or

The Board of Directors may remove a Director by a two-thirds (2/3) vote at a duly called board meeting:

If it is determined that the conduct of the Director was of such a nature that:

- (a) seriously impairs the organization in achieving the Objects or Bylaws of the Corporation; or

- (b) it would tend to bring the Corporation into disrepute; or
- (c) it amounts to wilful misconduct or gross negligence; or
- (d) the Director has not attended the required number of Directors' meetings as determined by the Board of Directors at each annual general meeting.

## ARTICLE 5 - OFFICERS

### 5.01 General

(a) The Executive Committee shall be the Officers of the Corporation. The officers of the corporation shall be the Chair, Vice-Chair, Treasurer and Secretary.

(b) The officers of the corporation shall hold office for 1 year from the date of appointment or election or until their successors are appointed in their stead. At each Annual General meeting the Board of Directors shall determine the membership of the Executive Committee from among the Board of Directors.

### 5.02 Duties of Officers

(a) The Chairperson shall preside at all meetings of the board of directors, and shall perform such other duties as are incidental to such office, or as may from time to time be imposed upon him or her by the board of directors.

(b) The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise of the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.

(c) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

(d) The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver 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.

## ARTICLE 6 – MISCELLANEOUS

### 6.01 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers of the Executive Committee and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by two (2) officers of the Executive Council.

### 6.02 Minutes of Board of Directors (and Executive Committee)

The minutes of the board of directors (or the minutes of the executive committee) shall be available to the general membership of the corporation and to the board of directors.

### 6.03 Amendment of By-Laws

The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### 6.04 Auditors

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

### 6.05 Books and Records

The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## ARTICLE 7 NOTICES

### 7.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, officer or auditor shall be sufficiently given if delivered to that person's last address as recorded in the books of the. The Secretary may change the address on the Corporation's books of any Member, Director, officer or auditor in accordance with any information believed by the Secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or electronically.

### 7.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### 7.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### 7.04 Waiver of Notice

Any Member, Director, officer or auditor may waive any notice required to be given to that person under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.