

# BY-LAW NUMBER ONE

## National Aboriginal Lands Managers Association Association nationale des gestionnaires autochtones des terres

### PART 1

#### INTERPRETATION

1.1 In this Bylaw, unless the context otherwise requires:

- a) **“Association”** means the Corporation named the National Aboriginal Lands Managers Association incorporated under Part II of the Canadian Corporations Act, R.S.C. 1970, c. C-32.
- b) **“Act”** means the Canadian Corporations Act, R.S.C. 1970, c. C-32, and the Regulations thereto, as amended from time to time and any successor legislation that may hereafter be substituted therefor, as from time to time amended;
- c) **“Corporation”** means the National Aboriginal Lands Managers Association;
- d) **“Directors”** means the Directors of the Association;
- e) **“Board”** means the Board of Directors of the Association;
- f) **“First Nation”** means any group of Aboriginal persons who are in possession of reserve lands recognized as such under a treaty or Act of Parliament;
- g) **“Member”** means a voting member of the Association;
- h) **“Associate member”** means a non-voting member of the Association;
- i) **“Regional Lands Association”** means an independent regional or territorial association or alliance or society or group established by Lands Managers and recognized by the Association.
- j) **“Executive Director”** means an employee of the Association who is entitled, at invitation of the Board, to attend all Board meetings.
- k) **“Lands Manager”** means an individual designated by a First Nation or group of First Nations to manage First Nations lands.

- l) 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.

## **PART 2**

### **OBJECTS**

- 2.1** The objects of this Association are to unite First Nation Lands Managers through a national association as follows;
- a) to develop and maintain communication among First Nation Land Management professionals across Canada;
  - b) to assist and promote the establishment of Regional Lands Associations throughout Canada and to encourage their membership in this Corporation;
  - c) to unite Regional Lands Associations across Canada through the Board of Directors by organizing regular meetings, sharing information and establishing and maintaining information links;
  - d) to assist and promote the development of fair and consistent procedures and processes for administering First Nations lands;
  - e) to maintain and improve the qualifications and standards of First Nations Lands Management professionals by providing training, professional development and expertise in the area of aboriginal lands management;
  - f) to participate in national and international Aboriginal Land Management organizations;
  - g) to promote, encourage and recognize First Nations for the successful work they have done in the area of First Nation Land Management and to assist them in continuing that work in the future;
  - h) to develop a model of First Nation land management which can be used by First Nations throughout Canada;
  - i) to participate in the development and implementation of First Nation land management policies and procedures;

- j) to provide technical advice and guidance to the Department of Indian Affairs and Northern Development Canada regarding First Nation lands management issues;
- k) to work towards incorporating First Nations values, culture and beliefs into Lands Management systems and processes,
- l) to apply, obtain and administer financial support from governmental and private sources;
- m) to promote and market the National Aboriginal Lands Managers Association throughout Canada;
- n) to solicit, accept, receive, acquire by purchase, lease, agreement, grant, donation, legacy, gift, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, undertakings, and conditions in connection therewith;
- o) to acquire rights, privileges, licences, permits and concessions necessary or desirable;
- p) to acquire by purchase, lease, devise, gift, or otherwise, any kind of real or personal property, and to hold, such real property or interest therein as is determined by the directors of the Corporation to be reasonably necessary for the actual use and occupation of the Corporation, or for carrying on its undertakings and to sell, dispose of and convey the same or any part thereof.

### **PART 3**

#### **HEAD OFFICE**

- 3.1 Until changed in accordance with the Act, the Head Office of the Corporation shall be at Curve Lake First Nation, in the County of Peterborough, and Province of Ontario.

### **PART 4**

#### **FINANCIAL YEAR**

- 4.1 The financial year of the Corporation shall end on such date in each year as the Directors may from time to time determine by Resolution.

### **PART 5**

#### **CORPORATE SEAL**

- 5.1 The corporate seal of the Corporation shall be in the form impressed hereon and shall be in the custody of the secretary or Executive Director of the Corporation.

### **PART 6**

#### **EXECUTION OF INSTRUMENTS**

- 6.1 Upon approval of the Board, deeds, transfers, assignments, contracts, obligations, by-laws, certificates and other instruments may be signed on behalf of the Corporation by any two Directors of the Corporation at the direction of the Board as evidenced by resolution and all documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

## **PART 7**

### **BANKING ARRANGEMENTS**

- 7.1 The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or Corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## **PART 8**

### **CHEQUES, ETC.**

- 8.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Chair and the Secretary of the Corporation or such other officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

## **PART 9**

### **BOOKS AND RECORDS**

- 9.1 The Board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the Board or of Committees of the Board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members generally. Each of the Directors shall be provided with a copy of the minutes of meetings of the Board and of Committees of the Board and of such other documents or records of the Corporation as she or he may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

## **PART 10**

### **BOARD OF DIRECTORS**

#### **10.1 Number of Directors and Quorum**

The affairs of the Corporation shall be managed by its Board of Directors. The signatories to the Letters Patent shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected in accordance with this By-law. Unless changed by an amendment to the by-law, a majority of Directors shall constitute a quorum.

#### **10.2 Qualification**

No person shall be qualified as a Director unless he or she is elected or appointed to serve as a Director by his Regional Lands Association, is mentally competent, and is eighteen or more years of age.

#### **10.3 Representation**

The Board shall consist of one Director elected or appointed by each of the following Regional Lands Associations:

- a) **ATLANTIC** **Atlantic Region Aboriginal Lands Association**

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|----|-------------------------|---|
| b) | <b>QUEBEC</b>           | <b>Association des gestionnaires des terres des Premières nations du Québec/Quebec First Nations Lands Managers Association</b> |
| c) | <b>ONTARIO</b>          | <b>Ontario Aboriginal Lands Association</b>   |
| d) | <b>MANITOBA</b>         | <b>Manitoba Uske (Lands)</b>  |
| e) | <b>SASKATCHEWAN</b>     | <b>Lands Technical Committee</b>  |
| f) | <b>ALBERTA</b>          | <b>Alberta Aboriginal Land Managers Association</b>   |
| g) | <b>BRITISH COLUMBIA</b> | <b>First Nation Alliance 4 Land Management</b>  |

#### 10.4 **Nominees**

Directors who represents a Regional Lands Association may appoint, in writing, a nominee in order to cast a vote and who may represent such Director for all purposes hereof. Any such nominee must be a member of the said Regional Lands Association. An appointment of a nominee pursuant to the terms hereof may be terminated by notice in writing signed by the Director appointing the nominee or the Regional Lands Managers Association it represents and delivered to the secretary of the Corporation.

#### 10.5 **Term**

##### a) **Founding Board**

The Founding Board of Directors shall consist of seven members, each of whom will serve until replaced by election or appointment.

##### b) **Directors**

The Directors of the Corporation shall be elected for terms of two years and shall retire in rotation. For the initial term the Directors shall serve as follows:

- (i) three of the first Directors shall serve for a term of one year expiring at the second annual meeting of members. At such meeting, three Directors shall be elected for a term of two years to fill the vacancies created by the Directors whose terms have expired;
- (ii) four of the first Directors shall serve for a term of two years expiring at the third annual meeting of members. At such meeting, four Directors shall be elected for a term of two years to fill the vacancies created by the Directors whose terms have expired; and

- (c) at each annual meeting of members thereafter, those Directors whose terms have expired shall retire and there shall be elected for a term of two years in every case, the requisite number of Directors to fill the vacancies created by the Directors whose terms have expired.

Notwithstanding the foregoing, if for any reason the requisite number of Directors is not elected or appointed at any annual meeting of members pursuant hereto, the Directors then in office shall continue in office until their successors are duly elected or appointed or the position shall remain vacant until such time as the Regional Lands Association appoints or elects a replacement Director. Retiring Directors shall be eligible for re-election. The election of Directors may be by a show of hands or by resolution of the voting members, unless a ballot is demanded by any member.

#### 10.6 **Vacation of Office**

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

- a) if he becomes bankrupt or if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act (Canada) or any similar legislation; or
- b) if an order is made declaring him to be a mentally incompetent person or incapable of managing her or his affairs; or
- c) upon conviction of an indictable offence; or
- d) on death; or
- e) if, by notice in writing to the secretary of the Corporation he resigns his office;  
or
- f) if he ceases to be a member for any reason; or
- g) if he is removed as the appointed or elected Director by his Regional Lands Association; or

h) he violates any provision of the by-laws of the Corporation or does any act which is, in the reasonable opinion of the Board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board, or of a duly authorized committee of the Board, may be expelled from the Board by a resolution passed by at least two-thirds (2/3) of the Directors present at a meeting of the Board at which such matter is considered. No such resolution shall be put before the Board until after the member in question has been notified in writing of;

1. the allegations against him, and
2. the time and place of the meeting of the Board at which such resolution will be tabled and is afforded an opportunity for a hearing before the Board. Such notice shall be given at least one week prior to the date of the meeting of the Board at which such resolution shall be put before the Board.

#### **10.7 Filling Vacancies**

Vacancies on the Board may be filled for the remainder of the Director's term of office either by the appointment or election of a replacement Director by his Regional Lands Association; provided that if no appointment or election is made, the position may remain vacant until the next annual meeting of Members.

#### **10.8 Failure of Regional Lands Association to Appoint or Elect Director**

In the event that one of the Regional Lands Associations fails to appoint or elect a Director at two consecutive annual meetings, the members, by a majority vote of those in attendance in person or by proxy, may vote to remove that Regional Lands Association as a member.

#### **10.9 Calling of Meetings**

Meetings of the Board may be formally called by the Board, the Chair, a Vice-Chair, the secretary or by any two Directors. Notice of the time and place of every meeting so called shall be given to each Director at least 48 hours prior to the meeting if other than by mail. Notice by mail shall be sent to each Director and at least 14 days prior to the meeting. No notice of a meeting shall be necessary, however, if all the Directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

#### **10.10 First Meeting of New Board**

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

#### **10.11 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting. There shall be a minimum of one (1) and a maximum of six (6) meetings of the Board of Directors in each fiscal year.

During any regular meeting the Board may, at its discretion, adjourn the regular meeting and reconvene “in camera”. Only voting members of the Board may be present at an “in camera” meeting.

#### **10.12 Place of Meeting**

Meetings of the Board shall be held at a location to be determined from time to time by the Board.

#### **10.13 Chairman and Secretary of Meetings**

The Chair or, in his absence, the Vice-Chair who is a Director, shall be chairman of any meeting of Directors; and, if no such officer is present, the Directors present shall choose one of their number to be chairman. The secretary or Executive Director of the Corporation shall attend all meetings of the Board in order to prepare or to supervise the keeping of the minutes thereof. In the absence of the secretary or Executive Director, the Directors present shall choose one of their number to act as secretary of the meeting.

#### **10.14 Votes to Govern**

At all meetings of the Board, every Director personally present shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. All votes taken at any meeting of the Board shall be taken by recorded vote if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman 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 votes recorded in favour of or against such resolution.

#### **10.15 Chair Cannot Make Motion**

The Chair shall not be entitled to make a motion or second a motion.

#### **10.16 Meetings by Telephone**

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear such other. A Director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

**10.17 Resolution in Lieu of Meeting**

**DELETED BY BY-LAW NO. 3**

**10.18 Interest of Directors in Contracts**

Subject to the provisions of subsection 10.19 hereof, no Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established, provided that prior to entering into such contract such Director has declared his interest in accordance with subsection 10.19 below.

**10.19 Declaration of Interest**

It shall be the duty of 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, to declare such interest to the extent, in the manner and at the time required by the Act and, in the case of Directors, to not be present at any meeting of the Board in which the proposed contract is being discussed and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

#### **10.20 Remuneration**

No Director shall directly or indirectly profit from his position as such. The Directors may be paid such reasonable remuneration and their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members, and in the performance of such other duties on behalf of the Corporation as are undertaken by them, provided that any such payment shall be subject to the confirmation and approval by the members.

#### **10.21 Committees**

The Board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee shall report to the Board on a timely basis concerning its activities. Any such committee shall consist of two or more Directors and any other members as determined by the Board and may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the Board and their remuneration, if any, shall be as determined by the Board from time to time.

#### **10.22 Powers of the Board**

The Board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, subject to the provisions of the Act, the by-laws of the Corporation and the letters patent, shall exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. The Board may from time to time adopt such rules and regulations as it may deem advisable to carry out the business of the Corporation. The 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.

### **10.23 Executive Committee of the Board**

There shall be an executive committee composed of three (3) officers, plus a minimum of two (2) other directors who shall be appointed by resolution of the Board of Directors.

- (a) The executive committee shall exercise such powers as are authorized by the Board of Directors.
- (b) Any executive committee member may be removed by a majority vote of the Board of Directors.
- (c) Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- (d) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least 14 days prior to the meeting. 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.

## **PART 11**

### **OFFICERS**

#### **11.1 Offices**

From time to time, the Board shall elect the following officers:

- (a) The Chair.
- (b) Two vice-chairs, one from eastern Canada (Ontario, Quebec, and the Atlantic region) and one from western Canada (Manitoba, Saskatchewan, Alberta, British Columbia).
- (c) a Secretary; and
- (d) Treasurer.

The officers so elected shall be Directors and no person shall hold more than one office.

## **11.2 Terms of Appointment**

The terms of election of officers elected by the Board (if any) shall be fixed by the Board by resolution. The Board may remove, at its pleasure, any officer of the Corporation, whether with or without cause, whenever in its sole judgement the best interests of the Corporation will be served thereby. Otherwise, each officer appointed by the Board shall hold office for a term of two years or until his successor is appointed, save that the term of office of any officer who is a Director shall expire if and when he shall cease to be a Director.

## **11.3 Chair**

Subject to the authority of the Board, the Chair shall be charged with the general management, direction and supervision of the affairs and operations of the Corporation. He shall have such other powers and duties as the Board may prescribe. The Chair shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

## **11.4 Vice-Chairs**

During the absence or disability of the Chair, his duties shall be performed and his powers shall be exercised by either one of the vice-chairs. The vice-chairs shall have such other powers and duties as the Board may prescribe. The Vice-chair shall, in the absence of disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

#### **11.5 Secretary**

The secretary shall attend and be the secretary of all meetings of members and Directors and shall enter or cause to be entered, in books kept for that purpose, minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members, Directors; he shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and he shall perform such other duties as the Board may prescribe.

#### **11.6 Treasurer**

The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He shall deposit all monies or other valuable effects in such financial institution(s) and all securities with such registered securities dealers as the Board may from time to time designate. He shall disburse the funds of the Corporation as may be directed by the Board and shall take proper vouchers for such disbursements. He shall render to the Board, whenever required, an account of all his transactions as treasurer and of the financial position of the Corporation. He shall perform such other duties as the Board may prescribe.

#### **11.7 Variation of Duties**

From time to time the Board may vary, add to or limit the powers and duties of any officer.

#### **11.8 Agents and Attorneys**

Subject to the provisions of the Act and the by-laws of the Corporation, the Board shall have power to appoint, from time to time, agents or attorneys for the Corporation in with such powers of management or otherwise and such duties as the Board considers necessary or desirable in order to further the objects of the Corporation.

#### **11.9 Resignation**

Any officer may resign from such office by delivering a written resignation to the Board.

#### **11.10 Removal**

Officers can be removed by the Board on grounds or causes including but not limited to the following:

- i) conviction of an indictable offense; or
- ii) any proven fraudulent activities affecting or concerning the finances of the Association; or
- iii) inability to fulfill responsibilities of office; or
- iv) failure to attend regularly scheduled meetings of the Board of subcommittees on two consecutive occasions without notification or valid excuse; or
- v) upon removal or resignation as a Director.

#### **11.11 Appointment to Fill Vacancy**

The Board may at any time and from time to time appoint a Director to serve as an Officer to fill a vacancy that exists.

## **PART 12**

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### **12.1 Limitation of Liability**

No Director, or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or officer or employee of the Corporation, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

#### **12.2 Indemnity**

Every Director, and officer of the Corporation, and his 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 whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **PART 13**

### **EXECUTIVE DIRECTOR**

- 13.1 The Founding Board shall appoint an interim Executive Director to hold office until an Executive Director has been appointed as described in subsection 13.2 herein. The interim Executive Director is eligible to be the Executive Director.
- 13.2 The Executive Director 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 or trust company, or, in securities as may be designated by the Board of Directors from time to time.
- 13.3 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 chair 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 perform such other duties as may from time to time be directed by the Board of Directors.
- 13.4 The Executive Director may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the 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 that are kept for that purpose. He shall give or cause to be given notice of all meetings of the members and shall perform such other duties as may be prescribed by the Board of Directors or chair,

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 and may be named in the resolution.

13.5 The Executive Director shall be responsible for the day to day management of the Corporation and for the development, under the direction of the Board, the organizational structure, policies and programs.

13.6 In the absence of the Executive Director from a meeting, the Board shall appoint another director to act as executive director at the meeting and for the purpose of the meeting only.

## **PART 14**

### **MEMBERSHIP**

#### **14.1 Members**

The membership of the Corporation shall initially consist of, and be limited to, the Regional Lands Associations and such other eligible persons or Associations as are admitted to membership in the Corporation by resolution of the Board. Each member shall be entitled to one vote at any meeting of members. Each Regional Association shall become a member of the Corporation upon the receipt by the Corporation of its written application for membership and upon acceptance of that application by Board resolution. Membership may be conditional upon the payment of a fee, assessment or other charge as provided or from time to time by resolution of the Board. The Board may, from time to time by resolution, establish classes of membership. There shall, at all times, be a minimum of four members. The initial membership of the Corporation shall be the seven Regional Lands Associations as set out in Section 10.3.

14.2 **Associate Members**

The Corporation may by resolution admit persons, organizations, associations or corporations as Associate Members at its discretion. Associate Members may attend meetings of the members but may not vote. Associate Members may be removed by resolution of the Board at the Board's unfettered discretion.

14.3 **Eligibility**

Any Regional Lands Association shall be eligible to apply for membership if, in the opinion of the Board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant is interested in furthering the objects of the Corporation.

14.4 **Term of Membership**

The interest of a member or associate member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon failure to pay the applicable annual dues or assessment, at the discretion of the Board, or
- (b) if an individual, upon death or if a corporation, partnership, trust or other legal entity, upon its dissolution, winding-up or other termination, or
- (c) upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Corporation.

14.5 **Resignation**

A member or associate member may resign from membership in the Corporation by delivering a written resignation to the head office of the Corporation addressed to the Board or to the secretary of the Corporation.

**Removal**

A person shall cease to be a member of the Association;

- (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association; or
- (b) on his death or in the case of a corporation on dissolution; or
- (c) on having been a member not in good standing for 12 consecutive months; or
- (d) any member who shall violate any provision of the by-laws of the Corporation or do any act which is, in the reasonable opinion of the Board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board, or of a duly authorized committee of the Board, may be expelled from the Corporation by a resolution passed by at least two-thirds (2/3) of the Directors present at a meeting of the Board at which such matter is considered. No such resolution shall be put before the Board until after the member in question has been notified in writing of
  - 1. the allegations against him, and
  - 2. the time and place of the meeting of the Board at which such resolution will be tabled and is afforded an opportunity for a hearing before the Board. Such notice shall be given at least one week prior to the date of the meeting of the Board at which such resolution shall be put before the Board.
- (e) having been removed as an associate member by resolution of the Board.

14.7

### **Application for Membership**

An application for membership shall (i) be in such form and executed in such manner as the Board may prescribe; (ii) contain or be accompanied by such information and material as the by-laws or the Board may require; and (iii) be accompanied by the appropriate annual dues and assessment (if any), which shall be refundable if the application is not approved by the Board.

An application for membership with any accompanying material shall be submitted to the Secretary, who shall make a preliminary review of the same and either:

- (i) if such review discloses substantial compliance with the requirements of the by-laws, include such application with all others to be considered by the Board at its next meeting, and inform the applicant of the required annual dues and assessment (if any); or
- (ii) if such review discloses any substantial non-compliance with the requirements of the by-laws, notify the applicant as to the nature of such non-compliance.

The Board shall, in its discretion, either disapprove the application or approve the application, and upon approval of an application by the Board and the receipt of all applicable fees from the applicant, the applicant shall be admitted as a member or associate member as the case may be.

14.8

### **Register of Members**

The Secretary shall keep a register of the names and business addresses of all members, associate members and of their respective annual dues and assessments (if any).

14.9 **Nominees**

Members or Associate members who are Corporations, partnerships or other entities required to be represented by nominee in order to cast a vote shall appoint, in writing, a nominee who may represent such member for all purposes hereof. An appointment of a nominee pursuant to the terms hereof may be terminated by notice in writing signed by the member appointing the nominee or nominees, as the case may be, and delivered to the secretary of the Corporation.

**PART 15**

**MEETINGS OF MEMBERS**

15.1 **Annual Meeting**

The annual meeting of the members shall, subject to the provisions of the Act, be held at such time and on such day in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

15.2 **Special Meetings**

The Board, the Chair, or any three Directors, shall have the power to call a special meeting of members at any time. A group of members entitled to, in aggregate, a minimum of twenty percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time. Quorum at special meetings shall be 51 percent of the total members as disclosed by the records of the Corporation on the date on which notice of the special meeting is to be sent.

15.3 **Place of Meetings**

Meetings of members shall be held at the head office of the Corporation or if the Board shall so determine, elsewhere in Canada.

15.4 **Notice of Meetings**

Subject to the provisions of Part 15.14 hereof, notice of the time and place of each meeting of members shall be given in writing to the members in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held, if other than by mail to each member of record at the close of business on the day on which the notice is given. Notice by mail shall be given at least 30 days before the day on which the meeting is to be held. Notice of a special meeting of members shall state the general nature of the matters to be considered at such meeting in such a manner as to enable the recipients thereof to form a reasoned judgement concerning the matters to be considered at such meeting. Notice of each meeting of members must remind the member that he has the right to vote by proxy. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive. No public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

15.5 **Chair, Secretary and Scrutineers**

The Chair or, in his absence, a Vice-Chair, shall be Chairman of any meeting of members; if no such officer is present within fifteen minutes of the time fixed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

15.6 **Persons Entitled to Be Present**

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the majority of the members present at such meeting.

15.7 **Quorum**

A quorum for the transaction of business at the annual meeting of members shall be four members, who may be present in person.

15.8 **Right to Vote**

At any meeting of members, every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Corporation as a member of the Corporation. Notwithstanding the foregoing, no member who is in arrears in respect of any dues or assessments payable to the Corporation shall be entitled to attend or vote either in person or by proxy at any meeting of members.

15.9 **Votes to Govern**

At any meeting of members, every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.

15.10 **Show of Hands**

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

15.11 **Polls**

After a show of hands has been taken on any question, the Chairman may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each voting member present in person shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

15.12 **No Casting Vote**

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to an additional or casting vote.

15.13      **Adjournment**

The Chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. No notice shall be required of the continuation of an adjourned meeting.

15.14      **Resolution in Lieu of Meeting**                      **DELETED BY BY-LAW NO. 3**

**PART 16**

**EMPLOYEES**

16.1      The Association shall maintain a staff only as supportable by available financial resources with all decisions to create and fill or delete staff position to be made by the Board.

16.2      The Board shall determine the tenure and remuneration for all employees hired by the Association.

## **PART 17**

### **BORROWING**

#### **17.1 Borrowing**

The Board may exercise all powers of the Association to borrow or raise or secure the payment of money, in such manner and form, at such time or times, in such amounts and upon such terms as they think fit in order to carry out the objectives of the Association. No debenture shall be issued without the sanctions of a special resolution.

## **PART 18**

### **RULES AND REGULATIONS**

#### **18.1 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. Failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

## **PART 19**

### **NOTICES**

#### **19.1 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 of the Corporation or otherwise to a member, Director, officer or auditor of the Corporation shall be sufficiently given if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid mail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of transmitted or recorded communication. 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 him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

#### **19.2 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.

19.3 **Omissions and Errors**

The accidental omission to give any notice to any member, Director, officer or auditor of the Corporation 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.

19.4 **Waiver of Notice**

Any member, Director, officer or auditor may waive any notice required to be given to him 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.

**PART 20**

**AUDITOR**

20.1 **Appointment and Remuneration**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The auditor shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the auditor shall be fixed by the Board. The auditor shall be a chartered accountant but shall not be a Director, officer or employee of the Corporation or of an affiliate of the Corporation or an associate of such Director, officer or employee.

**PART 21**

**BY-LAWS**

**21.1 Enactment, Repeal and Amendment**

By-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the annual meeting or a special 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 Consumer and Corporate Affairs has been obtained.

MADE by the Board the 14th day of December, 2000.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

CONFIRMED by the members in accordance with the Act the 14th day of December, 2000.

\_\_\_\_\_  
Secretary

W:\corp\alma\bylaw Nov 28<sup>th</sup> final

