

PHILIP ZYLBERBERG, B.A., LL.B., LL.M.
Lawyer - Avocat

June 10, 1998

FAXED: 675-8040

SHKAGAMIK-KWE HEALTH CENTRE
105 Elm Street
SUDBURY, Ontario
P3C 1T3

Attention: Brian Dokis

Dear Mr. Dokis:

RE: SHKAGAMIK-KWE HEALTH CENTRE

I enclose a copy of the Articles of Incorporation. The corporation is now an official legal entity.

I enclose a copy of a letter sent this day to Marie Meawassige at the Friendship Centre asking for confirmation as to the Friendship Centre's desire with respect to control and ownership of the Health Centre.


There are a number of matters that your new Board needs to deal with on a urgent basis. I understand that the Board will be meeting June 15th and 16th, 1998 in any event, and I would ask you to put these items on the agenda:

1. To have the bylaws formally approved. I enclose a copy of the final draft of those bylaws, as they presently stand.
2. To name the officers of the corporation. At a minimum, you will need a President and a Secretary. Your bylaws will advise further as to which officers you should have.
3. To name signing officers, in accord with the Bylaw.
4. If Shkagamik-kwe is opening its bank accounts, to name the financial institution ^{with} whom you will be dealing, and to authorize your signing officers to sign whatever documents the financial institution may wish for the formal opening of an account.
5. To appoint me as corporate solicitor, and authorize me to assign such documents as are routinely signed by lawyer son behalf of their clients.
6. To appoint an accountant for the corporation.

7. To confirm the hiring of the staff, by name, and position.
8. To authorize the transfer of the operation of the Centre from the Friendship Centre to the new corporation, and to authorize the President or yourself to enter into negotiations with the Friendship Centre over the terms of transfer.
9. To formally instruct me to prepare an offer to purchase the lands on Applegrove Street, and offer to enter into a contract with Dalron for construction of the new building, subject to funding approval from the Aboriginal Wellness and Healing Strategy, and subject to approval of the specifications and drawings, in the total amount of \$599,000.00.

Should there be any questions, please advise me as soon as possible, so that there will be no delay in the administrative capacity of the new Corporation.

Yours very truly,


Philip Zylberberg

/sw

P.S. We have ordered your Minute Book and Seal.

COPY

June 10, 1998

FAXED: 671-3539

N'SWAKAMOK NATIVE FRIENDSHIP
CENTRE
110 Elm Street
SUDBURY, Ontario
P3C 1T5

Attention: Marie Meawassige

Dear Ms. Meawassige:

RE: SHKAGAMIK-KWE HEALTH CENTRE

This letter is further to our conversation of June 10th, 1998. The Shkagamik-kwe Incorporation has now been approved, and I enclose a copy of the Articles of Incorporation.

I understood that the Friendship Centre was content to transfer all responsibility for the Health Centre to Shkagamik-kwe once Shkagamik-kwe was incorporated. Now is an opportune time to do this, as I prepare a formal offer for the purchase of the Applegrove Street property, and draft Construction Contract, and understand that these will be in the name of Shkagamik-kwe.

If I misunderstand the position of the Friendship Centre, please advise forthwith.

If I am correct, it would be appropriate for there to be a resolution on the table at the next Friendship Centre Board meeting formally acknowledging that Shkagamik-kwe's incorporation has come through, agreeing to transfer all responsibility for the Health Centre to the Incorporation, and authorizing you (or me) to sign any document as might be necessary to give effect to the resolution.

Yours very truly,

Philip Zylberberg

/sw

encl.

6. The applicants who are to be the first directors are:

Name	Residence address
Sonya Marie Meawasige	995 Tilley Street Hanmer, Ontario P3P 1C4
Marilyn Joan Nadjiwan Rasi	42 Radcliffe Park Sudbury, Ontario P3E 5Y5
Susan Lynn Buchanan	297 Donald Street Sudbury, Ontario P3B 3T7
Mervyn Patrick Osawanimiki	102-147 Durham Street Sudbury, Ontario P3E 3M9

MAY 08 1998

Ministry of Consumer and Commercial Relations
Office of the Public Guardian and Trustee
100 Queen Street West, Toronto, Ontario M5H 2M2
Attention: Director of the Public Guardian and Trustee.

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4. The objects for which the corporation is incorporated are:
Objets pour lesquels la personne morale est constituée:

- (a) To establish and to operate one or more culturally based holistic health centres dedicated to balanced and healthy lifestyles in the Northeast Region of the Province of Ontario.
- (b) To provide medical, health and supportive services to the community with specific emphasis on the needs of the aboriginal people in the community.
- (c) To promote the healing and wellness of the aboriginal people in the community by providing culturally appropriate services, traditional healing programs, community health and education programs, and community outreach and development programs.

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To: Communications Branch, Ministry of Consumer and Commercial Relations
c/o Consumer Policy Unit, Office of the Public Guardian and Trustee
Group of Letters Patent/Supplementary Letters Patent conforming to this
Application is acceptable to the Public Guardian and Trustee.

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..... Examiner

5. The special provisions are/Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

- (a) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- (b) The Corporation shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.
- (c) The borrowing power of the Corporation pursuant to any by-laws passed and confirmed in accordance with section 59 of the *Corporations Act* shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on security of real or personal property.
- (d) Upon the dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations created to provide services to the aboriginal community in Ontario generally, and, if practicable, those whose primary focus in the aboriginal community of the Northeast Region of the Province of Ontario.
- (e) If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the Corporation has failed to comply with any of the provisions of the *Charities Accounting Act* or the *Charitable Gifts Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an Order under subsection 317(1) of the *Corporations Act* to cancel the Letter Patent of the Corporation and declare it to be dissolved.
- (f) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:
- (i) The Corporation is authorized to acquire, accept, solicit or receive, by purchase, lease, loan contact, donation, legacy, gift, grant, bequest or otherwise any kind of real or

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1998 v 8 1998
 To: Comptroller General, Ministry of Consumer and Commercial Relations
 From: Charitable Property Division, Office of the Public Guardian and Trustee
 Subject: Letters Patent/Supplementary Letters Patent confirming to this
 application is acceptable to the Public Guardian and Trustee.

personal property including money; and to enter into and carry out agreements, contracts and undertakings incidental thereto.

- (ii) The Corporation is authorized to hold, manage, sell or convert any of the real or personal property from time to time owned by the Corporation, and to invest and reinvest any principal in such manner as may from time to time be determined by the directors.
- (iii) The Corporation is authorized to acquire by purchase, lease, devise, gift and other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose of and convey the same or any part thereof as may be considered advisable.
- (g) The Corporation is authorized to enter into any authorities (public, academic or otherwise) or other persons that are conducive to the Corporation's objects or any of them and to obtain from any such authority or person any rights, privileges and concessions desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the incorporated charity shall not pay any remuneration to a director in any capacity whatsoever; and provided that all of the foregoing is subject to sections 23 and 61 of the *Trustee Act* and any order of the court or section 13 of the *Charities Accounting Act*, c. C. 10, as amended, and any out-of-court consent order issuing thereunder.
- (i) The Corporation is authorized to publicize the objects and activities of the Corporation.

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 Society of Corporate and Commercial Relations
 Registrar of Companies and Charities
 Registrar of Companies and Charities
 Registrar of Companies and Charities

6. The names and residence addresses of the applicants:
 Nom et prénoms et adresse personnelle des requérants :

Name in full, including all first, middle names
 Nom et prénoms au complet

Residence address, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable)
 Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)

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See attached page 4a.

MAY 08 1998
 Canadian Intellectual Property Branch, Ministry of Consumer and Commercial Relations
 Office of the Public Guardian and Trustee
 This document is a preliminary document. It is not a final document. It is subject to change without notice.
 This document is accepted by the Public Guardian and Trustee.

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This application is executed in duplicate.
 La présente requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants

Smaya Marie Mfawu
 Susan Buchanan
 Lynn
 Muelisa Jean Mufjiwan Asi
 Murray Patrick Osawonemiki

6. The names and residence addresses of the applicants:

Name	Residence address
Sonya Marie Meawasige	995 Tilley Street Hanmer, Ontario P3P 1C4
Marilyn Joan Nadjiwan Rasi	42 Radcliffe Park Sudbury, Ontario P3E 5Y5
Susan Lynn Buchanan	297 Donald Street Sudbury, Ontario P3B 3T7
Mervyn Patrick Osawanimiki	102-147 Durham Street Sudbury, Ontario P3E 3M9

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BY-LAW NO.1

A by-law relating generally to the transaction of the affairs of:

SHKAGAMIK-KWE HEALTH CENTRE

The following as herein enacted in whole or in part shall be the Constitution of SHKAGAMIK-KWE HEALTH CENTRE.

ARTICLE 1: NAME

The name of the Corporation shall be SHKAGAMIK-KWE HEALTH CENTRE.

ARTICLE 2: DEFINITIONS

Hereinafter the terms:

1. "Corporation" shall be deemed to refer to SHKAGAMIK-KWE HEALTH CENTRE.
2. "Native" shall be defined as any person of Native ancestry.
3. "Members" shall be deemed to refer to any individual who has obtained membership in the Corporation.
4. "Director" shall be deemed to refer to a duly elected member or the Corporation Board of Directors.
5. "Board" shall be deemed to refer to the duly elected representatives from the membership who collectively constitute the Corporation Board of Directors.
6. "Gender" - words importing a singular number only shall, where by the content requires, include the plural and conversely words importing the male gender shall include the female.

ARTICLE 3: HEAD OFFICE

The Head Office of the Corporation shall be the Regional Municipality of Sudbury.

ARTICLE 4: SEAL

1. The seal of the Corporation shall be of such design as complies with government regulations.
2. The seal shall be affixed to all documents requiring execution under corporate seal, by such party or parties as, from time to time, may be authorized by the Board.

3. The seal shall be kept in charge of the Secretary or other persons appointed by the Board and shall be used as in this Constitution provided.

ARTICLE 5: AIMS AND OBJECTIVES

The objects for which the corporation is incorporated are:

- (a) To establish and operate one or more culturally based holistic health centres, dedicated to balanced and healthy lifestyles, in the Northeast Region of the Province of Ontario.
- (b) To do all such things as are incidental or conducive to the attainment of the objects and in particular:
 - (i) to provide medical, health and supportive services to the community with specific emphasis on the needs of the aboriginal people in the community;
 - (ii) to promote the healing and wellness of the aboriginal people in the community by providing culturally appropriate services, traditional healing programs, community health and education programs, and community outreach and development programs.
 - (iii) to acquire, accept, solicit or receive, by purchase, lease, loan, contract, donation, legacy, gift, grant, bequest or otherwise any kind of real or personal property including money; and to enter into and carry out agreements, contracts and undertakings incidental thereto;
 - (iv) to hold, manage, sell or convert any of the real or personal property from time to time owned by the Corporation, and to invest and reinvest any principal in such manner as may from time to time be determined by the directors;

- (v) to acquire by purchase, lease, devise, gift and other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose of any convey the same or any part thereof as may be considered advisable;
- (vi) to acquire, accept, solicit or receive any gift of real or personal property, either as an annual or other contribution or as an addition to the fund or funds of the Corporation;
- (vii) to enter into any arrangements with any authorities (public, academic or otherwise) or other persons that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority or person any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (viii) to employ and pay such medical practitioners, doctors, nurses, nursing assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary;
- (ix) to publicize the objects and activities of the Corporation.

ARTICLE 6: MEMBERSHIP

1. Any person, Corporation, partnership, or other legal entity, sympathetic to the aims and objective of the Corporation shall be eligible to apply for membership.
2. The Applicants for the incorporation of the Corporation shall be members thereof.
3. Applications for membership shall be approved by the Board, or by such other person or committee as the Board may delegate for this purpose.

4. Members are not entitled to vote at annual and other membership meetings during the first ninety days of their membership, or renewed membership in the case of a lapse in membership.
5. If membership dues are assessed by the Corporations, payment in full is required before an applicant becomes a member, and default in payment causes automatic loss of membership on the date of default. However, no dues shall be assessed that would impede the ability of disadvantaged person to become members.
6. Membership is not transferrable.
7. Members may resign in writing from the Corporations, but remain liable for any outstanding dues as of the date of resignation.
8. Members that are not present shall notify the Board in writing of the name of the person entitled to vote for that member at annual general membership meetings, who shall be known as that member's delegate, and may advise in writing of the name of an alternate delegate who shall be entitled to vote for that member in the absence of the delegate. Any such notice shall remain in effect unless superseded by a new notice in writing.

ARTICLE 7: BOARD OF DIRECTORS

1. The affairs of the Corporation shall be governed by a Board of up to 12 Directors, who are in good standing in the community, of whom no fewer than 75% must be of Native ancestry. The President shall be a person of Native ancestry. The smallest number that is larger than 50% of the members of the Board at any given moment shall be a quorum for conducting the affairs of the Corporation;
2. The following First Nation communities and organizations shall each be entitled to nominate one Aboriginal member to the Board of Directors:
 - (a) The Chief and Council of the Wahnapiatae First Nation;
 - (b) The Chief and Council of the Magnetawan First Nation;
 - (c) The Board of the N'Swakamok Native Friendship Centre;
 - (d) The Wabnode Institute at Cambrian College, or any successor organization to the same;

- (e) Laurentian University, or any successor organization to the same;
- (f) The Chief and Council of the Henvey Inlet First Nation;
- (g) Keynorth;
- (h) The Ontario Metis and Aboriginal Association, or any successor organization to the same.
- (i) Each organization entitled to nominate a member of the Board of Directors shall notify the Corporation in writing, within thirty (30) days, of the name of its nominee and may also notify the Corporation in writing of the name of an alternate, who shall be entitled to participate in the business of the Board in the absence of the nominee. Each such notice shall remain in effect unless superseded by a notice in writing. If any nominee misses more than three consecutive meetings without good cause, which is to be determined by the remaining members of the Board, or ceases in any other manner to be a member of the Board, the alternate shall replace the nominee on the Board. If there is no alternate, the organization shall be deemed to not have nominated a member of the Board and shall be asked in writing to nominate a member of the Board and, if it wishes, an alternate. A nominee may be an officer of the Corporation, but not an alternate, unless that alternate has replaced the nominee on the Board under this paragraph.
- (ii) If any organization entitled to nominate a member of the Board of Directors does not do so, or if it ceases to have a nominee on the Board for any reason, the Board shall not fill the vacancy, but instead the number of Directors shall be reduced until that organization nominates a member of the Board.
- (iii) The Board shall appoint an elder of Native ancestry to be a full member of the Board. The decision as to who is an elder is to be made by the Board. Should the elder cease to be a member of the Board, his/her position may be filled by the Board. The appointed elder shall remain on the Board of Directors unless he/she ceases to be

a member pursuant to another provision of these by-laws. The elder may, if he or she wishes, appoint an alternate by notice in writing to the Secretary, who shall be entitled to exercise all of the powers and privileges of the elder in his or her absence.

- (iv) There are to be three Board positions to be filled by election of the membership at an annual general meeting, or special meeting to be called for that purpose. All individuals who are members of the Corporation shall be eligible to be elected to these positions.
 - (v) At the first annual general meeting following adoption of these by-laws, or, at the discretion of the Board, at which these by-laws are adopted, the three elected community Board members shall decide who will sit for a three year term, a two year term, and for a one year term. Thereafter, at each annual general meeting or special meeting called for that purpose, the members shall elect one Board member to replace each outgoing Board member, for a three year term, and one Board member to replace any Board member whose position has become vacant since the prior meeting at which one or more Board members have been elected, for the completion of the term of the Board member whose position became vacant.
 - (vi) Vacancies in the elected positions of the Board may be filled by the Board until the next annual general meeting, or special meeting called for that purpose.
 - (vii) At no time may fewer than 75% of the Board consist of persons of Native ancestry. If the result of an election at an annual general meeting, or special meeting called for the purpose of electing a Board member or members, would violate this provision, this provision supersedes that election, and the person with the largest number of votes whose election would not violate this provision shall be elected in his or her stead.
3. Board members nominated by outside organizations need not seek the approval of those organizations before participating in Board discussions and votes.
 4. Any regular member of the Corporation, 18 years of age or older, who is not employed in some capacity by the

Corporation, full or part-time, or who does not have an immediate relative or business partner employed in some capacity by the Corporation full or part-time shall be eligible to be elected as a Director of the Corporation. This does not prevent Board members from entering into contracts for services with the Corporation except as paid staff.

5. The Board of Directors are empowered to make such decisions as are necessary for the proper management of the Corporation.
6. The Board may appoint honorary or ex-officio members to the Board to serve in an advisory capacity, but without voting rights at the meetings.
7.
 - (a) Any Director failing to attend a Board meeting must give notice prior to the meeting to the Board, stating the reason for his/her absence.
 - (b) Any Director failing to attend more than three (3) consecutive meetings of the Board shall, be removed from his/her position by the Board, unless the Board finds good reason for the missed meetings.
8. The office of a Director of the SHKAGAMIK-KWE HEALTH CENTRE shall be vacated:
 - (a) If he/she is found to be mentally incompetent or become of unsound mind, or ceases to be in good standing with the community.
 - (b) If by notice in writing to the Secretary of the Corporation he/she resigns his/her office.
 - (c) The members of the Corporation in general meeting, called for that purpose, may remove any Director before expiration of his/her term of office by resolution passed by at least two-thirds of the votes cast and may elect someone in his/her place for the remainder of his/her term of a majority of the votes cast. The Director shall be addressed in writing of the reason for his/her proposed removal reasonably prior to the meeting and shall be entitled to address the meeting before the removal vote.
9. Directors shall serve as such without enumeration and no Directors shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his duties.

10. Any Director who is directly or indirectly interested in a proposed contract of the Corporation shall declare his/her interest to the Board and refrain from voting on the matter.
11. No Director shall speak or write on behalf of the Corporation without prior authorization from the Board of Directors.
12. Every Director, officer or employer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf 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 be saved harmless out of the funds of the Corporation from and against:
 - (a) All costs, charges and expenses whatsoever which such Director, or officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect or any act, deed matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, provided that the acts complained of were committed in good faith.
 - (b) All other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
13. The following persons are not in good standing in the community:
 - (a) a person who has been convicted of an indictable offence within the previous three years;
 - (b) a person who has been convicted of a summary conviction offence within the previous two years;
 - (c) a person who has been convicted of a sexual offence or of an offence against a child within the previous five years, notwithstanding subparagraphs (a) and (b);
 - (d) a person currently on the Child Abuse Register for Ontario.

ARTICLE 8: MEETINGS OF BOARD OF DIRECTORS

1. The Directors shall meet at least once per month and may meet more often as the business of the Corporation may require.

2. The Directors shall determine the time and place of the Board's regular monthly meeting.
3. No formal notice of any regular scheduled meeting shall be required.
4. Special Directors meetings may be formally called by the President, Vice-President, or by the Secretary on the direction of the President, Vice-President or three Board members. Notice of any meeting or any irregularity in any meeting or in notice thereof may be waived by any Director.
5. Notice of Special Directors meetings shall be delivered, telephoned or sent by facsimile or electronic transmission to each Director not less than forty-eight hours before the meeting is to take place, but as a general rule every effort shall be made to give one week's notice to each Director. The Statutory Declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
6. A Directors meeting may also be held, without notice, immediately following the annual meeting of the Corporation.
7. The Directors may consider or transact any special or general business at any meeting of the Board.
8. The President shall normally preside at such meetings and in his/her absence, the Vice-President, however, if neither is present within 15 minutes after the appointed time of the meeting, the Director present shall choose a Chairman from their number.
9. A Director may participate at a meeting by video-conference, tele-conference, or in any other manner that gives him/her a full opportunity to hear and participate in the meeting.
10. The Board shall endeavour to reach consensus on all matters, but may, if consensus fails, decide by majority vote, with the Chairman entitled to a second vote in the event of a tie. No decisions shall be made on contentious issues without affording every person a chance to be heard. The Chairman may, upon request, allow for secret ballot, but is not required to do so. The minutes of the Board shall, once approved by the Board, be conclusively accepted as proof of the decisions of the Board.

ARTICLE 9: EXECUTIVE OFFICERS

1. Immediately following the election of the Board of Directors, the Board shall meet and elect, from among their own number, a President, a Vice-President, a Secretary and a Treasurer. The President and Vice-President must be of Native ancestry.
2. Duties of the President:
 - (a) The President shall preside as Chairman at all meetings of the Board, the Executive Committee or of the members of the Corporation that he/she attends.
 - (b) Shall enforce the observance of the Constitution and by-laws and exercise general care and superintendence of the affairs of the Corporation.
 - (c) Shall call meetings of the Board as required.
 - (d) Shall be one of those representing the Corporation in dealings or negotiation with other agencies of organizations, public or private.
 - (e) Shall be one of the signing officers for the Corporation.
 - (f) Any other functions as the Board may direct.
3. Duties of the Vice-President:
 - (a) The Vice-President shall, in the absence of the President, perform the duties of the President, and when so acting, shall have all the power and be subject to all the responsibilities of the President, including the signing authority.
 - (b) Shall assist the President in the performance of his/her duties.
 - (c) Any other functions as the Board may direct.
4. Duties of the Secretary:
 - (a) The Secretary shall keep minutes of all meetings of the Board the Executive Committee, the general annual and special meetings of the Corporation.
 - (b) Shall be responsible for carrying on official correspondence of the Corporation under the direction of the Board and the President.

- (c) Shall arrange for notice of meetings as prescribed elsewhere in these by-laws.
- (d) Shall ensure that the seal and any records, documents or papers belonging to the Corporation is housed properly at the Corporation.
- (e) Shall be responsible for maintaining the list of members of the Corporation under the direction of the Board.
- (f) Any other functions as the Board may direct.

5. Duties of the Treasurer:

- (a) The Treasurer shall be one of the signing officers.
- (b) Shall be responsible for the proper keeping of the books of account and such other records as may be required by law or as may be required by the Corporation.
- (c) Shall be responsible for the preparation of the financial report submitted to the annual meeting of members.
- (d) Shall ensure all monies paid to the Corporation are received and deposited in designated bank account.
- (e) Shall ensure books of account and financial records of the Corporation are kept and are made available to the auditor in time for the preparation of an annual audit.
- (f) Shall report all financial transactions of the preceding unreported period to each Board meeting.
- (g) Any other such function as the Board may direct.

ARTICLE 10: EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, Vice-President, Secretary and the Treasurer of the Corporation. The term of office for the Executive shall be from the close of one Annual Meeting until the close of the next Annual Meeting. Each member shall serve only so long as he/she shall remain a Director. The Board shall fill vacancies in the Executive Committee, however caused, from amongst the Board. The Person so appointed shall serve until the close of the next Annual Meeting.
2. It shall meet at the call of the President and shall consider all questions referred to it by the Board and may act for the Board between meetings or during any period when the Board is not in session.

3. At any meeting of the Executive Committee, a quorum shall comprise a majority of the members on the Committee at that time.
4. The minutes of the meeting of the Executive Committee shall be read in each case at the next succeeding meeting of the Board of Directors shall be open to question and ratification by the Board at that time.

ARTICLE 11: OTHER COMMITTEES

1. Committees of the Corporation may be struck by the Board of Directors, the members of which shall be approved by the Board.
2. The Board of Directors will adopt mandates, time frames and other procedural accords for Committees, Committees will have only the authority to recommend and must receive approval from the Board before their recommendations may be acted upon.

ARTICLE 12: GENERAL MEETINGS

1. (a) General meetings of the members of the Corporation shall be called by 2/3 majority of the Board, giving two weeks notice, to the members by mail, telephone, or facsimile or electronic transmission to the last address, phone number, facsimile transmission number, or electronic mail address, shown for him in the records of the Corporation.
(b) A general meeting may also be called by written request of at least 10% of the members of the Corporation, giving similar notice.
2. At all general meetings of the members of the Corporation at least 7 voting members of the Corporation that are not Board members shall constitute a quorum.
3. The President of the Board and in his/her absence, the Vice-President shall preside over general meetings of the Corporation, and if neither is present within 15 minutes after the appointed time of the meeting, the members present shall choose a Chairman from their number. The Chairman may adjourn the meeting with consent of the meeting.
4. All questions put to a general meeting of members shall be determined by the majority of votes cast and the Chairman presiding shall have a vote in the case of an equality of votes.

5. If a poll is demanded from the floor of the meeting or directed by the Chairman, it shall be taken by a show of hands or as the Chairman directs.
6. Each person who has been a member for at least 90 days, currently registered and not in arrears to the Corporation shall be eligible to vote at a general meeting of the Corporation.

ARTICLE 13: ANNUAL MEETINGS

1. The annual meeting of the Corporation shall be held within 90 days following the end of the fiscal year.
2. It shall be the duty of the Board to present at each meeting:
 - (a) A report on the previous year's activities and finances
 - (b) A report from the Executive Director if one has been employed.
 - (c) A report of the auditor.
3. The financial statement offered by the Board to the annual meeting shall cover the period from the previous statement and ending not more than three (3) months before such annual meeting and shall include a statement of profit and loss, a statement of surplus, and a balance sheet to the end of such period.
4. In other respects, the annual meeting shall be conducted as any general meeting of the members of the Corporation.
5. At such meetings any member shall have an opportunity to raise any matter relevant to the affairs of the Corporation.

ARTICLE 14: AUDITORS

1. The general membership shall at each annual meeting appoint an auditor to hold office for the following year and shall approve his/her enumeration for the period.
2. No person shall be appointed as auditor, who is a direct officer or employees of the Corporation.
3. The auditor shall have right of access at all times to all records, documents, books, and vouchers of the Corporation and is entitled to require from the Directors such information as in his/her opinion is necessary to enable him/her to report to the membership and is entitled to attend meetings of the Corporation and to be heard.

4. The auditor shall make a report to the membership at each annual meeting on the financial position and operation of the Corporation in its entirety and his/her report shall be open to inspection by any member.

ARTICLE 15: STAFF

1. The Board may employ an Executive Director and such other staff, full or part-time in order to further its aims and objectives upon such terms and to perform such functions as the Board may determine.
2. The Board of Directors upon employing any staff shall clearly identify the staff position responsibilities, reporting relationship, lines of authority and conditions of contract.
3. The Executive Director shall be responsible to the Board and shall effectively administer such responsibilities and duties the Board delegates to him/her. The Executive Director shall attend all meetings at the discretion of the Board and Committees, respectively but in attending shall have no vote.
4. Anyone employed by the Corporation in any capacity, full or part-time, may retain membership in the Corporation but shall not be eligible to vote on matters in which he/she retains a direct or indirect interest.

ARTICLE 16: EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation require two signatures, and shall be signed by either the President or Vice-President and by the Secretary, who shall affix the seal of the Corporation to such instruments as require the same.
2. Contract in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board. The Executive Director may not be authorized to enter into contracts with a monetary value exceeding \$5,000.00.
3. All contracts to be entered into, other than those in the ordinary course of the Corporation's business, shall be submitted to the Board of Directors for approval and, if approved, shall be signed in accordance with Article 17, item 1.
4. The President, or in the President's absence, the Vice-President, Secretary or Treasurer, or any persons from time to time designated by the Board of Directors may transfer any and

all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfer or acceptances of transfers, and may execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

5. Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation the Board of Directors may at any time by Resolutions direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE 17: FINANCE

1. There shall be four (4) persons named by the Board as signing officers, of which two (2) shall be required to sign any documents for the disbursement of funds. The signing officers shall include at least two of the President, the Treasurer, and the Executive Director, if there is one. In the absence of the President, the Vice-President shall assume this duty.
2. The books, accounts and records of the Treasurer shall be audited annually by a duly qualified accountant for submission to the Annual meeting of the Corporation following the end of the fiscal year.
3. By appointment with the Officer concerned, any books, accounts and records of the Corporation are available to the members of the Corporation for perusal.
4. The first of April to the Thirty-first of March shall be the fiscal year.
5. All monies or securities for money received by or on behalf of the Corporation shall forthwith be deposited to the credit of the Corporation in such financial institutions as the Board of Directors may from time to time direct.
6. The Board of Directors, by a 2/3 majority may:
 - (a) borrow money on the credit of the Corporation or
 - (b) charge, mortgage, or pledge all or any of the real or personal property of the Corporation, including book

debts, rights, power, franchises and undertakings to secure any securities on any money borrowed, or other debt, or any other obligation or liability of the Corporation; or

(c) conduct lotteries.

7. The Board of Directors may cause any funds of the Corporation not immediately required for its purposes to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario and sell, transfer and assign such investments from time to time, for which purpose the signature of any two signing officers of the Corporation shall be sufficient.

ARTICLE 18: AMENDMENTS

1. This By-law shall go into effect when adopted at a general or annual meeting of the members of the Corporation by two-thirds of the votes cast.
2. This By-law may be amended by affirmative vote of two-thirds of the Board of Directors, but such amendment shall not have force and effect until confirmed by 2/3 majority of the votes cast at a general or an annual meeting of the members of the Corporation.
3. Notice of a proposed amendment to this By-law shall be sent in writing 30 day prior to a general or annual meeting to all members, by mail, facsimile, or electronic transmission, or by publication in a newspaper with adequate circulation in the Regional Municipality of Sudbury, which includes at the present time, Garson, Hanmer, Val Caron, Copper Cliff, Walden, Chelmsford, Coniston, Azilda, and Capreol, and in addition adequate circulation be provided to Wahnapiatae First Nation, Henvey Inlet First Nation and Magnetewan First Nation, to make it likely that it will come to the attention of all members.