



National Association  
of Friendship Centres

Association nationale  
des centres d'amitié

# **BYLAWS**

Adopted: July 26 2022

Adopted July 26, 2022

# Table of Contents

- Article 1 – Registered Office**..... 6
  - Section 1 – Location of registered office ..... 6
- Article 2 - Amendment of By-laws**..... 6
  - Section 1 – Changes to bylaws..... 6
  - Section 2 – Notice for changes to bylaws by Member..... 6
  - Section 3 – Notice for changes to bylaws when initiated by Board..... 6
- Article 3 – Membership**..... 6
  - Section 1 – Classes of Membership ..... 6
  - Section 2 – Application for Membership .....7
  - Section 3 – Granting Membership..... 8
  - Section 4 – NAFC Code of Ethics..... 8
  - Section 5 – NAFC Dispute Resolution ..... 8
- Article 4 - Membership Fees** ..... 9
  - Section 1 – Amount..... 9
  - Section 2 – Due date ..... 9
  - Section 3 – Suspended members ineligible to vote ..... 9
  - Section 4 – Membership applicants pay membership fees for fiscal year accepted..... 9
- Article 5 - Annual Meetings** ..... 9
  - Section 1 – Time of Annual Meetings ..... 9
  - Section 2 - Notice ..... 9
  - Section 3 – Statement in Notice ..... 10
  - Section 4 – Notice of any Special Business ..... 10
  - Section 5 - Delegates ..... 10
  - Section 6 – Rules of Procedure at annual meeting ..... 10
  - Section 7 – Report on number of delegates at commencement of any meeting ..... 10
  - Section 8 – Business at annual meeting ..... 10
  - Section 9 – Rules of Procedure at any meeting of members ..... 11
  - Section 10 – Entitlement to participate ..... 11
- Article 6 - The Senate** ..... 11
  - Section 1 - Purpose ..... 11
  - Section 2 – Eligibility..... 11

Section 3 – Responsibilities .....	12
Section 4 – Process.....	12
Section 5 – Term.....	13
<b>Article 7 - Board of Directors.....</b>	<b>13</b>
Section 1 - Role .....	13
Section 2 - Nominations .....	13
Section 3 – Youth Council Nomination .....	14
Section 4 – Nominations submitted in prescribed form .....	14
Section 5 - Process.....	14
Section 6 - Term .....	14
Section 7 - Disqualification .....	14
Section 8 - Vacancies .....	15
Section 9 - Meetings .....	15
Section 10 - Quorum.....	15
Section 11 - Notice .....	15
Section 12 – Rules of Procedure .....	15
Section 13 - Compensation .....	15
Section 14 - Meetings.....	16
Section 15 – Tabling items.....	16
Section 16 - Delegation.....	16
Section 17 - Committees.....	16
Section 18 – Vacancy shall not invalidate business.....	16
Section 19 – Participation and Quorum.....	16
<b>Article 8 - Duties of the Board of Directors .....</b>	<b>16</b>
Section 1 - Duties.....	16
<b>Article 9 - Executive Committee.....</b>	<b>17</b>
Section 1 - Duties.....	17
Section 2 - Powers.....	17
Section 3 - Quorum.....	17
Section 4 - Composition .....	17
Section 5 – Regional requirement.....	17
Section 6 – Term commencement.....	17

Section 7 – Removal for absence.....	17
Section 8 – Disqualification.....	18
Section 9 - Vacancy.....	18
Section 10 – Calling a meeting.....	18
<b>Article 10 - Officers.....</b>	<b>18</b>
Section 1 - President.....	18
Section 2 – Vice President.....	18
Section 3 - Secretary.....	19
Section 4 - Treasurer.....	19
Section 5 – Youth Executive.....	19
Section 6 – Chief Executive.....	20
<b>Article 11 - NAFC Youth Council.....</b>	<b>20</b>
Section 1 - Members.....	20
Section 2 - Structure.....	20
Section 3 - Duties.....	20
Section 4 - Responsibility.....	21
Section 5 - Composition.....	21
Section 6 - Responsibilities.....	21
Section 7 – Polices and Procedures.....	21
Section 8 – Term commencement.....	21
Section 9 – Adherence to policies.....	22
<b>Article 12 - Error or Omission - Notice.....</b>	<b>22</b>
Section 1 - Notice.....	22
<b>Article 13 - Committees.....</b>	<b>22</b>
Section 1 – Establishing committees.....	22
Section 2 - Duties.....	22
Section 3 – Compliance with policies and procedures.....	22
<b>Article 14 - Staff.....</b>	<b>22</b>
<b>Article 15 - Legal Protection of Directors and Officers.....</b>	<b>22</b>
Section 1 - Indemnity.....	22
Section 2 - Costs.....	23
Section 3 - Exceptions.....	23

Section 4 – Association indemnification of individual.....	23
Section 5 - Circumstance.....	23
Section 6 – Liability insurance.....	23
Section 7 – Remuneration or Compensation .....	23
<b>Article 16 - Conflict of Interest.....</b>	<b>24</b>
Section 1 – No vote if in conflict of interest.....	24
Section 2 – Conflict of Interest.....	24
Section 3 - Exception .....	24
Section 4 – When resignation may be required.....	24
<b>Article 17 - Finance and Borrowing Powers .....</b>	<b>24</b>
Section 1 - Trust.....	24
<b>Article 18 - Public Accountant.....</b>	<b>25</b>
Section 1 - Appointment .....	25
Section 2 – Appointment by board in the event of resignation, disqualification or death .....	25
Section 3 - Indigeneity.....	25
<b>Article 19 - Financial Year.....</b>	<b>25</b>
Section 1 – Financial year .....	25
<b>Article 20 - Signature and Certification of Documents .....</b>	<b>25</b>
Section 1 – Two signatures required .....	25
Section 2 - Definition.....	25
<b>Article 21- Interpretation/Definitions.....</b>	<b>26</b>
Section 1 - Interpretation .....	26
Section 2 - Definitions.....	26

BE IT ENACTED as a by-law of the National Association of Friendship Centres (the “Association”), as follows:

## **Article 1 – Registered Office**

### **Section 1 – Location of registered office**

The registered office of the Association is to be situated in the City of Ottawa, in the Province of Ontario.

## **Article 2 - Amendment of By-laws**

### **Section 1 – Changes to bylaws**

The by-laws of the Association may be augmented, amended or repealed by resolution of the Board of Directors sanctioned by an affirmative vote of not less than two-thirds (2/3) of the delegates present and entitled to vote at an annual meeting or a special meeting of the members convened for the purpose of considering such a resolution, or may be similarly augmented, amended or repealed at an annual or special meeting of the members by resolution passed by an affirmative vote of not less than two-thirds (2/3) of the delegates present and entitled to vote.

### **Section 2 – Notice for changes to bylaws by Member**

Where augmentation, amendment, or repeal of the by-laws of the Association is to be proposed by a member of the Association, a notice of motion incorporating the text of the proposal shall be submitted to the Board of Directors not less than ninety (90) days and not more than one hundred and fifty (150) days before the anniversary of the previous annual meeting of members.

The Board of Directors may elect to convene a special meeting of members to consider such a motion, but such special meeting shall not be convened sooner than sixty (60) days following the receipt of the motion by the Board of Directors, and if the Board of Directors elects to convene a special meeting of members, a copy of the notice of motion shall be forwarded by the Board of Directors to each member of the Association in accordance with Article 5, Section 4.

### **Section 3 – Notice for changes to bylaws when initiated by Board**

Where augmentation, amendment, or repeal of the by-laws of the Association has been initiated by the Board of Directors by resolution, the text of any such resolution shall be forwarded to each member of the Association in accordance with Article 5, Section 2.

## **Article 3 – Membership**

### **Section 1 – Classes of Membership**

There shall be one (1) class of membership in the Association, which shall be made up of those Friendship Centres and Provincial/Territorial Associations who meet the following eligibility criteria and whose application for membership has been approved by the Board of Directors of the Association:

1. A Friendship Centre:

- a. Must be an autonomous urban Indigenous non-profit and community-based organization providing services or programmes for all people in accordance with the Association's Code of Ethics.
  - b. Must be duly incorporated under the laws of the province or territory in which it is situated.
  - c. Must pay an annual membership fee as defined in Article 4.
  - d. May, from time to time, provide the Association with information for advocacy and policy development purposes.
  - e. Must meet Friendship Centre criteria as developed and implemented by the NAFC.
2. A Provincial/Territorial Association:
- a. Must be duly incorporated under the laws of the province or territory in which it is situated.
  - b. Must pay an annual membership fee as defined in Article 4.
  - c. May, from time to time, provide the Association with information for advocacy and policy development purposes.
  - d. Must have the majority (50% plus 1) of Friendship Centres in the province or territory as members.

## Section 2 – Application for Membership

Organizations seeking membership in the Association shall do so by providing a written application to the Board of Directors. This written application shall contain at least the following information:

1. An organization seeking to become a Friendship Centre must provide:
  - a. Articles of Incorporation, or equivalent evidence of incorporation, confirming incorporation for a period of at least one year under the laws of the province or territory in which it is situated.
  - b. A resolution from the Board of Directors of the organization requesting membership in the Association.
  - c. A community profile describing the community and its needs.
  - d. Copies of the organization's by-laws.
  - e. A detailed history of the organization including start up date, membership list, programs, services, funding sources and other relevant information.
  - f. Letters of support from, including but not limited to, the Provincial/Territorial Association, Indigenous persons and organizations in the relevant communities.
  - g. Must pay an annual membership fee as defined in Article 4.
  - h. Must demonstrate financial stability and sustainability based upon audited financial statements or, if the applicant is not legally required to have audited financial statements, financial statements acceptable to the Board of Directors of the Association, acting reasonably.

2. An organization seeking to become a Provincial/Territorial Association must provide:
  - a. Articles of Incorporation confirming incorporation for a period of at least one year under the laws of the province or territory in which it is situated.
  - b. A Resolution from the Board of Directors of the Friendship Centres within the province or territory supporting membership in the organization.
  - c. A provincial or territorial profile describing the region and its needs.
  - d. Copies of the organization's by-laws.
  - e. A detailed history of the organization including start up date, programs, services, funding sources and other relevant information.
  - f. Letters of support from, including but not limited to, Indigenous persons and organizations in the relevant communities.
  - g. Must pay an annual membership fee as defined in Article 4.
  - h. Must demonstrate financial stability and accountability based upon audited financial statements or, if the applicant is not legally required to have audited financial statements, financial statements acceptable to the Board of Directors of the Association, acting reasonably.

### Section 3 – Granting Membership

Organizations seeking to become Friendship Centres or Provincial/Territorial Associations will be granted membership in the Association by a two-thirds (2/3) majority vote of the Board of Directors at its next regular meeting after having received such application and will notify the applicant, in writing, of its decision in this regard.

The effective date of such membership shall be the date of the board resolution, or as otherwise determined as by the board.

### Section 4 – NAFC Code of Ethics

All member Friendship Centres and Provincial/Territorial Associations shall adopt or operate in a manner consistent with the NAFC Code of Ethics. Failure to comply may result in the suspension or expulsion of such member in accordance with the NAFC's Dispute Resolution process.

### Section 5 – NAFC Dispute Resolution

Subject to and in accordance with the NAFC Dispute Resolution Process, the NAFC Board of Directors shall have the power to suspend the membership of a member Friendship Centre and Provincial/Territorial Association.

Subject to and in accordance with the NAFC Dispute Resolution Process, the member Friendship Centres and Provincial/Territorial Associations shall have the power to expel the membership of a member Friendship Centre and Provincial/Territorial Association when recommended by the NAFC Board of Directors.

All member Friendship Centres and Provincial/Territorial Associations shall have access to an NAFC Dispute Resolution Process, as developed and amended from time to time.



However, the NAFC Dispute Resolution Process shall include the following at the very minimum:

- a) those affected by a decision be given prior notice that a decision is about to be made or some action taken;
- b) that any case to be met is disclosed to the member or former member affected; and
- c) that some reasonable opportunity be provided to the affected person for participation in the decision.

## **Article 4 - Membership Fees**

### **Section 1 – Amount**

The annual membership fee for each member shall be such amount as determined by the NAFC Board of Directors may determine from time to time.

### **Section 2 – Due date**

Annual membership fees shall be due and payable not later than the 30<sup>th</sup> of June in each year. If said fees are not paid, the member in default shall automatically be suspended from the Association until such time as the fees are paid.

### **Section 3 – Suspended members ineligible to vote**

A Friendship Centre or Provincial/Territorial Association that is suspended shall be ineligible to vote at the regularly scheduled annual meeting or special meetings of the membership.

### **Section 4 – Membership applicants pay membership fees for fiscal year accepted**

Membership applicants shall pay the membership fees for the fiscal year in which they are accepted as members.

## **Article 5 - Annual Meetings**

### **Section 1 – Time of Annual Meetings**

There shall be an annual meeting of the members of the Association held each calendar year, provided that the annual meeting shall not be held no sooner than June 1<sup>st</sup> and no later than the earlier of: September 30<sup>th</sup> or 15 months after the last preceding annual meeting.

### **Section 2 - Notice**

Notice of the time and place of an annual meeting of members shall be given to each member who, at the close of business on the record date for notice or if no record date for the notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- a) by mail, courier or personal delivery to each such member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

- b) by telephonic, electronic or other communication facility to each such member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

### Section 3 – Statement in Notice

Notice of any annual meeting shall include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the Canada Not-for-profit Corporations Act (the “Act”), are available at the registered office of the Association and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

### Section 4 – Notice of any Special Business

Notice of any annual meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting that requires approval by a two-thirds (2/3) majority vote. For purposes of this Section, all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant’s report, election of Directors and re-appointment of the incumbent public accountant, is “special business”.

### Section 5 - Delegates

Each member of the Association shall be entitled to name not more than

- a) two (2) adult delegates; and
- b) one (1) youth delegate who is no younger than eighteen (18) years of age and no older than twenty-six (26) years of age

to attend the annual meeting of the Association, each of whom shall be entitled to attend all sessions of the meeting.

### Section 6 – Rules of Procedure at annual meeting

All annual meeting delegates shall abide by the NAFC Rules of Procedure policy.

### Section 7 – Report on number of delegates at commencement of any meeting

At the commencement of any meeting, the Chairperson shall receive from the Secretary of the Association, a report of the number of delegates whose credentials have been approved, and a majority of this number shall determine the quorum for the remaining sessions of the meetings, without regard to any subsequent change in the number of delegates attending the sessions.

### Section 8 – Business at annual meeting

Business at the annual meeting shall consist of receiving and considering reports from the Board of Directors, the audited financial statement from the public accountant, electing the directors and members of the Executive Committee, appointing the public accountant for the year and transacting any other business which, by law, ought to be transacted at an

annual meeting or such other business as may be properly placed on the agenda for consideration.

Any special business considered at the annual meeting shall be in accordance with the NAFC's Rules of Procedure.

#### Section 9 – Rules of Procedure at any meeting of members

Except where inconsistent with the Act, or this by-law, the most current edition of the NAFC Rules of Procedure shall govern proceedings at any meeting of any members of the Association.

The membership must be given reasonable notice of any changes to the Rules of Procedure or such other notice as may be provided by the Rules of Procedure Policy.

#### Section 10 – Entitlement to participate

Any person entitled to attend a meeting of members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such means.

A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the members at the meeting.

Unless a ballot is demanded, each vote cast by a member participating by telephonic, electronic, or other communication facility shall be recorded in the minutes by the Secretary. Where a ballot is demanded, each vote cast by a member shall be gathered in a manner that permits:

- a) its subsequent verification, and
- b) the tallied votes to be presented to the Corporation without it being possible for the Association to identify how each member voted.

### Article 6 - The Senate

#### Section 1 - Purpose

The purpose of the Association's Senate shall be to contribute to the NAFC by recognizing and honouring contributions; sharing corporate memories; provide, as requested, traditional and political support.

#### Section 2 – Eligibility

Senators shall be individuals who meet the following eligibility criteria:

- a) Must be an Indigenous person.

- b) The individual must be able to demonstrate that they have contributed to the Friendship Centre Movement at a local, provincial/territorial as relevant and national level.
- c) Anyone currently employed by a Friendship Centre, Provincial/Territorial Associations or the Association shall not be eligible.
- d) Senators are representatives of the whole Friendship Centre Movement including Friendship Centres, Provincial/Territorial Associations, and the Association.
- e) Senators must be in reasonably good health which allows them to travel and to contribute to the discussion on issues.
- f) There shall be two (2) categories of Senators: Active and Non-Active. Non-Active Senators are those who are unable to fulfill their obligations due to health or other reasons for a period of two (2) years or as determined by the Senate on a case-by-case basis.
- g) The Senate shall be comprised of not more than thirteen (13) members that are representative of the Provinces and Territories.

### Section 3 – Responsibilities

- a) The Senate is directly responsible to uphold the Code of Ethics and ensure its relevancy.
- b) The Senate is responsible for providing support to the general assembly, the Youth Forum, the Indigenous Youth Council, the Board of Directors, and the leadership of the Association.
- c) The Senate shall, individually and as a collective, address issues from a national perspective and treat all members of the Association equally.
- d) The Senate may be called upon to provide formal and informal attendance at various honorary events in terms of representing the Friendship Centre Movement at meetings, conferences, ceremonies related to local Friendship Centres, PTA's, the Association itself in celebrating our events, history, and development.
- e) The Senate may be called upon to support traditional practices throughout the Movement.
- f) The Senate may be called upon to support the political activities of the Friendship Centre Movement as requested.
- g) Senators may also be involved in supporting the Friendship Centre Movement in terms of communicating history and corporate memories related to the development of the Movement.
- h) Senators shall establish appropriate policies and procedures to fulfill their functions.
- i) Senators shall positively promote the Friendship Centre Movement.

### Section 4 – Process

The process for selecting Senators shall be as follows:

- a) Nominations to the Senate can be made at any time vacancies occur either by:
  - i. A nomination from a Provincial/Territorial Association;
  - ii. A nomination from a minimum of five (5) Friendship Centres.

- b) The nomination shall be tabled with the Senate.
- c) Once a nomination is made, the following process will take place:
- d) The Senate will ensure that all eligibility criteria are met and that a vacancy exists;
- e) Senate members shall be appointed with a view to ensuring fair geographical balance.
- f) The Senate will consult with the province or territory from which the nominated person is situated in order to receive their recommendation (if not nominated by a Provincial/Territorial Association);
- g) Upon approval by the Senate, the nomination shall be tabled for ratification at the next annual general meeting;
- h) Once an appointment has been ratified, the Senate member immediately assumes responsibility for the position.

### Section 5 – Term

The term of appointment shall be as follows:

- a) Senate members shall serve a life term as active or non-active members.
- b) An active Senator will serve as a Senate member for as long as they are able and available to carry out the duties as previously outlined and continue to support the objectives of the Friendship Centres or Provincial/Territorial Associations.
- c) Non-Active Senators are those who are unable to fulfill their obligations due to health or other reasons for a period of two (2) years or as determined by the Senate on a case-by-case basis.

## Article 7 - Board of Directors

### Section 1 - Role

Subject to the Act, the Articles and any unanimous member agreement, the Board of Directors shall manage or supervise the management of the activities and affairs of the Association. The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the Board of Directors to determine the number of Directors, by resolution of the Board of Directors.

### Section 2 - Nominations

The members in each of the following eleven (11) regions may, within their respective regions and in accordance with any Nominations Policy, nominate one (1) individual to be elected as a Director:

- a) British Columbia;
- b) Alberta;
- c) Saskatchewan;
- d) Manitoba;
- e) Ontario;
- f) Quebec;

- g) New Brunswick;
- h) Nova Scotia;
- i) Newfoundland and Labrador;
- j) Yukon Territory; and
- k) Northwest Territories and Nunavut

### Section 3 – Youth Council Nomination

The NAFC Youth Council shall nominate one (1) individual to be elected as a Director, who in that capacity, shall be the National Youth Representative to the Board of Directors.

### Section 4 – Nominations submitted in prescribed form

Nominations shall be submitted in the form prescribed by the Board of Directors and shall be subject to the Indigeneity Policy and Nominations Policy, if any.

Up to two (2) Directors on the NAFC Board of Directors may be non-Indigenous, but in all cases a minimum of 85% of all Directors shall be Indigenous.

### Section 5 - Process

The Secretary shall prepare a slate consisting of the nominees identified under Sections 2 to 4 above, together with the nominees for the five (5) Directors who shall also hold the five (5) positions on the Executive Committee scheduled for election for that particular upcoming annual meeting, obtained pursuant to Article 7, Section 4, which shall be provided to the Board of Directors for inclusion in the notice of the upcoming annual meeting of the members. For greater certainty, the slate of nominees developed pursuant to Article 7, Sections 2-4, of this by-law to be presented to the members shall be final and there shall be no nominations from the floor of any members' meetings provided that nominations from the floor of members' meetings may be made in connection with Executive Committee positions.

### Section 6 - Term

Directors who are not members of the Executive Committee shall serve from the date of the annual meeting at which they are elected until the later of the end of the next annual meeting or until their successors are elected, unless sooner removed.

### Section 7 - Disqualification

A Director is disqualified from being a Director and shall automatically vacate their position if:

- a) they violate any of the policies related to the ethical conduct or qualifications of the Board, including the Code of Ethics as amended from time to time;
- b) they have been convicted of an indictable offence prior to becoming a director or during their course of being a director is ineligible to serve on the Board of Directors unless otherwise determined by the Executive Committee;
- c) they resign from office by written notification to the Secretary or, in their absence, to the Executive Director of the Association;

- d) at a special meeting of the members of the Association a resolution is passed by not less than a majority of the delegates present and entitled to vote that they be removed from office;
- e) they die;
- f) they have the status of bankrupt; or
- g) they are declared incapable by a court in Canada or in another country.

Upon ceasing to be a Director, an Executive Committee member ceases to be an officer, including members of the Executive Committee.

### Section 8 - Vacancies

In the event of a vacancy on the Board of Directors by a person who is not a member of the Executive Committee, the members in the region or, as applicable, the NAFC Youth Council, who nominated the Director who has vacated office shall be notified in writing by e-mail or registered mail by the Board of Directors and shall be invited to name a replacement nominee for the balance of the term of the Director who has vacated office. The Board of Directors shall appoint that nominee to the Board of Directors for the balance of the term.

### Section 9 - Meetings

The Board of Directors shall have a regular meeting once in each quarter of the financial year, and in addition thereto may meet as often as the business of the Association may require. Such additional meetings will be known as special meetings of the Board of Directors. A special meeting of the Board of Directors may be called by the President, or in their absence, the Executive Director upon written request of not less than five (5) Directors.

### Section 10 - Quorum

A quorum for the transaction of any business at a meeting of the Board of Directors shall be a majority of the Directors of the Association at the time of the meeting.

### Section 11 - Notice

Notice of all meetings of the Board of Directors and the Executive Committee shall be mailed, or electronically mailed to each Director at their current address of record not less than twenty-one (21) days before the date of such meeting.

### Section 12 – Rules of Procedure

Unless otherwise specified in the Act, this by-law, or any rules of procedure adopted by the Board of Directors, the proceedings at any meeting of the Board of Directors shall be the same as those governing meetings of the members of the Association.

### Section 13 - Compensation

Directors of the Association shall serve without compensation. No Director shall be entitled to any profit or, to reimbursement for any wages lost in the performance of their duties. Reasonable expenses incurred by a Director in the performance of their duties may be reimbursed.

### Section 14 - Meetings

Meetings of the Board of Directors shall be held at such time and place as may be determined by the President of the Association.

### Section 15 – Tabling items

No agenda item shall be tabled for more than one (1) regular Board of Directors meeting.

### Section 16 - Delegation

Any motion not specifically directed to a Committee or, to a Director, staff or third party shall be delegated to the Executive Committee for action.

### Section 17 - Committees

Committees are referred matters for review, research or recommendation and shall report findings to the Board of Directors for further action.

### Section 18 – Vacancy shall not invalidate business

A vacancy on the Board of Directors shall not invalidate any business transacted at any meeting held during the period of such vacancy provided that a quorum of Directors remains in office.

### Section 19 – Participation and Quorum

If all members of the Board of Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion.

Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Board of Directors at the meeting. Each vote cast by a Director participating by telephonic, electronic or other communications facilities shall be recorded in the minutes by the Secretary.

## Article 8 - Duties of the Board of Directors

### Section 1 - Duties

Every Director and Officer of NAFC in exercising their powers and discharging their duties shall:

- a) act honestly and in good faith with a view to the best interests of the corporation;  
and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Directors shall abide by the Association's Code of Ethics and NAFC's Board of Directors' Handbook.



## Article 9 - Executive Committee

### Section 1 - Duties

The Executive Committee has a duty to comply with this By-law and the policies or approved by the Board of Directors. The Executive Committee shall have all the powers and authority of the Association between regular meetings of the Board of Directors, except the authority to:

- a) submit to the members any question or matter requiring the approval of members;
- b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c) issue debt obligations except as authorized by the directors;
- d) approve any financial statements referred to in section 172 of the Act;
- e) adopt, amend or repeal by-laws; or
- f) establish contributions to be made, or dues to be paid, by members under section 30 of the Act.

All decisions of the Executive Committee must be ratified by the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

### Section 2 - Powers

Subject to the limitations listed in Article 10, section 1, the Executive Committee shall work towards ensuring that all Association resolutions and motions are accomplished and shall periodically review the progress made on such resolutions or motions.

### Section 3 - Quorum

The quorum of the Executive Committee shall consist of three (3) of the five (5) Executive Committee members plus the Executive Director of the Association.

### Section 4 - Composition

The Executive Committee of the Association shall be composed of the President, Vice-President, Secretary, Treasurer and Youth Executive member. Each member of the Executive Committee shall be a Director of the Association and an Indigenous person.

### Section 5 – Regional requirement

No Friendship Centre or Provincial/Territorial Association shall have more than one (1) member on the Executive Committee of the Association at any one time, excepting the Youth Executive member.

### Section 6 – Term commencement

Members of the Executive Committee shall serve from the conclusion of the annual meeting at which they were elected until the later of completion of the second annual meeting thereafter or their successors are elected, unless sooner removed.

### Section 7 – Removal for absence

An Executive Committee member failing to attend two (2) consecutive regular meetings of the Executive Committee without valid reason may be removed from their position on the Executive Committee by the Board of Directors.

## Section 8 – Disqualification

An individual shall cease to be a member of the Executive Committee if:

- a) they resign from office by written notification to the Secretary or, in their absence, the Executive Director of the Association;
- b) at a meeting of the Association a resolution is passed by not less than a majority of the Board of Directors that they be removed from office;
- c) they die;
- d) they become bankrupt;
- e) they are declared incompetent by a court in Canada or in another country; or
- f) they cease to be a Director.

## Section 9 - Vacancy

In the event of a vacancy on the Executive Committee, whether caused by removal, resignation or any other reason, the Board of Directors may fill such vacancy for the remainder of the applicable term of office from among the Board of Directors. When the Board of Directors fills such a vacancy with a Director not then already on the Executive Committee, such action shall be deemed to create a vacancy pursuant to Article 8, Section 8 which shall be filled in accordance with that section.

## Section 10 – Calling a meeting

A meeting of the Executive Committee may be called by the Executive Director on the request/approval of not less than three (3) Executive Committee members. Article 5, Section 10 shall apply to meetings of the Executive Committee.

## Article 10 - Officers

### Section 1 - President

The President shall preside as Chairperson at all meetings of the Association, unless they appoint a designate. The President shall be an ex-officio member of all standing and ad-hoc committees and:

- a) shall ensure that each member of the Executive Committee is performing tasks required of such committee member.
- b) shall act as the spokesperson for the Association to government and direct other board members, Executive Committee members and staff on the positions, which they may convey on behalf of the Association.
- c) shall be responsible for performing other such duties as deemed necessary from time to time by the Board of Directors.
- d) shall be expected to provide reports at board meetings and the annual meeting.

### Section 2 – Vice President

The Vice-President shall:

- a) act in the capacity of the President of the Association with all powers and authority of that office, in the absence of the President or when the President is unable or unwilling to act.

- b) under the direction of the President, shall ensure full and timely liaison with relevant government departments and organizations.
- c) under the direction of the President, shall engage in such negotiations with organizations or government as are deemed necessary and expedient by the Board of Directors.
- d) act as the direct liaison between the Senate and the Executive Committee.
- e) undertake such other duties and perform such tasks as are delegated to him/her by the President.

### Section 3 - Secretary

The Secretary shall:

- a) ensure that minutes are kept for all meetings of the Association and all meetings of the Board of Directors.
- b) ensure the safekeeping of all documents of the Association.
- c) ensure that all personnel, finance, communications policies are established and maintained.
- d) develop and maintain the Code of Ethics for the Association.
- e) ensure all notices, correspondence or other material required by the governing documents of the Association are distributed and filed in an appropriate and timely manner.
- f) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

### Section 4 - Treasurer

The Treasurer shall:

- a) receive and deposit all monies paid to the Association into in such bank accounts as the Board of Directors may determine.
- b) ensure the keeping of all books of the account of the Association and make same available to the public accountant in time for preparation of the annual audit.
- c) prepare a financial report for the financial year last ending prior to each annual meeting for presentation to the members of the Association at the annual meeting, together with the audited financial statement.
- d) monitor all financial transactions of the Association on a regular basis.
- e) present all quarterly financial statements at regular meetings of the Board of Directors.
- f) present an operational budget to the Board of Directors prior to the start of each financial year.
- g) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

### Section 5 – Youth Executive

The Executive Youth member shall:

- a) serve as an ex-officio member of all standing and ad-hoc committees of the Association, where constituted by the Board of Directors or the members.
- b) be the direct liaison between the Executive Committee and the Indigenous Youth Council.
- c) serve as a voting member of the Indigenous Youth Council and attend council meetings and adhere to Indigenous Youth Council policy and procedures, in addition to their responsibilities.
- d) discuss, voice concerns and advocate for Indigenous Youth living in an urban environment.
- e) provide representation for Indigenous Youth living in an urban environment at a national level.
- f) discharge any such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

### Section 6 – Chief Executive

The Association’s chief executive shall be known as the Executive Director. The Executive Director shall:

- a) be appointed and hired by the Board.
- b) have charge and control over the Association’s activities and property, shall direct the work of all of its employees, and shall attend all meetings of the Board, the Members, and any committee of the Association at the request of the Board or the President.
- c) make periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction.
- d) be responsible for all employee matters, including hiring, and termination (if necessary).

## Article 11 - NAFC Youth Council

### Section 1 - Members

Membership to the Youth Council shall be open to those Youth delegates between the ages of fourteen (14) to twenty-six (26) who are members or staff of Friendship Centres that are members of the Association.

### Section 2 - Structure

The Youth Council will be structured consistent with the Association’s Board of Directors, as outlined in Article 7, unless otherwise specified in the governing documents of the Youth Council.

### Section 3 - Duties

The Councillors of the Youth Council will have additional duties as follows:

- a) That in order to qualify as a Councillor, they shall be and continue to be throughout their term of office a member of the Youth Council as defined in Article 11, Section 1. In the event that a Councillor should lose their qualification after appointment by

virtue of ceasing to be for whatever reason, a member or staff of the Association, they may be confirmed in office by the Youth Council.

- b) A Council member of the Executive Committee of the Board of Councillors shall vacate their position if they resigned from their office by delivering a written resignation to the Secretary of the Youth Council: and in case where the Secretary of the Youth Council resigns from their office, they shall deliver a written resignation to the President of the Youth Council.
- c) A council member of the Executive Committee of the Board of Councillors shall vacate their position if they surpasses the age of twenty-six (26), however, they will be able to retain their office until the next annual National Youth Forum of the Youth Council.

#### Section 4 - Responsibility

The Youth Council shall be formally involved and provide input on all issues to the Association's Board of Directors and membership.

#### Section 5 - Composition

The Youth Council represents a cross-section of Urban Indigenous Youth within the Friendship Centre Movement.

The Youth Council shall be, following the election of the applicable nominees as Directors, represented at the Board of Directors by the National Youth Representative and Youth Executive member.

#### Section 6 - Responsibilities

Responsibilities of the Youth Council shall be as follows:

- a) to bring together Urban Indigenous Youth from across Canada, to consult with Elders and other resource people regarding concerns of Youth.
- b) to discuss, voice concerns and advocate for Urban Indigenous Youth.
- c) to promote and enhance cultural awareness and the identity of Urban Indigenous Youth.
- d) to provide representation for Urban Indigenous Youth at a national level.

#### Section 7 – Policies and Procedures

The NAFC Youth Council shall determine an appropriate name, develop and implement appropriate Policies and Procedures to govern their: Structure; Attendance; Notice of Meetings, Distribution of work, and other necessary policies to fulfill their mandate.

The NAFC will advise and support the Youth Council to meet their mandate.

#### Section 8 – Term commencement

Election to the Youth Council shall be made at the Annual National Youth Forum and those Council members, including the Executive Committee shall serve from the end of the annual meeting following the annual National Youth Forum at which they were elected, until the later of completion of the next annual meeting thereafter or their successors are elected, unless sooner removed.

## Section 9 – Adherence to policies

In addition to the Youth Council Policies and Procedures Manual, the Youth Council will adhere to the Association’s Code of Ethics and policies and procedures of the Association. The Youth Council will respect the autonomy of the members within the context of maintaining a national perspective.

## Article 12 - Error or Omission - Notice

### Section 1 - Notice

No error or omission in the giving of notice and no failure to give adequate notice of any meeting of the Board of Directors or the members of the Association occurring inadvertently without bad faith shall invalidate any meeting or make void any proceeding taken thereat, and any member or Director, as the case may be, at any time in writing, ratify, approve or confirm any such proceedings.

## Article 13 - Committees

### Section 1 – Establishing committees

Committees of the Association may be established by the Board of Directors by resolution. Membership of a committee shall be determined by the NAFC Board of Directors. Board Committees, established for the purpose of carrying out the duties of the Board, shall be comprised of individuals who are appointed by the Board of Directors who shall serve until the expiration of their term of office as mandated or until replaced by resolution of the Board of Directors.

### Section 2 - Duties

The duties of the Committee shall be defined in resolutions by which they are constituted.

### Section 3 – Compliance with policies and procedures

Committees shall be in compliance with NAFC policy and procedures. Members of all Committees of the Association shall be reimbursed for all reasonable expenses incurred as members of the said Committees.

## Article 14 - Staff

### Section 1 – Staff

The Board of Directors shall employ an Executive Director who shall be responsible to realize the purposes of the Association and who will be responsible directly to the Board of Directors.

## Article 15 - Legal Protection of Directors and Officers

### Section 1 - Indemnity

Subject to the provisions of the Act and to Section 4 below, the Association shall indemnify a Director or officer of the Association, a former Director or officer of the Association or another individual who acts or acted at the Association’s request as a Director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle

an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

### Section 2 - Costs

Subject to Section 4 below, the Association shall advance moneys to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 1 above. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 3 below.

### Section 3 - Exceptions

The Association may not indemnify an individual under Section 1 above unless the individual:

- a) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### Section 4 – Association indemnification of individual

The Association shall, with the approval of a court, indemnify an individual referred to in Section 1 above, or advance moneys under Section 2 above, in respect of an action by or on behalf of the Association or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Association or other entity as described in Section 1 above against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 3 above.

### Section 5 - Circumstance

The Association will also indemnify the individuals referred to in Section 1 above in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

### Section 6 – Liability insurance

The Association shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

### Section 7 – Remuneration or Compensation

If any Director or Officer of the Association should be employed by, or should perform services for, the Association otherwise than as a Director or Officer, or should be a member of a firm or a shareholder or Director or Officer of a company which is employed by or performs services for the Association, the fact of his or her being also a Director or Officer

of the Association shall not disentitle such member or shareholder or Director or Officer, or such firm or company, as the case may be, from receiving proper remuneration or compensation for such employment or services.

## **Article 16 - Conflict of Interest**

### **Section 1 – No vote if in conflict of interest**

No Director shall be entitled to vote as a member of the Board of Directors on, and must comply with the requirements of the Act relating to, issues for which they are in a conflict of interest as described in Article 16, Section 2 of this Bylaw and in the Act.

### **Section 2 – Conflict of Interest**

A person shall be deemed to be in a conflict of interest if:

- a) they or any member of their Immediate Family has, or potentially has, a pecuniary gain to be made from the Association whether such gain is direct or indirect.
- b) they espouse either directly or vicariously by reason of membership in any organization views which are in direct opposition to the purposes of the Association.
- c) they have an interest in a material contract or a material transaction, whether made or proposed, with the Association, if the person:
  - i. is a party to the contract or transaction,
  - ii. is a director or officer of a party to the contract or transaction, or
  - iii. has a material interest in a party of the contract or transaction.

### **Section 3 - Exception**

For the purpose of this section a person shall not be deemed to be in a conflict of interest by reason only of they or their Immediate Family, holding shares in a public corporation with which the Association has business dealings.

### **Section 4 – When resignation may be required**

In the event that a conflict of interest arises that is deemed by the Board of Directors to be detrimental to the welfare of the Association, the Director in such conflict shall be required to resign from the Board of Directors.

## **Article 17 - Finance and Borrowing Powers**

### **Section 1 - Trust**

The Board of Directors shall have the power to authorize expenditures on behalf of the Association from time to time to further the purposes of the Association, and may enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the securities so deposited may be withdrawn from time to time only upon written order of the Association signed by such Director or Directors, agent or agents of the Association and in such manner as may be determined from time to time by resolution of the Board of Directors, and such authority may be general or confined to specific instances, and any institutions so selected by the Board of Directors shall be fully protected when acting in accordance with the directions of the Board of Directors and shall in no



event be liable for the due application of the securities so withdrawn from deposits or proceeds thereof.

## **Article 18 - Public Accountant**

### **Section 1 - Appointment**

A public accountant shall be appointed at every annual meeting and shall serve until a successor is appointed through a tendering process renewable every three (3) years.

### **Section 2 – Appointment by board in the event of resignation, disqualification or death**

In the event of the resignation, disqualification, or death of the public accountant or, in the event of the public accountant becoming, in the opinion of the Board of Directors, incapable of performing their duties, the Board of Directors shall immediately appoint another public accountant in their place. Such appointment shall be on the agenda at the next meeting for ratification.

### **Section 3 - Indigeneity**

Wherever and whenever possible the Association will encourage the use of Indigenous public accountants.

## **Article 19 - Financial Year**

### **Section 1 – Financial year**

The financial period of the Association shall terminate on the 31st of March in each year or on such other date as the Board of Directors may by resolution determine.

## **Article 20 - Signature and Certification of Documents**

### **Section 1 – Two signatures required**

Contracts, documents or other instruments in writing requiring the signature of the Association shall be signed by any two (2) of the President, Vice-President, Secretary, Treasurer, Youth Executive and Executive Director provided that the Board of Directors shall have the power, from time to time, to appoint an officer or officers or person or persons on behalf of the Association to sign contracts, documents or instruments in writing, generally, or to sign specific contracts, documents or instruments in writing and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

### **Section 2 - Definition**

The term “contract, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, cheques, receipts, authorizations and discharges for the payment of money or other obligations, conveyances, transfers and assignments of share, stocks, bonds, debentures or other securities and all paper writings.

## Article 21- Interpretation/Definitions

### Section 1 - Interpretation

In all by-laws and special resolutions of the Association the singular shall include the plural and, the plural the singular; the word “person” shall include firms and corporations.

### Section 2 - Definitions

In addition to those terms which are defined in context, the following are certain definitions used in this by-law:

“Board of Directors” means of the board of directors of the Association.

“Code of Conduct” means the then current version of the code of conduct applicable to Directors of the Association, adopted by the Board of Directors.

“Code of Ethics” means the then current version of the code of ethics of the Association as adopted by the Board of Directors.

“Immediate Family” will include a spouse, common-law spouse, child, father, mother, brother, sister, brother-in-law, sister-in-law, grandparents and grandchildren.

“Indigenous” means Status Indian, Non Status Indian, Métis, and Inuit.

“Urban Indigenous” means Status Indian, Non Status Indian, Inuit and Métis living in small, medium and large communities, including rural, isolated and remote communities, which are: off-reserve; outside of their home community, community of origin or settlement; or outside of Inuit Nunangat (Inuit homelands).