

Aboriginal Healing Foundation



By-law N^o. 1

A by-law relating generally to the transaction of the affairs of the Aboriginal Healing Foundation

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BE IT ENACTED as a By-law of Aboriginal Healing Foundation as follows:

ARTICLE ONE - INTERPRETATION

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

- (a) **“Aboriginal People or Aboriginal”** means individuals who are included as Aboriginal Peoples referred to in S.35 of the *Constitution Act*, 1982 and, for greater certainty, includes Inuit, Métis and First Nations people, on and off reserve, regardless of whether they are registered under the *Indian Act*;
- (b) **“Act”** means the *Canada Corporations Act*, R.S.C. 1970, c.C-32, as amended, and any act that may be substituted therefore, as from time to time amended;
- (c) **“Amount”** means the grant from Her Majesty to the Corporation of \$350,000,000.00 and any proceeds arising from the investment of the grant less the portion thereof required to fund reasonable costs and expenses incurred by the Corporation in the ordinary course of its business and affairs from time to time;
- (d) **“Board”** means the Board of directors of the Corporation;
- (e) **“By-laws”** means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (f) **“Corporation”** means Aboriginal Healing Foundation incorporated as a corporation without share capital under the Act by Letters Patent;
- (g) **“Communities of Interest”** means a body, collective, association, incorporation, coming together, or other amalgamation of Aboriginal People;
- (h) **“Community-Based”** means responding to the healing needs of aboriginal communities, including Communities of Interest;
- (i) **“Eligible Costs”** means costs of operating, managing and administering an Eligible Project subject to the provisions of Article XIII;
- (j) **“Eligible Project”** means a project carried on or to be carried on to address the healing needs of Aboriginal People affected by the Legacy of Physical and Sexual Abuse in Residential Schools, including the intergenerational impacts;
- (k) **“Eligible Recipient”** means an organization located in Canada or individual residing in Canada that carries on, or in the opinion of the Board is capable of carrying on, projects to address the healing needs of Aboriginal People affected by the Legacy of Physical and Sexual Abuse in Residential Schools, including the intergenerational impacts;
- (l) **“Funding Agreement”** means the Agreement between the Corporation and Her Majesty the Queen in Right of Canada as represented by the Minister of Indian Affairs and Northern Development providing for the funding relationship between

the Corporation and Her Majesty the Queen and includes all Schedules and Exhibits thereto and any amendments thereto;

- (m) **“Legacy of Physical and Sexual Abuse in Residential Schools”** means the continuing direct and indirect adverse effects of physical and sexual abuse at Residential Schools, including the intergenerational impacts on individuals, families and communities, including Communities of Interest, which may include, but is not limited to, family violence, substance abuse, physical and sexual abuse by others, loss of parenting skills and self-destructive behaviours;
- (n) **“Letters Patent”** means the Letters Patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent; and
- (o) **“Member”** means each of the applicants for incorporation and a full voting Member of the Corporation as described below and in accordance with section 7.02 of this By-law;
- (p) **“Residential Schools”** means the Residential School system attended by aboriginal students and without restricting the generality of the foregoing, includes industrial schools, boarding schools, student residences, hostels, billets, residential schools, residential schools with a preponderance of day scholars or a combination of any of the above, provided that none of the above shall be excluded because some of the students attending were non-aboriginal persons;

1.01 Interpretation - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and *vice versa*, and references to persons shall include firms and corporations. The division of this By-law into articles and sections and the insertion of headings are for convenience of reference only and should not affect the construction or interpretation hereof.

ARTICLE TWO - GENERAL

2.01 Head Office - Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario.

2.02 Seal - Until changed by resolution of the Board of Directors, the seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Aboriginal Healing Foundation.

2.03 Financial Year - Unless otherwise ordered by the Board, the fiscal year of the Corporation shall end on the 31st day of March in each year.

2.04 Books and Records - The Board shall see that all books and records of the Corporation required by the By-laws, the Funding Agreement and by any applicable statute or law are regularly and properly kept.

2.05 Passage of By-laws

- (a) The original applicants for incorporation, being the first nine (9) Members and the first nine (9) directors of the Corporation, may pass, amend or repeal any by-law or object or any other provisions in the Letters Patent of the Corporation by the unanimous vote of such Members provided that they have not yet appointed the eight (8) additional Members under paragraph 7.02(g) of the By-laws. The powers under this subparagraph are intended to be an interim measure only and shall expire on the earlier of:
- i. Six (6) months from the date of incorporation of the Corporation; or
 - ii. The appointment of all of the eight (8) additional Members referred to in paragraph 7.02(g) of the By-laws.

Provided that such By-law or Supplementary Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

- (b) By-laws numbered 1.01, 2.05, 2.06, 2.07, 3.01, 3.02, 3.03, 3.04, 3.05, 3.08, 3.09, 3.12, 4.02, 4.03, 4.05, 4.06, 5.01, 5.02, 7.01, 7.02, 7.03, 7.04, 7.05, 7.06, 7.07, 7.08, 7.15, 7.16, 7.18, 9.01, 10.01, 10.02, 10.03, 10.04, 11.01, 12.01, 12.02, 13.01, 13.02, 13.03, 13.04, 13.05, 13.06, 13.07, 13.09, 13.10 and 16.01 can only be repealed or amended by a resolution passed by fourteen (14) of the directors and sanctioned by an affirmative vote of fourteen (14) Members of the Corporation at a special general meeting duly called for the purpose of considering the said resolution, provided that six (6) of the fourteen (14) votes must be from Members designated under paragraph 7.02(a), (b), (c), (d) and (e) and an additional two (2) of the fourteen (14) must be members designated under paragraph 7.02(f). Provided that such By-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
- (c) All By-laws of the Corporation not referred to in paragraphs 2.05(b) may be passed, repealed or amended by By-law passed by a majority of the directors present at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds (2/3) of the Members at a special general meeting duly called for the purpose of considering the said By-law, provided that any repeal, amendment or substitution of such By-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

2.06 Dissolution

- (a) Prior to the complete distribution of the Amount, the Corporation shall not be dissolved or wound up without a resolution passed by fourteen (14) directors and sanctioned by an affirmative vote of fourteen (14) Members, six (6) of whom must be Members designated under paragraph 7.02(a), (b), (c), (d) and (e) and an additional two (2) of the fourteen (14) must be Members designated under paragraph 7.02(f), at a special meeting duly called for the purpose of considering the resolution.
- (b) Subsequent to the complete distribution of the Amount, the Corporation shall not be dissolved or wound up without a resolution passed by seventy five percent (75%) of the directors and sanctioned by an affirmative vote of seventy five percent (75%) of the Members, six (6) of whom must be Members designated under paragraph 7.02(a), (b), (c), (d) and (e), at a special general meeting duly called for the purpose of considering the resolution.

2.07 Amendment of Objects and Letters Patent

- (a) Subject to article 2.05(a) but prior to the complete distribution of the Amount object III(a) or III(c) of the Letters Patent of the Corporation shall not be repealed, amended or extended except by a resolution of fourteen (14) directors and sanctioned by the affirmative vote of fourteen (14) Members of the Corporation at a special general meeting duly called for the purpose of considering the said object III(a) or III(c), provided that six (6) of the fourteen (14) must be Members designated under paragraph 7.02(a), (b), (c), (d) and (e) and an additional two (2) of the fourteen (14) must be members designated under paragraph 7.02(f). All other objects or any other provisions in the Letters Patent may be repealed, amended or extended by a resolution of fourteen (14) directors sanctioned by an affirmative vote of fourteen (14) Members at a special general meeting duly called for the purpose of considering the said changes, six (6) of whom must be Members designated under paragraphs 7.02(a), (b), (c), (d), and (e). Provided that no provision in the Letters Patent which has been repealed, amended or extended can be enforced or acted upon until Supplementary Letters Patent have been granted by the Minister of Industry.
- (b) Subsequent to the complete distribution of the Amount the objects or any other provisions in the Letters Patent of the Corporation shall not be repealed, amended or extended except at a special general meeting duly called for the purpose of considering the said changes by a vote of fourteen (14) directors of the Corporation sanctioned by the affirmative vote of fourteen (14) Members, six (6) of whom must be Members designated under paragraphs 7.02(a), (b), (c), (d), and (e). Provided that no provision in the Letters Patent which has been repealed, amended or extended can be enforced or acted upon until Supplementary Letters Patent have been granted by the Minister of Industry.

ARTICLE THREE - DIRECTORS

3.01 Election and Term of Board of Directors

- (a) The property, business and affairs of the Corporation shall be managed by a Board consisting of a minimum number of nine (9) directors and a maximum number of seventeen (17) directors. Until additional directors are elected as provided herein, the property, business and affairs of the Corporation shall be managed by a Board of nine (9) directors being the applicants for incorporation, each of whom shall serve for an initial two (2) year term expiring on the later of the close of the 2nd annual meeting or until their successors shall be elected, subject to Article 3.01(b) hereof;
- (b) Within a period of ninety (90) days after the incorporation, the Applicants for incorporation, being the initial nine (9) directors shall obtain formal confirmation of their continued appointment from their respective authorizing organizations pursuant to the provisions of Article 7.02(a), (b), (c), (d), (e) and (f) and shall table such confirmation with the Board of Directors in written form. If any of the initial nine (9) directors are not confirmed within ninety (90) days of incorporation the Board, before appointing a director to fill the vacancy of the unconfirmed director, must ensure that the provisions of Article 7.01 and 7.02 are complied with;
- (c) Within the period of ninety (90) days referred to in Article 3.01(b) hereof, but subsequent to their confirmation as set out in the said Article 3.01(b), the applicants for incorporation, being the initial nine (9) directors, shall solicit and obtain, in as broad a manner as possible, the names of prospective Members who may qualify under the provisions of Article 7.02(g) from representative groups, Residential School survivors, Residential School survivors' organizations, healing organizations, other interested groups and, in particular, the Assembly of First Nations, the Inuit Tapirisat of Canada, the

Métis National Council, the Congress of Aboriginal Peoples and the Native Women's Association of Canada. The Board of Directors shall consider the names obtained when electing Directors.

- (d) Once having received the nominations referred to in paragraph 3.01 (c), the initial nine (9) directors shall then elect a further eight (8) directors as follows:
- i. five (5) of whom shall be members of First Nations and/or First Nations persons;
 - ii. one (1) of whom shall be an Inuk;
 - iii. one (1) of whom shall be Métis; and
 - iv. one (1) of whom shall be either Inuit or Métis,
- each of whom shall serve for an initial one (1) year term.
- (e) The election of the additional eight (8) directors referred to in paragraph 3.01 (d) shall require an affirmative vote of two-thirds (2/3) of the initial nine (9) Members. Upon the expiration of the term of office of the eight (8) additional directors, the re-election of such directors or the election of any successors shall require an affirmative vote of two-thirds (2/3) of the Members present at any annual meeting of Members.
- (f) Any director elected to serve subsequent to the initial election as set out in Articles 3.01 (a) and (d) shall serve for a two (2) year term. Any director can be re-elected for further tenures;
- (g) Any director whose term of office under paragraph 3.01 (d) or (f) expires at a point in time prior to the next scheduled annual meeting of Members, shall continue to serve as a director, if not re-elected, until the successor is elected at the next annual meeting of Members;
- (h) Any director must be a Member of the Corporation.

3.02 Qualification - The following persons are disqualified from being directors of the Corporation:

- (a) persons less than eighteen (18) years of age;
- (b) persons who, pursuant to an order, are declared to be mentally incompetent persons or incapable of managing their affairs;
- (c) persons against whom receiving orders have been made or who have made an assignment under the *Bankruptcy and Insolvency Act*, and are undischarged from such bankruptcy; and
- (d) persons who are not Members of the Corporation;
- (e) persons who hold political office in any government or representative Aboriginal political organization;
- (f) persons who are not residents of Canada.

3.03 Removal of Directors

- (a) The directors of the Corporation shall on the written notice of three directors call a special meeting of directors to consider the removal of any director. The written notice shall specify the reason or reasons why the director should be removed from the Board;
- (b) Upon receipt of the written notice in 3.03(a) the Chairman of the Board of Directors or any other officer shall set a date for considering the removal of such director. At any such meeting a seventy-five percent (75%) vote of the directors present, provided there is a quorum, shall be required to remove the director;
- (c) A director can only be removed under paragraph 3.03(b) if it is determined that the conduct of the director was of such a nature that:
 - i. it was not in accordance with the objects of the Corporation; or
 - ii. it would tend to bring the Corporation into disrepute; or
 - iii. it constitutes moral turpitude; or
 - iv. it amounts to wilful negligence or gross negligence.

3.04 Vacancy

- (a) Vacancies on the Board, however caused, may be filled by the appointment made by the remaining directors filling the vacancy to the end of that director's term, provided that at least nine (9) directors remain in office. If there are not nine (9) directors and no director is appointed or elected in the manner provided in this section, the remaining directors shall forthwith call a special general meeting of the Members to fill the vacancy for the remainder of the director's term.
- (b) Any vacancy filled pursuant to Article 3.04(a) can only be made after the provisions of Article 7.01 and 7.02 have been complied with.
- (c) Any vacancy required to be filled for a Member appointed under paragraph 7.02(g) shall comply with the provisions therein.

3.05 Meetings and Quorum

- (a) Until the full Board is appointed by the initial nine (9) directors, the powers of the directors may be exercised by resolution passed at a meeting of the Board at which fifty percent (50%) of the directors shall constitute a quorum unless otherwise specifically provided in the By-laws;
- (b) After the appointment of the additional directors under paragraph 3.01(d), the powers of the directors may be exercised by resolution passed at a meeting of the Board at which fifty percent (50%) of the directors shall constitute a quorum unless otherwise specifically provided in the By-laws;
- (c) Any meeting at which funding is to be approved for an Eligible Recipient as defined in the Funding Agreement shall require a quorum of ten (10) directors present before a vote can take place on such funding;

(d) Except as otherwise required herein or by law, the Board may hold its meetings either at the head office of the Corporation or at any place within Canada as it may from time to time determine. Board meetings may be formally called by either the Chair or any five (5) directors. There shall be at least one (1) meeting per year of the Board. Meetings of the Board of Directors may be held at a time and place to be determined by the Chair.

3.06 Notice of Directors' Meeting

- (a) Notice of meetings shall be delivered, telephoned or telecopied to each director not less than four (4) days before the meeting is to take place or shall be mailed to each director not less than fourteen (14) days before the meeting is to take place.
- (b) A meeting of the Board may be held at any time and place without notice if all directors who are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of directors, may transact, provided that a quorum of the Board is present at all times.
- (c) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof of the business to be transacted thereat to be specified. A copy of this resolution shall be forwarded to any new director elected subsequent to such resolution being passed.
- (d) Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected for the purpose of appointing officers for the ensuing year.
- (e) Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.07 Meeting by Telephone - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.08 Chair - The chair of each meeting of the Board shall be the President or, in his/her absence, a Vice-President, if any. If no such person is present, the directors present shall choose one of their number to be the chair.

3.09 Voting

(a) Subject to the Act, the Letters Patent or unless otherwise specifically stated in the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each director is authorized to exercise one vote. In a case of

an equality of votes, the Chair of the meeting shall not be entitled to have a second or casting vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. A declaration by the chair that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (b) Subject to the provisions of (a) above, the Corporation is committed to an inclusive process of decision-making that respects the Aboriginal tradition of consensus decision-making, which does not necessarily mean unanimity. The Chair of any meeting, in striving to achieve consensus, will endeavour, in good faith, to ensure that all directors present are provided with the opportunity to be heard on all issues. If a consensus decision is reached by the Board, the decision shall be recorded as a unanimous vote of the Board. In the absence of a consensus decision having been arrived at within a reasonable time, which is to be decided solely in the discretion of the Chair, the Chair shall call for a vote in accordance with the provisions of paragraph 3.09(a).

3.10 Powers

- (a) The Board shall administer the property, business and affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and other things as the Corporation, by its Letters Patent or otherwise, is authorized to exercise and do.
- (b) Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of personal property, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.
- (c) The Board shall establish investment policies, standards, and procedures that a reasonable prudent person would apply in respect of a portfolio of investments to avoid undue risk of loss and obtain a reasonable return, having regard to the Corporation's obligations and anticipated obligations and in accordance with the Funding Agreement.
- (d) The Board shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to any office or officers of the Corporation the right to make such expenditures on such terms and conditions as they may deem appropriate.
- (e) The Board may appoint such agents and engage such employees as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of all officers, agents and employees shall be reasonable and fixed by the Board by resolution.

- 3.11 Committees** - The Board may from time to time create such standing committees or other committees as it deems necessary or advisable with such powers as are prescribed by the Board, and may appoint directors or other persons drawn from the broader community to serve on any such committee or committees, for such term as the Board or its chair shall consider necessary or desirable. The chair of each such committee shall be a director. Any such committee or committees may formulate its or their own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof and such committee or committees shall meet at the

request of the Board and may be disbanded or a Member of any such committee may be removed and replaced at any time by a resolution of the Board. Members of any such committee or committees shall receive reasonable remuneration, as determined by the Board of Directors, and to the extent permitted by law, for serving as such, and are in addition entitled to be paid for reasonable expenses and/or disbursements incurred in the exercise of their duty.

3.12 Advisors to the Board - From time to time the Board may request persons who have special knowledge or ability to sit with the Board for a temporary period to advise and to assist in their deliberations. Such advisors shall not be entitled to vote on any matter.

3.13 Confidentiality

- (a) The Board shall be responsible for developing guidelines and policies regarding confidentiality in relation to applications for funding within a reasonable period of time after incorporation. In recognition of the objects of the Corporation arising from the Legacy of Physical and Sexual Abuse in Residential Schools the said guidelines shall recognize that certain matters, due to confidentiality and privacy issues, may be considered in camera by either committees or the Board.
- (b) Meetings of the Board or any particular matter arising during the course of a meeting of the Board may be held on a confidential basis in order to facilitate the free flow of information at such meetings upon the decision of the Board of Directors or Chair. Where practicable the notice of any meeting may set out matters on the agenda that will be dealt with in camera.

3.14 Disclosure of Interested Directors Contract

- (1) A director or officer of a corporation who
 - (a) is a party to a material or significant contract or proposed material or significant contract with the Corporation, or
 - (b) is a director or an officer of or has a material or significant interest in any person who is a party to a material or significant contract or proposed material or significant contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest.

Time of Disclosure for Director

- (2) The disclosure required by subsection (1) shall be made, in the case of a director,
 - (a) at the meeting at which a proposed contract is first considered;
 - (b) if the director was not then interested in a proposed contract, at the first meeting after he becomes so interested;
 - (c) if the director becomes interested after a contract is made, at the first meeting after he becomes so interested; or

- (d) if a person who is interested in a contract later becomes a director, at the first meeting after he becomes a director.

Time of Disclosure for Officer

- (3) The disclosure required by subsection (1) shall be made, in the case of an officer who is not a director,
- (a) forthwith after he becomes aware that the contract or proposed contract is to be considered or has been considered at a meeting of directors;
- (b) if the officer becomes interested after a contract is made, forthwith after he becomes so interested; or
- (c) if a person who is interested in a contract later becomes an officer, forthwith after he becomes an officer.

Time of Disclosure for Director or Officer

- (4) If a material or significant contract or proposed material or significant contract is one that, in the ordinary course of the Corporation's business, would not require approval by the directors, a director or officer shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest forthwith after the director or officer becomes aware of the contract or proposed contract.

Voting

- (5) A director referred to in subsection (1) shall not vote on any resolution to approve the contract unless the contract is one for indemnity or insurance under paragraph 5.02 and paragraph 5.03.

Continuing Disclosure

- (6) For the purposes of this section, a general notice to the directors by a director or officer, declaring that he is a director or officer of or has a material or significant interest in a person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract so made.

Avoidance Standards

- (7) A material or significant contract between a Corporation and one or more of its directors or officers, or between a Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he has a material or significant interest, is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, if the director or officer disclosed his interest in accordance with subsection (2), (3) (4) or (6), as the case may be, and the contract was approved by the directors or Members and it was reasonable and fair to the Corporation at the time it was approved.

3.15 Dissent

- (1) A director who is present at a meeting of directors or committee of directors is deemed to have consented to any resolution passed or action taken thereat unless:
 - (a) he requests that his dissent be or his dissent is entered in the minutes of the meeting;
 - (b) he sends his written dissent to the secretary of the meeting before the meeting is adjourned; or
 - (c) he sends his dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.
- (2) A director who votes for or consents to a resolution is not entitled to dissent under subsection (1).

3.16 Duty of Care - Subject to statute and common law, every director and officer of the Corporation, in exercising any of the powers of a director or an officer and in discharging any of the duties of a director or an officer, 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.

3.17 Remuneration of Directors - The directors of the Corporation shall receive reasonable remuneration, as determined by the Board of Directors, and to the extent permitted by law, for serving as such, and are in addition entitled to be paid for reasonable expenses and/or disbursements incurred in the exercise of their duty. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving reasonable remuneration therefore to the extent permitted by law.

ARTICLE FOUR - OFFICERS

4.01 Appointment - The Board may from time to time appoint a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such officers powers to manage the property, business and affairs of the Corporation. Officers, other than the Secretary, shall be directors and Members and one person may hold more than one office. All officers shall be residents of Canada.

4.02 President - The President shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation and shall have such other powers and duties as the Board may specify. The President must be an Aboriginal person and a resident of Canada.

4.03 Vice-President - The Vice-President shall have such powers and duties as the Board or the President may specify and shall fulfil President's duties when the President is unavailable or unable to do so. The Vice-President must be an Aboriginal person and a resident of Canada.

- 4.04 Secretary** - The Secretary shall attend and act as the secretary of all meetings of the Board, Members and committees of the Board and shall prepare and retain or cause to be prepared and retain minutes of all such meetings. The Secretary shall give or cause to be given, as and when instructed, all notices to Members, directors, officers, auditors and Members of committees of the Board. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and shall do such other acts as are usually performed by a secretary. The Secretary may but need not be a Member or a director.
- 4.05 Treasurer** - The Treasurer shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities in accordance with the Funding Agreement and the disbursement of the funds of the Corporation. The Treasurer shall regularly report to the Board on the financial conditions of the Corporation and shall have such other powers and duties as the Board or the President may specify. The Treasurer must be an Aboriginal person and a resident of Canada.
- 4.06 Executive Director** - The Board may from time to time appoint an Executive Director. The Executive Director shall have such powers and duties as the Board may specify. The Executive Director shall be entitled to be paid reasonable remuneration for his/her services, such remuneration to be fixed by the Board. The Executive Director must be an Aboriginal person and a resident of Canada.
- 4.07 Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.
- 4.08 Variations of Powers and Duties** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 4.09 Term of Office** - The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights in law. Otherwise each officer appointed by the Board shall hold office until his/her successor is appointed, or until his/her earlier resignation.
- 4.10 Remuneration of Officers** - The officers shall be paid a reasonable amount for their services as determined by the Board of Directors. They shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices.
- 4.11 Agents and Attorneys** - The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit. The remuneration payable to agents and attorneys shall be such as the terms of their engagement call for.

ARTICLE FIVE - PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 Limitation of Liability** - Subject to statute and common law, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or

expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the monies, securities or effects of the corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her office in relation thereto unless the same are occasioned by his/her own willful neglect or default.

5.02 Indemnity - Every director of the Corporation and his/her heirs, executors, administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against his/her, for or in respect of any act, deed, matter or thing whatever made, done or permitted by his/her, in or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses that she sustains or incurs, in or about or in relation to the affairs of the corporation, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

5.03 Insurance - The Board shall purchase such directors' and officers' insurance as it deems necessary or advisable to be paid for out of the funds of the Corporation.

ARTICLE SIX - EXECUTION OF DOCUMENTS AND BANKING

6.01 Signatories - The following are the only persons authorized to sign any document on behalf of the Corporation, other than in the usual and ordinary course of the Corporation's business:

- (a) any person or persons appointed by resolution of the Board to sign a specific document, that type of document or generally on behalf of the Corporation; or
- (b) any two of the President or Vice-President and any other director or officer.

6.02 Facsimile Signatures - The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

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

6.04 Cheques, etc. - Any person or persons appointed by resolution of the Board shall be authorized on behalf of the Corporation from time to time:

- (a) to sign cheques and to deposit with or negotiate or transfer to the Corporation's bankers, for the credit of the Corporation any evidence of debt or payment, negotiable or otherwise, including, without limitation, cash or any instrument or security, and the proceeds of any of them, by electronic or other means, and for those purposes to endorse the name of the Corporation, by rubber stamp or otherwise, on any of those documents; and
- (b) to receive any statements or documents (including paid cheques) relating to the Corporation's accounts, and to settle and certify the Corporation's accounts with the Corporation's bankers.

6.05 Deposit of Securities for Safekeeping - Securities or other documents or goods of the Corporation may be deposited from time to time for safekeeping with one or more banks, trust companies or other financial institutions as are selected from time to time by the Board. Any person or persons appointed by resolution of the Board may receive from any institution which may be so selected any securities or other documents or goods held by such institution in safekeeping or as security, or may direct such institution by written instructions signed by that person or persons to deliver any of those securities or other documents or goods to any person or persons named in those instructions. Any institution which may be so selected as custodian by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities or other documents or goods of the Corporation so withdrawn from deposit or the proceeds thereof.

ARTICLE SEVEN - MEMBERS

7.01 Membership

- (a) The Membership shall consist of seventeen (17) individuals (which initially shall include the Applicants for the Letters Patent of the Corporation) made up of a mix of professionals, Residential School survivors and other interested parties. In appointing the Members consideration shall be given to all relevant criteria and factors including, but not limited to the following:
 - i. Personal credentials and merit;
 - ii. Regional or national standing and recognition;
 - iii. Survivors of the Residential School experience;
 - iv. Victims of the Legacy of Physical and Sexual Abuse in Residential Schools;
 - v. Medical, mental health and other professionals, including lawyers, financial advisors, social workers and educators;
 - vi. Elders;
 - vii. Spiritual advisors;
 - viii. Traditional healers/medicine persons;
 - ix. Youth;
 - x. Government;
 - xi. Private sector;
 - xii. Aboriginal organizations; and
 - xiii. Gender equity.

- (b) Membership shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a Member has received the approval of the Board of Directors of the Corporation;
- (c) The Board of Directors shall not approve for admission as a Member, any person who has demonstrated conduct that:
 - i. was not in accordance with the objects of the Corporation; or
 - ii. would tend to bring the Corporation into disrepute; or
 - iii. constituted moral turpitude.
- (d) A majority of Members shall at all times be Aboriginal persons;
- (e) Membership is not transferable;
- (f) The Board of Directors, in appointing Members under Article 7.02(g) shall solicit and obtain in as broad a manner as possible, both on-reserve and off-reserve, the names of prospective Members who may qualify under the provisions of Article 7.02(g) from representative groups, Residential School survivors, Residential School survivors' organizations, healing organizations, other interested groups and, in particular, the Assembly of First Nations, the Inuit Tapirisat of Canada, the Métis National Council, the Congress of Aboriginal Peoples and the Native Women's Association of Canada. The Board of Directors shall consider the names obtained when appointing Members.

7.02 The seventeen (17) Members shall be appointed by the Board as follows:

- (a) Three individual Members designated by the Assembly of First Nations in accordance with the policies, procedures and by-laws of the said Assembly of First Nations or its successor provided such successor is first accepted by the Board of Directors as the successor;
- (b) One individual Member designated by the Inuit Tapirisat of Canada in accordance with the policies, procedures and by-laws of the said Inuit Tapirisat of Canada or its successor provided such successor is first accepted by the Board of Directors as the successor;
- (c) One individual Member designated by the Métis National Council in accordance with the policies, procedures and by-laws of the said Métis National Council or its successor provided such successor is first accepted by the Board of Directors as the successor;
- (d) One individual Member designated by the Congress of Aboriginal Peoples in accordance with the policies, procedures and by-laws of the said Congress of Aboriginal Peoples or its successor provided such successor is first accepted by the Board of Directors as the successor;
- (e) One individual Member designated by the Native Women's Association of Canada in accordance with the policies, procedures and by-laws of the said Native Women's Association of Canada or its successor provided such successor is first accepted by the Board of Directors as the successor;

- (f) Two individual Members designated by the Government of Canada, with preference being given to Aboriginals;
- (g) Eight (8) individual Members:
 - i. five (5) of whom shall be Members of First Nations and/or First Nations persons;
 - ii. one (1) of whom shall be an Inuk;
 - iii. one (1) of whom shall be Métis;
 - iv. and one of whom shall be either Inuit or Métis,

shall be appointed by the Board by an affirmative of vote of two thirds (2/3) of the said Board, except for the interim provision in paragraph 3.01 (d).

7.03 Withdrawal - Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing which shall be effective upon acceptance thereof by the Board.

7.04 Removal of Members

- (a) Members shall be automatically removed from the register of Members of the Corporation upon ceasing to meet the eligibility requirements for Membership as set out in section 7.02(a), (b), (c), (d), (e) and (f). Provided that no designating body referred to in paragraph 7.02(a), (b), (c), (d), (e) or (f) may revoke the designation of its designated Member until the expiry of such Member's term as a Member/director.
- (b) Upon 30 days' notice in writing to a Member of the Corporation and after giving such Member an opportunity to be heard, the Board may pass a resolution authorizing the removal of such Member from the register of Members of the Corporation and thereupon such person shall cease to be a Member of the Corporation. Any Member so removed may re-apply for Membership in the Corporation.
- (c) A Member can only be removed under paragraph 7.04(b) if it is determined that the conduct of the Member was of such a nature that:
 - i. It was not in accordance with the objects of the Corporation; or
 - ii. It would tend to bring the Corporation into disrepute; or
 - iii. It constitutes moral turpitude; or
 - iv. It amounts to willful negligence or gross negligence;
 - v. It amounts to a breach of paragraph 7.05 hereof.

7.05 Membership List - No Member of the Corporation shall use the Membership list for commercial purposes or for any improper purpose.

7.06 Termination of Membership - Except as otherwise specifically provided, an individual's Membership in the Corporation shall automatically terminate in the following circumstances:

- (a) upon death of the Member;

- (b) upon the withdrawal or resignation of the Member in accordance with section 7.03 hereof;
- (c) upon removal of the Member from the register in accordance with section 7.04 hereof; or
- (d) upon a receiving order being made against the Member or upon his/her making an assignment under the *Bankruptcy and Insolvency Act* and for so long as the Member is undischarged from such bankruptcy;
- (e) Upon the expiry of his/her term as a Director provided:
 - i. the election of the directors at the annual meeting of Members has been completed; and
 - ii. the said director has not been elected to a further term as a director.

7.07 Replacement of Members - In the event of the removal of a Member pursuant to paragraph 7.04 or the termination of Membership of a Member pursuant to paragraph 7.06, the Board shall immediately appoint a replacement Member provided the provisions of paragraph 7.01 and 7.02 are followed. Once a Member is approved by the Board, that Member shall immediately be elected to serve on the Board in accordance with the By-Laws.

7.08 Annual and Special General Meetings of Members

- (a) The annual or any other meeting of the Members shall be held at the head office of the Corporation or at any place within Canada on such day in each year and at such time as the Board may by resolution determine.
- (b) At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented to the Members, a Board shall be elected, auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed or the Board shall be authorized to fix such remuneration. The necessary number of directors shall be elected each year at such annual meeting in accordance with the provisions of Article 3.01. For greater certainty, all Members approved by the Board shall be elected as directors immediately after their approval as Members.
- (c) The Board shall call the first annual meeting of Members of the Corporation no later than eighteen months after incorporation and subsequently shall call an annual meeting once at least every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting.
- (d) The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board or the President or the Vice-President shall have power to call, at any time, any meeting of the Members of the Corporation.
- (e) Notwithstanding the provisions of Article 7.08(d), upon written notice signed by ten (10) Members, a special meeting may be convened for the purposes of considering and dealing with such issues as may be set out in the said notice. Such notice shall be served in conformity with the provisions of Article 7.09.

- 7.09 Notice of Meetings** - Written notice of the time and place of any annual or special general meeting of the Members of the Corporation shall be delivered or telecopied not less than four (4) days before the meeting is to take place or shall be mailed not less than fourteen days before the meeting is to take place, to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members and, in the case of the annual general meeting, to each Member so entered on the register of Members. Notice of a special general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon. All notices shall include a form of proxy or a statement that a Member who is entitled to vote at the meeting may appoint a proxyholder in accordance with section 7.17. The auditor of the corporation is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive. A statutory declaration that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 7.10 Meetings Without Notice** - A meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice in writing or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Members, may transact.
- 7.11 Record Date for Notice** - The Board may by resolution fix in advance a record date, preceding the date of any meeting of Members by not more than twenty-one (21) days and not less than fourteen (14) days, for the determination of Members entitled to notice of such meeting.
- 7.12 Chair and Secretary** - The President or, in his/her absence, a Vice-President chosen by those present shall be Chair at any meeting of Members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as secretary of the meeting.
- 7.13 Persons Entitled to be Present** - The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditor of the Corporation and others, who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.
- 7.14 Adjournments** - Any meetings of the Members of the Corporation or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 7.15 Quorum of Members** - Unless otherwise specifically provided in the By-Laws, a quorum for the transaction of business at any meeting of Members shall consist of nine (9) Members present in person, each being entitled to vote thereat or being a duly appointed proxy for an absent Member so entitled. Provided, however, that the initial founding meeting of Members shall have as a quorum a majority of the initial incorporators.

- 7.16 Voting of Members** - Subject to the provisions contained in the Letters Patent and the By-law, each Member of the Corporation in good standing shall at all meetings of Members be entitled to one vote on each question.
- 7.17 Proxyholders and Representatives** - Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, to attend and act as his/her representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the Member or his/her attorney. A proxyholder must be a Member.
- 7.18 Votes to Govern**
- (a) At any meeting every question shall, unless otherwise required by the Letters Patent or By-laws, be determined by the majority of the votes duly cast on the question.
- (b) Subject to the provisions of (a) above, the Corporation is committed to an inclusive process of decision-making that respects the Aboriginal tradition of consensus decision-making, which does not necessarily mean unanimity. The Chair of any meeting, in striving to achieve consensus, will endeavour, in good faith, to ensure that all Members present are provided with the opportunity to be heard on all issues. If a consensus decision is reached by the Members, the decision shall be recorded as a unanimous vote of the Members. In the absence of a consensus decision having been arrived at within a reasonable time, which is to be decided solely in the discretion of the Chair, the Chair shall call for a vote in accordance with the provisions of paragraph 7.18(a).
- 7.19 Show of Hands** - Any question at a meeting of Members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 7.20 Polls** - Before or after calling for a vote on any question, the Chair of the meeting or any Member may require a poll thereon. A poll so required shall be by secret ballot in such manner as the Chair of the meeting shall direct. A request for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each Member whether present in person or represented by a duly appointed proxy shall have one vote and the result of the poll shall be the decision of the Members upon the said question.
- 7.21 Casting Vote** - In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to a second or casting vote.
- 7.22 Dues** - The Corporation shall not charge Membership dues.

ARTICLE EIGHT - NOTICES

- 8.01 Procedure for Sending Notices** - Notice shall be deemed to have been sufficiently sent if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including telex or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.
- 8.02 Undelivered Notices** - If any notice given to a Member pursuant to section 8.01 is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of his/her new address.
- 8.03 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included in making the calculation.
- 8.04 Facsimile Signatures on Notices** - The signature on any notice or other communication or document to be sent by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.
- 8.05 Omission of Notice Does not Invalidate Action** - All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:
- (a) by accident, notice was not sent to any person,
 - (b) notice was not received by any person, or
 - (c) there was an error in a notice that did not affect the substance of that notice.
- 8.05 Waiver of Notice** - Any person entitled to notice under the Act, the Letters Patent or the By-law may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any default in sending the notice.

ARTICLE NINE - BORROWING

- 9.01 Borrowing Powers** - The Corporation shall not borrow money, issue any debt obligations or securities, give any guarantees to secure a debt or other obligation of another person or mortgage, pledge or otherwise encumber property of the Corporation. The Amount as defined under the Funding Agreement shall not be used to purchase, directly or indirectly, or to repair or maintain real property owned directly or indirectly by the Corporation.

ARTICLE TEN - AUDITOR, FINANCIAL MATTERS

- 10.01 Auditor** - The Members at their first general meeting shall appoint an auditor who is independent of the Board to hold office until the close of the next annual meeting, and, if the Members fail to do so, the Board shall forthwith make such appointment or appointments. The Members at each annual meeting shall appoint one or more auditors to hold office until the close of the next annual meeting, and if an appointment is not so made, the auditor in office will continue in office until a successor is appointed. A person other than a retiring auditor is not capable of being appointed auditor at such a meeting unless the notice requirements of the Act have been met.
- 10.02 Remuneration** - The remuneration of the auditor shall be fixed by the Board of Directors.
- 10.03 Annual Audit** - The auditor for a fiscal year, shall as soon as possible after the end of the fiscal year, complete the audit of the books and records of the Corporation and submit a report of the audit to its Members, relevant Members and the national representative Aboriginal organizations under Article 7.02(a), (b), (c), (d) and (e) and shall be broadly circulated to interested organizations.
- 10.04 Books and Records** - The Board shall cause books of account and other records to be kept and shall establish financial and management controls, information systems and management practices that will ensure that the business and affairs of the foundation are carried on, and the financial, human and physical resources of the corporation are managed effectively, efficiently and economically.

The books of account and other records of the Corporation shall be maintained in accordance with the Funding Agreement and in such a way that they will show that the assets of the Corporation are properly protected and controlled and that its business and affairs are carried on in compliance with this part and the regulations and in particular in such a way that they will show.

- (a) Descriptions and book values of all investments; and
- (b) the eligible recipients who have received or are about to receive, grants from the Corporation in respect of eligible projects, the nature and extent of the projects and the amount of the grants.

ARTICLE ELEVEN - ANNUAL REPORTS

11.01 Annual Reports

- (a) The Corporation shall, as soon as possible after the end of the fiscal year and within three months in any case, prepare an annual report in at least the two official languages of its activities during the year and include in the report:
 - i. the annual financial statements; and
 - ii. its balance sheet at the end of the year; and
 - iii. the report of the auditor; and
 - iv. a review and assessment of the selection criteria, objectives and results (if then available) relating to the healing initiatives funded by the Corporation; and

- v. a confirmation that the recipients of funding for healing initiatives have complied with generally accepted accounting principles in their accounting for the expenditure of the Corporation's funds; and
 - vi. such other information and statements as are required by the Funding Agreement.
- (b) The annual report shall be published and widely distributed to the general public, Aboriginal people and organizations and in particular, those organizations referred to in Article 10.03 hereof. In addition, copies of the annual report shall be delivered to the Minister of Health, Minister of Indian and Northern Affairs and the Federal Interlocutor for Métis and Non-Status Indians.

ARTICLE TWELVE - RESTRICTIONS

- 12.01** The Corporation shall not invest its funds in, or acquire any right in any property of, an Eligible Recipient that has received, is about to receive or has applied for a grant from the Corporation.
- 12.02** Until all directors are appointed the Board shall not make any grants from or out of the funds of the Corporation.

ARTICLE THIRTEEN - FUNDING OF ELIGIBLE PROJECTS

- 13.01 Eligible Recipients** - The Corporation shall provide funding only to Eligible Recipients whose Eligible Projects are consistent with this Article.
- 13.02 Eligible Projects** - The Corporation shall disburse the Amount by providing funding to Eligible Recipients in respect of the Eligible Costs for Eligible Projects, taking into account, in a fair and equitable manner, and honouring the geographical and demographic reality and the concentration across Canada of those who attended Residential Schools and those who are affected by the Legacy of Physical and Sexual Abuse in Residential Schools, including the intergenerational impacts.
- 13.03 Mandatory Criteria** - In considering projects that are presented for approval, the Corporation must ensure that the projects:
- (a) shall address healing needs of Aboriginal People affected by the Legacy of Physical and Sexual Abuse in Residential Schools, which could include the intergenerational impacts;
 - (b) shall establish complementary linkages, where possible in the opinion of the Board to other health/social programs and services (federal/provincial/territorial/aboriginal);
 - (c) shall be designed and administered in a manner that is consistent with Canadian Charter of Rights and Freedoms and applicable Human Rights legislation.
- 13.04 General Criteria** - In considering projects that are presented for approval, the Corporation may, but need not:
- (a) focus on prevention and early detection of the effects of the Legacy of Physical and Sexual Abuse in Residential Schools, including the intergenerational impacts on all generations;

- (b) include elements of research and of capacity building for communities, including Communities of Interest, to address their long-term healing needs;
- (c) include, where and when possible, and depending on local needs and circumstances, a holistic approach including medical and traditional methodologies;
- (d) address special needs of segments of the population, including those of the elderly, youth and women;
- (e) be based on a community healing approach designed to address needs of individuals, families and communities, which may include Communities of Interest;
- (f) ensure that the specific healing needs of Inuit and Métis who are affected by the Legacy of Physical and Sexual Abuse in Residential Schools are addressed and that they have access to the funding process.

13.05 Contents of Application - For the purpose of assessing projects submitted by Eligible Recipients, the Corporation shall require all Eligible Recipients making application for funding to include in their applications:

- (a) a proposal, which shall outline the objectives of the proposed project and the intended activities and results with regard to the Legacy of Physical and Sexual Abuse in Residential Schools, including the intergenerational impacts; and
- (b) an implementation plan, which shall provide information on
 - i. the qualifications of the management team and other staff who would work on the project;
 - ii. time lines and projected expenditures for all elements of the project;
 - iii. funding commitments received by the Eligible Recipient from other sources with respect to the project, if any;
 - iv. the specific population of Aboriginal People targeted by the project;
 - v. the sustainability of the project, and the capacity of the applicant to conduct the activities and achieve the results stated in the proposal;
 - vi. the relationship between the costs and potential benefits of the project;
 - vii. an evaluation plan for the project; and
 - viii. related programs, activities, and services where complementary linkages can be established.

13.06 Eligible Costs - The Corporation in providing funding for Eligible Projects, may pay subject to paragraph 13.07, all costs of the projects in accordance with the guidelines established by the Board.

13.07 Ineligible Costs - The Corporation in providing funding for Eligible Projects, shall not consider as Eligible Costs:

- (a) the cost of purchasing, directly or indirectly, real property or of repairing or maintaining real property owned directly or indirectly by the Eligible Recipient, except in exceptional cases where such costs are necessary and ancillary in the opinion of the Board, to the effective implementation of the Eligible Project;
- (b) the costs related to compensation to individuals, any litigation or any public inquiry related to Residential Schools; this does not preclude elements of projects involving locally based public inquiries for healing purposes relating to Residential Schools; and

- (c) the cost related to an Eligible Project which duplicates programs, activities or services provided by or within funding from the federal, provincial or territorial government.

13.08 Guidelines on Funding

- (a) The Corporation may provide funding up to 100 per cent of the Eligible Costs for any Eligible Project;
- (b) The Corporation shall require that all Eligible Recipients receiving funding for any Eligible Project account by providing reports on activities and results to the project's target population and to the Board. All agreements entered into by the Corporation with Eligible Recipients shall be subject to financial and project audits by the Corporation;
- (c) The Corporation shall ensure that the process for the assessment of project proposals is transparent with clear selection criteria and the Corporation shall establish an appeal process for the purposes of conducting appeals. The Board shall establish rules and regulations setting out the practice and procedure in relation to any such appeal.

13.09 Advances and Payments - The Corporation shall enter into agreements with the Eligible Recipients respecting, among other things, the manner in which the Corporation will make advances in respect of the commitment to the Eligible Recipient, when those advances will be made and any terms and conditions on which payments will be made, including the achievement of agreed upon milestones.

13.10 Periodic Payments - The Corporation shall make periodic payments to Eligible Recipients to whom funding has been committed in accordance with a schedule of payments agreed to by the Corporation and the Eligible Recipient (which schedule shall match as closely as possible the expected disbursements to be made by the Eligible Recipient) or, if the Corporation and the Eligible Recipient so agree, a lump sum payment may be made on the condition that the part of the amount not needed for immediate disbursement be invested and proceeds of that investment be accounted in the project.

ARTICLE FOURTEEN - RULES AND REGULATIONS

14.01 Rules and Regulations - The Board may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed and failing such confirmation at such annual meeting shall at and from that time cease to have any force and effect.

ARTICLE FIFTEEN - BY-LAWS IN ANOTHER LANGUAGE

15.01 By-laws in Another Language - In the event of any conflict or inconsistency between this version of this By-law and any version in the French language or any other language then this version of this By-law shall prevail.

ARTICLE SIXTEEN - OFFICIAL LANGUAGES

16.01 Official Languages - Services provided by the Corporation shall be provided in English and French, as a minimum.

The foregoing By-laws constitute By-law No. 1 of the Corporation in force as at the _____ day of _____, 1998.

President

Secretary

Aboriginal Healing Foundation
75 Albert Street, Suite 801 Ottawa, Ontario K1P 5E7
Telephone: (613) 237-4441 Toll-free: (888) 725-8886
Fax: (613) 237-4442
programs@ahf.ca
www@ahf.ca