

BY-LAW NO. 1 AND NO. 2
OF THE
ABORIGINAL COUNCIL OF WINNIPEG INC.

Draft May 31, 2011

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2008

ABORIGINAL COUNCIL OF WINNIPEG INC.**(The "Corporation")****BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of the Corporation.

INTERPRETATION**1. Definitions**

In this by-law and all other by-laws of the corporation, unless the context otherwise specifies or requires:

- (a) "Aboriginal" means the Aboriginal Peoples of Canada as defined in the Constitution Act 1982;
- (b) "Act" means The Corporations Act, R.S.M. 1987, c.40 C.C.S.M. c.225, as amended from time to time;
- (c) "Board" means the Board of Directors of the Corporation elected from time to time;
- (d) "By-law" means any by-law of the Corporation from time to time in force and effect;
- (e) "Corporation" means the Aboriginal Council of Winnipeg Inc.;
- (f) "Directors" means the directors of the Corporation;
- (g) "Immediate Family Member" means a parent, sibling, spouse (including common law), child, in-laws; or any relative permanently residing with the person in question;
- (h) "Ordinary Resolution" means a resolution passed by a majority of those persons present and entitled to vote;
- (i) "President" means the President of the Corporation as elected by the Membership in accordance with this By-law;
- (j) "Special Resolution" means a resolution passed by at least two thirds (2/3) of those persons present and entitled to vote;
- (k) "Regulations" means the regulations under the Act as published or from time to time amended;
- (l) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and
- (m) The singular shall include the plural and the plural shall include the singular, the masculine shall include the feminine and neuter genders, and the word "person" shall include corporations, companies, partnerships, trusts and any number of aggregate persons.

2. Headings

The headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Purpose

In order to achieve the objects of the Corporation as set out in its Articles of Incorporation, the Corporation shall:

- I. be an advocacy body for the Aboriginal Peoples of Winnipeg.
- II. be a political voice for the Aboriginal Peoples of Winnipeg for the preservation and promotion of Aboriginal cultures, education, social and economic development, sport and recreation, and health and wellness.
- III. support initiatives undertaken by the Aboriginal program and service agencies of Winnipeg and to continue to build and maintain effective working relationships with all agencies;
- IV. project and promote a positive public image of the Aboriginal Peoples of Winnipeg in all of the Corporation's undertakings;
- V. engage with governments, the private sector, unions and the not for profit sector, Aboriginal women's organizations, other Aboriginal representative organizations on the issues/concerns/interests of the Members of the Corporation and the Aboriginal Peoples of Winnipeg.

The Corporation shall undertake its activities, pursue its objectives and achieve its Purposes in such a way as to honour the seven sacred teachings:

LOVE - EAGLE

To feel true love is to know the Creator. Therefore, it is expected that one's first love is to be the Great Spirit. He is considered the father of all children, and the giver of human life. Love given to the Great Spirit is expressed through love of oneself, and it is understood that if one cannot love oneself, it is impossible to love anyone else.

The Eagle was chosen by the Great Spirit to represent this law, as the Eagle can reach the highest out of all the creatures in bringing pure vision to the seeker. Though the purveyor of the greatest and most powerful medicine, love can also be the most elusive of the teachings, as it depends upon a world that acknowledges the importance of spirituality.

The traditional concepts of respect and sharing that form the foundation of the Aboriginal way of life are built around the seven natural laws, or sacred teachings. Each teaching honours one of the basic virtues intrinsic to a full and healthy life.

Each law is embodied by an animal to underscore the point that all actions and decisions made by man are manifest on a physical plane. The animal world taught man how to live close to the earth, and the connection that has been established between the animal world and that of man has instilled a respect for all life in those who follow the traditional Aboriginal way.

RESPECT – BUFFALO

The Buffalo, through giving its life and sharing every part of its being, showed the deep respect it had for the people. No animal was more important to the existence of Indigenous families than this animal, and its gift provided shelter, clothing and utensils for daily living. Native people believed themselves to be true caretakers of the great herds, and developed a sustainable relationship with the Buffalo resulting in a relationship that was a true expression of respect.

COURAGE – BEAR

The Bear provides many lessons in the way it lives, but courage is the most important teaching it offers. Though gentle by nature, the ferociousness of a mother Bear when one of her cubs is approached is the true definition of courage. To have the mental and moral strength to overcome fears that prevent us from living our true spirit as human beings is a great challenge that must be met with the same vigour and intensity as a mother Bear protecting her cub. Living of the heart and living of the spirit is difficult, but the Bear's example shows us how to face any danger to achieve these goals.

HONESTY – SABE

Long ago, there was a giant called Kitch-Sabe. Kitch-sabe walked among the people to remind them to be honest to the laws of the Creator and honest to each other. The highest honour that could be bestowed upon an individual was the saying "There walks an honest man. He can be trusted." To be truly honest was to keep the promises one made to the Creator, to others and to oneself. The Elders would say: "Never try to be someone else; live true to your spirit, be honest to yourself and accept who you are the way the Creator made you."

WISDOM – BEAVER

The building of a community is entirely dependent on gifts given to each member by the Creator and how these gifts are used. The Beaver's example of using his sharp teeth for cutting trees and branches to build his dams and lodges expresses this teaching. If he did not use his teeth, the teeth would continue to grow until they became useless, ultimately making it impossible for him

to sustain himself. The same can be said for human beings. One's spirit will grow weak if it is not fulfilling its use. When used properly however, these gifts contribute to the development of a peaceful and healthy community.

HUMILITY – WOLF

Recognizing and acknowledging that there is a higher power than man and it is known as the Creator is to be deemed truly humble. To express deference or submission to the Creator through the acceptance that all beings are equal is to capture the spirit of humility. The expression of this humility is manifested through the consideration of others before ourselves. In this way, the Wolf became the teacher of this lesson. He bows his head in the presence of others out of deference, and once hunted, will not take of the food until it can be shared with the pack. His lack of arrogance and respect for his community is a hard lesson, but integral in the Aboriginal way.

TRUTH – TURTLE

To know truth is to know and understand all of the original laws as given by the Creator- and to remain faithful to them. It is said that in the beginning, when the Creator made man and gave him the seven sacred laws, the Grandmother Turtle was present to ensure that the laws would never be lost or forgotten. On the back of a Turtle are the 13 moon, each representing the truth of one cycle of the Earth's rotations around the sun. The 28 markings on her back represent the cycle of the moon an of a woman's body. The shell of the Turtle represents the body real events as created by the Higher Power, and serves as a reminder of the Creator's will and teachings.

PROGRAMS AND SERVICES

The Corporation is not a program and service delivery organization. However, the Corporation may incubate new programs and services that have been identified as adding value to the Aboriginal community of Winnipeg. The Corporation may, at the end of the incubation period, identify an Advisory Member to host the program or service delivery, or may establish a new Aboriginal program and service delivery organization for the delivery of the new program and service.

The Corporation will utilize a tripartite process with the federal, provincial and municipal governments to negotiate changes in legislation, regulations or program delivery criteria that have been identified as a barrier to improving the effective delivery of programs and services to Aboriginal people in Winnipeg.

The Corporation will provide to government or other funders, upon request in writing by an Advisory Member, letters of support for program and service delivery proposals developed by the Advisory Member. Notwithstanding the foregoing, if the proposal of an Advisory Member conflicts with the program and service delivery mandate of another Advisory Member, a letter of

support will only be provided when the Advisory Member with the existing program or service delivery mandate does not object to the Corporation supporting the new program or service delivery.

HEAD OFFICE

4. Head Office

The Head Office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board may from time to time determine.

MEMBERSHIP

5. Admission of Members

There shall be four categories of Membership in the Corporation.

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a) Voting Members

The right to have his/ her name placed on the list of Voting Members belongs to each person who is:

I. an Aboriginal person as defined in Section 1 (a);

II. of the full age of sixteen (16) years;

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III. a resident in the City of Winnipeg; on request, a Voting Member will be required to produce documentation showing residency in the City of Winnipeg. Voting Membership may be acquired with one (1) piece of identification. The following documentation may be accepted in support:

- i) A current Manitoba Drivers License having an address within the City of Winnipeg;
- ii) A telephone listing in the name of the person in question indicating an address within the City of Winnipeg;
- iii) The previous year's income tax return indication an address within the City of Winnipeg; or
- iv) A recent postmarked bill (hydro, telephone, cell phone etc.).

b) Honorary Members

Honorary Members, admitted to Membership by the Board, shall have the right to attend, but not vote at, all meetings of the Members.

c) Advisory Members

Advisory Members shall be those Aboriginal organizations which apply to and are accepted by the Board as Advisory Members. Advisory Members shall be entitled to attend and speak at meetings of Members, but shall not be Voting Members.

To qualify as an Aboriginal organization, an organization must be a not-for-profit entity established for the provision of programs and services to Aboriginal persons resident in Winnipeg, and must have in its Articles or By-laws a requirement that not less than fifty-one percent of its board of directors shall be Aboriginal people. An Aboriginal entity established or operating primarily as a political voice for Aboriginal people shall not qualify as an Aboriginal organization for the purposes of becoming an Advisory Member of the Corporation.

Participation as an Advisory Member is designed to facilitate communication between the Corporation and the Advisory Members and shall not grant the Corporation any right to participate in, direct or otherwise interfere with the affairs of the Advisory Member and the Corporation shall continue to respect the autonomy of all Advisory Members.

(d) Associate Members

Associate Members shall be those non-Aboriginal persons who are admitted to Membership by the Board. Associate members shall have the right to attend, but not vote at, all meetings of the Members.

5. Application For Membership

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Membership may be acquired any time up to and including the day of any election. Membership will be renewed every five years.

6. Membership Dues

The Board may at any time and from time to time by resolution determine any membership fees payable by the Voting Members and Advisory Members upon admission to Membership. Voting and Advisory Members shall be notified in writing of the membership fees and, if not paid within one calendar month of admission into membership, the Member shall cease to be a Member.

7. Membership Card

A Membership card signed by the President shall identify each Member. A record of the Membership cards issued by the Corporation shall be kept at the head office.

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MEMBERS' MEETINGS

8. Annual General Meeting

The Annual General Meeting of the Members shall be held at the Head Office of the Corporation, or any other place within Winnipeg determined by the Board of Directors, and shall be held on the second Tuesday and Wednesday in the month of September, or on such day(s) in each year and at such time as the Board may by resolution determine. At every annual meeting, in addition to any other business that may be transacted, there shall be presented a report of the Board of the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon as required by the Act, and such other information or reports relating to the Corporation's affairs as the Directors may determine. Except as otherwise provided in this By-law, elections shall take place at the Annual General Meeting.

9. Special General Meetings

Special General Meetings may be convened by order of the President or by the Vice-President or by resolution of the Board, to be held at any date and time and at the Head Office of the Corporation or any other place within Winnipeg as may be determined by the Board of Directors.

10. Electoral Officer

An Electoral Officer will be appointed by the Board and shall conduct elections. The Electoral Officer shall not be an employee, the President, a Director or a candidate running for President or Director of the Corporation; no Immediate Family Member of the Electoral Officer shall be an employee, the President, a Director or a candidate for the President or Director of the Corporation.

The decision of the Electoral Officer on any matter pertaining to an election shall be final and binding on all parties. The Corporation shall provide the Electoral Officer with such resources, human or otherwise, as the Electoral Officer may reasonably require to execute his/ her duties.

11. Notice

Notice stating the day, hour and place of a Members' meeting and the general nature of the business to be transacted shall be given by placing the notice within one daily newspaper serving the City of Winnipeg at least twenty-one (21) days prior to the date of any meeting.

12. Omission of Notice

No error or omission in giving notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of Members, so long as reasonable efforts were used to comply with the By-law.

13. Voting

Each Voting Member shall be entitled to one vote at any Annual General Meeting or Special General Meeting. Unless the Act or the By-laws otherwise provide, each question submitted to any meeting of Members, other than the election of Directors and the President, shall be decided in the first instance by a majority of votes given on a show of hands. At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

Elections shall be conducted by written ballot.

14. **Proxy**

No proxies may be used in any vote of the Members of the Corporation.

15. **Chairperson**

For the Annual and Special General Meetings, the Board shall appoint a chairperson. The chairperson shall not have a vote at any Annual or Special General Meeting.

16. **Adjournments**

The chairperson may with the consent of any meeting adjourn the meeting from time to time to a fixed time and place and, if the meeting is adjourned for less than 30 days, no notice of the time and place for the holding of the adjourned meeting need to be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which may have been brought before or dealt with at the original meeting in accordance with the notice calling such meetings.

17. **Quorum**

A majority of the Directors then in office and those Members present shall constitute a quorum for any meeting of Members.

DIRECTORS

18. **Number and Powers**

The affairs of the Corporation shall be managed by a Board consisting of not fewer than three (3) Directors and not more than ten (10) Directors. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

By Ordinary Resolution, the Board is empowered to:

- a) Establish policies for the management and conduct of the business and affairs of the Corporation;
- b) Exercise all powers of the Corporation, except those which by the Act must be exercised by the Members;
- c) Elect, appoint and/or remove all agents of the Corporation;
- d) Engage an Executive Director to administer the affairs of the Corporation. The Executive Director shall be responsible to the Board for his or her administrative functions and in enforcing policies as established by the Board;
- e) Set, or cause to be fixed a salary scale, for the remuneration of the Executive Director.
- f) Appoint Officers (other than the President).

19. Qualifications

The President and every Director shall qualify to be a Voting Member.

Directors

To stand for election as a Director, a candidate shall:

- a) present original nomination papers, supplied by the Corporation, in support of his or her candidacy which bear the signature of twenty-five (25) of the voting Members; and
- b) present the said nomination papers to the office of the Electoral Officer no later than seven (7) days prior to the election.

President

To qualify as a candidate for the office of President, the candidate shall:

- a) present original nomination papers, supplied by the Corporation, in support of his or her candidacy which bear the signature of fifty (50) of the voting Members; and
- b) present the said nomination papers to the office of the Electoral Officer (as appointed pursuant to paragraph (10) no later than seven (7) days prior to the election.

20. **Nominations Close**

Nominations for President and Director(s) will close seven (7) days prior to the day which is the first day of the meeting of Members at which an election is to be held.

21. **Employee Eligibility**

An employee of the Corporation shall be eligible to stand for election as a Director or President of the Corporation. He/she must take an unpaid leave of absence upon declaration of his/her candidacy for election. If successful, the employee shall be deemed to have resigned his/her employment as of the date of declaration that he/she has been elected. A person providing services under a contract with the Corporation shall not provide services to the Corporation during his/her candidacy and any contract for services shall be suspended during candidacy. If successful, the contractor shall be deemed to have terminated his/her contract for services as of the date of declaration that he/she has been elected.

22. **Restrictions On Candidacy**

A candidate may stand for election as a Director or as the President, but not both. A Director wishing to be a candidate for the position of President must resign his/her position as a Director upon declaration of candidacy.

23. **Eligibility for Re-Election**

Retiring Directors and the President shall be eligible for re-election if otherwise qualified and retiring Directors/President shall, if not running for office, continue in office until their successors shall have been duly elected or appointed.

24. **Term of Office and Stagger**

The term of office for Directors and the President shall be from the date of the meeting at which they are elected until the Annual General Meeting the third year following election, unless otherwise removed from office in accordance with this By-law.

Notwithstanding the foregoing, if necessary to provide for staggered terms, the Board may, prior to an election, provide for terms of office of one or two years.

25. **Filling of Vacancies**

From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors) or the office of President, such vacancy may, as long as there is a majority of Directors then in office, be filled by the Directors if they shall see

fit to do so; otherwise such vacancy shall be filled at the next Annual General Meeting or at a Special General Meeting and any person appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director or President who ceased to be a Director and who caused such vacancy.

26. **Vacation of Office**

The office of a Director or of the President of the Corporation shall be vacated if he/she:

- a) is subject to an order declaring him/her to be a mentally incompetent person or incapable of managing his/her affairs;
- b) is convicted of any criminal offence;
- c) dies or resigns and any resignation shall be effective at the time it is submitted to the Corporation or at the time specified in the resignation, whichever is later;
- d) becomes bankrupt or is declared insolvent;
- e) fails to attend at three consecutive meetings of the Board of Directors without reasonable excuse, which shall be at the discretion of the Board; or
- f) ceases to be eligible to be a Director or President.

27. **Removal of Directors or President & Replacement**

The Members may remove any Director or the President before the expiration of his or her term of office for "cause", by Special Resolution passed at an Annual General Meeting or a Special General Meeting where notice specifying the intention to pass such resolution has been given.

For the purposes of this section, "cause" shall include, but not be limited to, failure to fulfill the duties of the office, engaging in conduct detrimental to the best interests of the Corporation, engaging in acts or omissions that give rise to a cause of action at law or in equity against the Corporation, or a violation of any law. Said removal must follow the following procedures:

- (a) A written petition for removal must be presented to the Board and filed with the Secretary, setting out the reasons that removal is sought;
- (b) Notice of a meeting of Members shall be published twenty-one (21) days in advance in a daily public newspaper serving the City of Winnipeg;
- (c) Said notice shall state the date, time and place of such a meeting and shall also state the nature of the business to be transacted;
- (d) The President/Director who is subject to removal shall be given written notice of the reasons at least ten (10) days before the meeting;

- (e) The petitioners shall present their reasons first; the President/Director subject to removal shall present his or her response second; and the vote shall then be taken.

Should the Director subject to removal be the Secretary, the Treasurer shall receive and distribute the petition. Should the President be subject to removal, the Vice-President shall preside over the proceedings. No removal proceedings shall be brought more than once on the same matter.

28. Conflict of Interest

Directors must disclose any matter where he/she has an actual, perceived or potential conflict of interest. A conflict of interest is any matter in which a Director has employment, business or personal interest which may result or appear to result in an improper advantage, or which interferes or appears to interfere with the objective exercise of the duties of the office of Director. Disclosure must take place as soon as the Director becomes aware of the potential conflict or perceived conflict of interest.

Disclosure should be made in writing or recorded in the minutes of a meeting of Directors. The Director shall not be present during the discussion of the matter and shall not attempt to influence, any decision of the Directors pertaining to such matter. If a Director is unsure as to whether or not a conflict of interest exists, the Director shall disclose the possible conflict to the Directors and the Directors shall determine whether or not a conflict or perceived conflict exists.

Once a Director has disclosed a conflict as required, the existence of the conflict shall not invalidate any decision or action taken by the Board and the Director with the conflict of interest shall not be liable to account to the Corporation or its Members or creditors for any profit realized by or from any such contract or arrangement.

29. Remuneration

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director. The President is entitled to remuneration as President.

MEETINGS OF DIRECTORS

30. Place of Meetings

Meetings of the Board may be held either at the Head Office of the Corporation or at any other place within or outside Manitoba, as a majority of the Board of Directors determine.

31. Attendance

Subject to paragraphs 35 and 36, any person residing in the City of Winnipeg, in the Province of Manitoba is allowed to attend any and all meetings of the Corporation, including meetings of Directors.

32. **Executive Director**

The Executive Director of the Corporation may attend all meetings of the Corporation in an ex-officio capacity to advise the Board and should be considered a full participating, but non voting member of the meetings.

33. **Notice**

A meeting of Directors may be convened any time by the President, by the Vice-President or by any two Directors. The Secretary, by direction of the President, Vice-President or any two Directors, as the case may be, shall convene a meeting of Directors. The Directors may from time to time by resolution determine to hold regular meetings of the Directors and whenever such a resolution is in effect the Secretary shall give notice of such regular meetings and therefore no further notice shall be required.

Notice of any other meeting of Directors shall be given to each Director at least two business days before the meeting is to take place, stating the day, hour and place of meeting, provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meetings or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates. No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any resolution passed or proceedings taken at such meeting, provided reasonable efforts are used to comply.

A meeting of the Board may be held immediately following the election of Directors, and no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

The notice need not specify the purpose of business to be transacted at the meeting except where any matter referred to in section 110(3) of the Act is to be dealt with at such meeting.

34. **Waiver of Notice**

A Director may in any manner waive notice of a meeting of the Board and attendance of any Director at a meeting of the Board shall constitute a waiver of notice of the meeting except where such Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

35. Participation by Telephone

If all the Directors attending a meeting consent, a Director may participate in a meeting of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting.

36. In Camera

By majority, the Board may elect to have any meeting of the Board or portion thereof, in camera.

37. Quorum and Voting

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a casting vote. Other than the casting vote, the chairperson shall have no vote. At any meeting a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.

38. Number

The Board shall hold at least ten (10) meetings annually to deal with the affairs of the Corporation.

39. Resolution in Lieu of Meeting

Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

SUBMISSION TO MEMBERS FOR APPROVAL**40. Submission**

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any Annual General or Special General Meeting of the Members and any contract, act or transaction that shall be approved or ratified by the resolution passed by Ordinary Resolution at any such meeting (unless any different or additional requirement is imposed by the Act) shall be valid and as binding upon the Corporation and upon all the Members as if it had been approved or ratified by every Member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

41. Indemnity

Subject to section 119 of the Act, every Director and Officer of the Corporation, former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a creditor, Member or shareholder and his or her heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate.

42. Limited Liability

No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

OFFICERS

43. Appointment of Officers

The Board shall annually or more often as may be required appoint a Vice-President, a Secretary and a Treasurer. These Officers, plus the President (who shall also be an officer), will constitute the Executive Committee. The offices of Secretary and Treasurer may, in the discretion of the Directors, be held by the same person who may but need not be known as the Secretary-

Treasurer. The Directors may appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. All Officers of the Corporation shall be Directors.

44. **Remuneration of the President**

The remuneration (if any) of the President shall be determined from time to time by resolution of the Board. The fact that the President is a Director shall not disqualify him/her from receiving remuneration.

45. **Removal of Officers**

All officers, with the exception of the President, shall be subject to removal by resolution of the Board at any time with cause.

The President may only be removed from office, by following the procedure as outlined in this by-law.

46. **Delegation of Duties of Officers**

In the case of the absence or inability to act of the President, the Vice-President or any other Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

47. **Powers and Duties**

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the Officers shall, subject to amendment by the Board, include:

- (a) **President.** The President in addition to the powers and duties of a Director of the Corporation (which shall not be subject to amendment by the Board) shall, when present, chair all meetings of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Vice-President or the Secretary shall sign all by-laws and Membership certificates. The President shall also possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

- (b) Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President with the exception of the duties and powers of the President by virtue of the President being a Director unless the Vice-President is a Director himself or herself. The Vice-President shall possess and may exercise such other powers and duties as may from time to time be assigned to him or her by the Board.
- (c) Secretary. The Secretary shall record all facts of all proceedings in the books kept for that purpose, and shall when present act as secretary of all meetings of Members. The Secretary shall have charge of the minute book of the Corporation and the documents and registers referred to in the Act as well as all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. The Secretary shall perform all duties incident to his or her office or that are properly required of him or her by the Board.
- (d) Treasurer. The Treasurer, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records required by the Act. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required, an account of all of his or her transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall perform all duties incident to his or her office or that are properly required of him or her by the Board. The Treasurer may be required to give such bonds for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

48. Vacancies

If the office of the President becomes vacant by reason of death, resignation, disqualification or otherwise, the Vice-President shall fulfill the duties of office until the vacancy is filled. If any other office shall be or become vacant by reason of death, resignation, disqualification or otherwise the Directors may appoint a Director to fill such vacancy.

COMMITTEES

49. Constitution of Committees

The Board may from time to time constitute such committees as it deems necessary and shall prescribe their duties.

50. Membership of Committees

The Board may annually or more often appoint not less than three Members of the Corporation to be Members of each of such committee and shall designate one of the Members of each committee as Chairperson thereof. The President shall be ex officio as a Member of each such committee but shall not be included in the numbers referred to herein. Members of committees shall be subject to removal by the Board at any time with cause. Members of committees shall serve without remuneration but shall be entitled to reimbursement for any reasonable expenses which they may incur.

51. **Meetings**

The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the Members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have a casting vote.

NOTICES

52. **Service**

Subject to paragraphs 11, 27, 33, and 34, any notice, other than notice of Members meetings, to be given to any Member, Director or auditor shall be served either personally or by telephone or sent by prepaid mail or by, fax or electronic communication to such Member, Director or auditor addressed to him or her at his or her address as it appears in the books of the Corporation or, if no address be given therein, then addressed

to the last address of such Member, Director or auditor known to the Secretary of the Corporation. With respect to every notice sent by prepaid mail it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office letter-box; provided that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

53. **Signature on Notices**

The signature of any Director or Officer of the Corporation on any notice may be written, stamped, typewritten, or printed or partly written, stamped or printed. Subject to paragraphs 11, 27, 33 and 34 hereof and without derogating from any provision of the Act or this by-law requiring a longer period of notice, every notice sent by post shall be given at least fourteen days in advance of the date of the meeting to which it relates.

54. **Computation of Time**

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "business days" is used in this by-law it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

55. **Proof of Service**

A certificate of the President, the Vice-President, the Treasurer or the Secretary of the Corporation or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, officer, or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, officer or auditor of the Corporation, as the case may be.

REGISTERED OFFICE

56. **Registered Office**

Unless changed by Special Resolution, the registered office of the Corporation shall be in the City of Winnipeg and at such address within such place as the Directors may from time to time determine.

CORPORATE SEAL

57. **Seal**

The Directors may, by resolution, at any time approve and adopt a seal which shall be the seal of the Corporation.

BANKING

58. **Banking**

The banking of the Corporation, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by Ordinary Resolution, and all such banking shall be transacted on behalf of the Corporation by such one or more Officers and/or other persons as the Board may direct or authorize from time to time and to the extent therein provided including without limitation, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any

such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

EXECUTION OF INSTRUMENTS

59. Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange or other evidences of indebtedness shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation as the Board may from time to time designate by resolution.

60. Contracts

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President or the Vice-President together with the Secretary or the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing and direct the manner in which any particular instrument in writing may or shall be executed.

The seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board.

The term "contracts, 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, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances and transfers.

61. Fiscal Year

The first fiscal period of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors may from time to time by Ordinary Resolution determine.

RECORDS

62. Record Availability

The Board of Directors shall see that the books and records prescribed by the Act are kept by the Corporation and such books, together with all other records, shall be made available for inspection, upon appointment, during business hours by any Member of the Corporation. One Executive Committee Member and the Executive Director shall be present for said inspection.

REPORTS

63. **Reports**

The Executive Director of the Corporation shall report to the Board on the status of the Corporation and its affairs, at Board meetings.

AUDITORS

64. **Report**

The auditors shall be entitled to require from the Directors and Officers such information and explanations as is necessary for the performance of his/her duties and shall make a report to the Members as required by the Act.

65. **Copies of Auditor's Report**

All Members of the Corporation shall be entitled to examine and if printed, to receive at the Annual General Meeting, a copy of the Auditor's annual report of the Corporation.

AMENDMENTS

66. **Amendment**

This by-law shall not be amended in whole or in part, except by Special Resolution at an Annual or a Special General meeting of the Members at which notice of the intent to amend the By-law has been given.

Any amendments/additions/repeal to or of these By-Laws may be proposed by any Voting Member or by any of the Directors.

- (a) All proposed amendments shall be presented in basic form as a written motion at a meeting of the Board.
- (b) Upon receipt of the proposed amendment, the Board shall review, analyze and may modify it so as to eliminate any ambiguities or inconsistencies with other provisions in these By-Laws, or may reject any proposed amendment.
- (c) After the Board review, the Board of Directors may present a proposed amendment to the Members at an Annual General Meeting or Special General Meeting.

(d) To be effective, an amendment must be approved by Special Resolution of the Members.

| ENACTED on this _____ day of _____, 2011 -----

Deleted: 2008

President

Secretary

ABORIGINAL COUNCIL OF WINNIPEG INC.**(The "Corporation")****BY LAW NO. 2**

1. The Directors may, without authorization of the Members:
 - (a) borrow money upon credit of the Corporation;
 - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation; and
 - (d) subject to Section 42 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.
2. The words "debt obligation" and "security interest" shall have the same meaning as set out in *The Corporations Act* (Manitoba) (the "Act").
3. The Directors may from time to time by resolution delegate to a managing Director or a committee of Directors all or any of the powers conferred on the Directors by paragraph 1 of this by-law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the Directors.
4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purpose of the Corporation possessed by its Directors or officers independent of this by-law and, in particular, are in addition to those given by Section 183 of the Act.

ENACTED on this _____ day of _____, 2008

Secretary

President