

BY-LAWS

NATIONAL ABORIGINAL FORESTRY ASSOCIATION

Part I – Interpretation

1. In these by-laws, unless the context otherwise requires:

- a) "Association" means the corporation named the National Aboriginal Forestry Association incorporated under Part II of the Canada Corporations Act;
- b) "Act" means the Canadian Corporations Act from time to time in force and all amendments to it;
- c) "Directors" means the directors of the Association for the time being;
- d) "Board" means the Board of Directors of the Association for the time being;
- e) First Nation means "band" within the *Indian Act*, so long as such band has rights to or control over reserve lands, or other group of Aboriginal persons who are possessed of reserve lands recognized as such under a treaty or Act of Parliament.

Part II - Objectives of National Aboriginal Forestry Association (Association)

- 1. The objectives of the Association are those set forth in the documents of incorporation, but, in particular shall be dedicated exclusively to the social, cultural, educational or economic development of Aboriginal people who for the most part live on reserves through the promotion of good forest management on reserves and within First Nation territories.

Part III - Board of Directors

- 1. a) The property and business of the association shall be managed and controlled by a board of ten (10) directors of whom five (5) shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. The allocation of directorships representing each geographic region is as follows: Atlantic region: two Directors (New Brunswick and PEI - one director, Nova Scotia and Newfoundland - one director) Quebec: one Director Ontario: one Director Manitoba: one Director Saskatchewan: one Director Alberta: one Director British Columbia: one Director Yukon Territory: one Director Northwest Territories: one Director.
- b) The First Nations, First Nations controlled organizations or Tribal Council members from each geographic region shall elect or appoint one director and one alternate. Except in the Atlantic region, which shall elect or appoint two Directors and alternates.
- c) The applicants for incorporation shall become the first directors of the association whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of

directors then elected shall replace the provisional directors named in the Letters Patent of the association.

d) If the director representing a geographic region resigns or is removed from the position as director, the position will remain vacant until the member First Nations, First Nations controlled organizations or Tribal Councils in that region can elect or appoint a director to fill the vacant position.

e) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director, based on his expertise and experience from acting as management or technical consultants in any projects undertaken by the association and receiving reasonable compensation therefore, if so disclosed and consented to by the Board in writing.

f) The directors representing the geographical regions shall be elected or appointed for a term of two years.

g) A Director may be removed for just cause by the vote of a majority of the member First Nations, First Nations controlled organizations, or Tribal Councils in the geographic region from which he or she has been elected or appointed.

h) A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

i) There shall be an executive committee composed of three (3) officers, plus a minimum of two (2) directors who shall be appointed by resolution of the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least 14 days prior to the meeting. Three (3) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

j) There shall be a standing Resolutions Committee, comprised of three Directors appointed by the Board of Directors. The Resolution Committee shall have the duty to receive and review all resolutions from the membership and report to the Board. The Directors of the Resolutions Committee shall receive no remuneration and shall be removable only by a majority of vote by the Board of Directors.

Part IV - Meetings of the Board

1. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

a) Five directors present in person shall constitute a quorum.

b) Questions arising at a meeting of the Board shall be decided by a majority vote of members attending the meeting.

c) Each Director is authorized to exercise one (1) vote.

d) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

e) If all the directors of the association 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.

Part V - Membership and Voting Privileges

1. The Chairman of the Board shall issue memberships subject to ratification by the Board of Directors.

2. There shall be the following classes of membership:

a) *Regional Affiliate* - Regional or provincially established organizations that are controlled by more than one First Nation or by one or more Tribal Councils and are interested in furthering the objectives of the corporation may apply for membership as a Regional Affiliate.

b) *Organization Member* - First Nations, First Nations controlled organizations, Tribal Councils, and all other Aboriginal organizations, either for profit or not, that are interested in furthering the objectives of the corporation may apply for membership as an organization member.

c) *Individual Member* - Aboriginal individuals that are interested in furthering the objectives of the corporation may apply for membership as an individual member.

d) *Associate Member* - Non-Aboriginal organizations or individuals interested in furthering the objectives of the association may apply for membership as an Associate Member.

e) *Student Member* - Individuals who are registered as full-time students in a vocational, technical or post-secondary institution may apply for student membership.

3. A First Nation, First Nations controlled organization or Tribal Council that is a member in good standing of a Regional Affiliate shall be entitled to membership in the Association as an organizational member and, provided a membership fee has been paid to the Regional Affiliate, the fee for membership in the Association shall be waived.

4. Members that are not First Nations, First Nations controlled organizations or Tribal Councils shall not be entitled to vote in the election of the Board of Directors. Each First Nation, First Nations controlled organization and Tribal Council shall be entitled to one vote in electing the Director from its geographical region.

5. Except for the election of the Board of Directors, organizations and individual members, are entitled to one vote at the general meetings and extraordinary meetings.

6. A member continues to be a member in good standing unless the member has failed to pay membership fees to the Association or its regional Affiliate member or unless the Board of Directors determines that the member has breached any other by-law of the corporation.

7. Where a member has been deemed not to be in good standing, the Board of Directors may expel that member from the Association and cancel, withdraw or otherwise terminate his membership and privileges provided that the reasons for so doing are communicated in writing to the member.

8. The membership fee shall be designated as a separate bank account and shall be used for membership matters including but not limited to membership newsletters, special membership functions and annual general meetings.

9. The Board of Directors may determine from time to time the membership fee for each class.

Part VI - Meeting of Members

1. General Meetings of the Association shall be held at the time and place, in accordance with the Act including:

a) The annual or any other general meeting of the members shall be held at the head office of the association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

b) Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

c) every general meeting, other than an annual general meeting, is an extraordinary general meeting,

d) the directors may, when they think fit, convene an extraordinary general meeting,

e) the accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting,

f) notice of a general meeting shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business,

g) the first annual general meeting of the Association shall be held not more than 12 months after the date of Incorporation and subsequent meetings shall be held within the maximum time limit as specified by the Act.

- h) The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
- i) Ten (10) members present in person at a meeting shall constitute a quorum.
- j) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- k) The President of the Association, one of the vice-presidents or in the absence of these, one of the directors shall preside as chair-person of a general meeting.
- l) In the absence of the President, vice-presidents or all directors, the voting members present shall elect a chair-person to preside over a general meeting.
- m) The procedures and rules regarding voting and passing of resolutions shall be those adopted at the first annual general meeting and it shall be the duty of the Chair-person presiding at each such meeting to communicate them to the members present before each meeting commences.
- n) Each voting member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy-holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the association.
- o) No rule, made by the Association in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

Part VII – Officers

1. The Officers of the Association shall be:
 - a) The president.
 - b) Two vice-presidents, one from eastern Canada (Ontario, Quebec, and the Atlantic region), and one from western Canada (Manitoba, Saskatchewan, Alberta, British Columbia, Northwest Territories, Yukon Territory).
 - c) The Executive Director.
2. The president and vice-presidents shall be elected by simple majority by the Board of Directors. Officers other than president and vice-presidents of the association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.
3. An interim Executive Director shall be appointed by the first directors until an Executive Director has been appointed as described in Subsection VII (2) herein. The interim Executive Director is eligible to be the Executive Director.
4. Officers can be removed by the Board on grounds or causes including but not limited to the following:
 - i) conviction of an indictable offense.
 - ii) any proven fraudulent activities affecting or concerning the finances of the Association.
 - iii) inability to fulfil responsibilities of office.
 - iv) failure to attend regularly scheduled meetings of the Board of subcommittees on two consecutive occasions without notification or valid excuse.
5. The Terms of the offices shall be:

- i) The President for a term of 2 years.
 - ii) The Vice-president for a term of 1 year during the first subsequent year upon incorporation and two years thereafter.
 - iii) The Executive Director for an indeterminate period, subject to a performance review every two years.
6. The Board may at any time and from time to time appoint a member to serve as an Officer to fill a vacancy that exists.
 7. An officer so elected or appointed will serve only until expiry of the previous appointment, but is eligible for re-election at that time.
 8. An officer may vacate office by submitting a letter of resignation to the remaining members of the Board. The Board will not unreasonably withhold their acceptance of letter of resignation.

Part VIII - Duties and Responsibilities of the Officers

1. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.
2. The Vice-president shall, in the absence or disability of the President, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
3. The Executive Director shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors. The Executive Director may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of director or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

4. In the absence of the Executive Director from a meeting, the Board shall appoint another Director to act as executive director at the meeting and for the purpose of the meeting only.
5. No member of the Board shall hold more than one position unless it becomes necessary to do so on a temporary, acting basis because of a vacancy.

Part IX – Employees

1. The Association shall maintain a staff only as supportable by available financial resources with all decisions to create and fill or delete staff positions to be made by the Board.
2. The Board shall determine the tenure and remunerations for all employees hired by the Association.

Part X - Execution of Documents

1. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Part XI – Borrowing

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

Part XII - Rules and Regulations

1. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

Part XIII – Auditor

1. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.
2. An auditor may be removed by ordinary resolution.
3. An auditor shall be promptly informed in writing of appointment or removal.
4. No Board member or general member or employee of the Association shall be auditor.
5. The auditor may attend general meetings and must attend the annual general meetings.

Part XIV – Headquarters

1. The headquarters of the Association, located at Algonquin Golden Lake First Nation, Ontario, the mailing address of which will be: Algonquin Golden Lake First Nation, P.O. Box 67, Golden Lake Reserve Road, Golden Lake, Ontario, K0J 1X0.

Part XV – Notices

1. All notices provisions specified in the Act for whatever purpose apply in the operation of the Association's business.

Part XVI - Bylaws and Amendments

1. On being admitted to membership, each member is entitled to and the Association will give each member without charge, a copy of the Constitution and Bylaws of the Association.
2. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.