

# Indspire

## By-Law No.16

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

### Interpretation

#### 1. Definitions

In this By-Law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including any regulations made pursuant of the Act, and any statute or regulations that may be substituted therefor, as amended from time to time, and in the case of such substitution, any references in the By-laws to provisions of the Act or its regulations shall be read as references to the substituted provisions therefor in the new statute, statutes or regulations;
- (b) “**Articles**” means the articles, as that term is defined in the Act, of the Corporation from time to time in force and effect;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-laws**” means any by-law of the Corporation from time to time in force and effect;
- (e) “**Corporation**” means Indspire, a Canadian non-share capital corporation continued under the Act;
- (f) “**Members**” means members of the Corporation;
- (g) “**Reserve**” shall have the meaning ascribed thereto in the Indian Act (Canada); and
- (h) “**Reserve Meetings**” means Board meetings at which the majority of the directors in attendance, either in person or by other means in accordance with paragraph 20 hereof, are physically present on a Reserve.

## 2. Interpretation

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) All terms which are contained in the By-laws, not otherwise defined herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms of provisions.

## **Conditions of Membership**

- 3. The Members shall be the directors of the Corporation from time to time.
- 4. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation. An individual shall automatically cease to be a Member (without any action of the individual, the Board or the Corporation) upon such individual ceasing to be a director of the Corporation.
- 5. Any Member may be removed by a resolution passed by the majority of the votes cast at a special meeting of the Members, provided that the Member shall be granted the opportunity to be heard at such meeting.

## **Seal**

- 6. The seal of the Corporation shall be such as the Board may by resolution from time to time approve.

## **Head Office**

7. The head office of the Corporation shall be in the Six Nations Reserve No. 40, in the Province of Ontario.

## **Board of Directors**

8. The activities and affairs of the Corporation shall be managed by the Board. The Board shall at all times exercise management and control of the Corporation. The number of directors on the Board shall be a minimum of three (3) and a maximum of thirty (30) and the precise number of directors from time to time between the minimum and maximum noted above shall be determined by the Board or the Members at a meeting of Members.
9. Directors shall be elected yearly by the Members at an annual meeting of Members. The directors' terms of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole Board shall retire at the annual meeting at which the directors are elected but, subject to the By-Laws, shall be eligible for re-election.
10. Every director shall be an individual who: (i) is at least eighteen (18) years of age with power under the law to contract, (ii) has not been declared incapable by a court in Canada or in another country, and (iii) an individual who does not have the status of a bankrupt.
11. The office of a director shall be automatically vacated if:
  - (a) The director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
  - (b) At a special meeting of Members, a resolution is passed by at least a majority of the votes cast by the Members removing the director before the expiration of the director's term of office;
  - (c) The director no longer meets the qualifications set out in paragraph 10 hereof;
  - (d) The director ceases to be a Member; or

- (e) The director dies;

Provided that if any vacancy shall occur in accordance with this paragraph, the Board may, by majority vote, fill such vacancy for the remainder of the former director's term.

- 12. 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, by resolution of the Board, be paid reasonable expenses incurred by him in the performance of his duties including attendance at each annual meeting or special meeting of the Board.
- 13. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted or his successor is elected.

### **Meetings of Directors**

- 14. A meeting of directors may be convened at any time by the Chair, the President or any two directors. Meetings of the Board may be held at any time and place in Canada to be determined by the directors provided that:
  - (a) There shall be at least one (1) meeting of the Board in each calendar year; and
  - (b) A majority of Board meetings in each calendar year shall be Reserve Meetings.
- 15. Unless sent by mail, at least forty-eight (48) hours' notice of a meeting of the Board shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 55 of this By-law not less than seven (7) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given) before the meeting is to take place.

A director may in any manner and at any time waive notice of a meeting of directors, and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting, except where a 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.

If the first meeting of the Board following the election of directors by the Members is held immediately thereafter, then for such a meeting, no notice shall be necessary to

the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. No error or accidental omission in giving notice of any meeting of directors or adjourned meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
17. Any meeting of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meetings of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
18. A majority of the directors shall form a quorum for the transaction of business, and notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. If a quorum is present at the opening of a meeting of directors, the directors present may, unless the By-laws otherwise provide, proceed with the business of a meeting, even if a quorum is not present throughout the meeting.
19. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of a equality of votes, the chair of the meeting shall not have a second or casting vote.
20. If all the directors consent, a director may participate in a meeting of directors or of a committee of directors by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at that meeting.

## **Powers of Directors**

21. The Board shall manage the activities and affairs of the Corporation and 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 other powers and do all such other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.
22. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.
23. Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may, from time to time on behalf of the Corporation, without authorization from the Members:
  - (a) Borrow money on the credit of the Corporation;
  - (b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - (c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The powers hereby conferred shall be deemed to be in supplement of, and not in substitution for, any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

24. The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.
25. The directors are subject to the Corporation's conflict of interest policy which may be amended by resolution of the Board from time to time. Notwithstanding the foregoing, to the extent that any director of the Corporation has an interest in a material contract

or material transaction, whether made or proposed, with the Corporation, the director and the Corporation shall act in accordance with Section 141 of the Act.

26. The Board may appoint such agents and engage such employees and contractors as it shall 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. The remuneration of all agents, employees and contractors who are not directors shall, subject to the other provisions of this By-law, be fixed by the Board by resolution.
27. The Board may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The remuneration of all committee members who are not directors shall, subject to the other provisions of this By-law, be fixed by the Board by resolution.

### **Indemnities to Directors and Others**

- (a) Except in respect of an action by or on behalf of the Corporation, or another entity hereafter referenced, to procure a judgement in its favour, the Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subparagraph (a) above. The individual shall repay the money if the individual does not fulfill the conditions of subparagraph (c) below.
- (c) Notwithstanding the provisions of this By-law, the Corporation may not indemnify an individual under subparagraph (a) unless the individual:
  - (i) Acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for

which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

- (ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.
- (d) Despite subparagraph (a), an individual referred to in that subparagraph is entitled to indemnify from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceedings to which the individual is subject because of the individual's association with the Corporation or other entity as described in that subparagraph, if the individual seeking indemnity:
- (i) Was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
  - (ii) Fulfils the conditions set out in subparagraph (c).
- (e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in subparagraph (a) against any liability incurred by the individual:
- (i) In the individual's capacity as a director or an officer of the Corporation; or
  - (ii) In the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request,

Provided that insurance need not be purchased or maintained in respect of an individual who would not be entitled to receive indemnification pursuant to subparagraph (c).

## **Executive Committee**

29. The Board may elect from its number an executive committee consisting of not less than three (3) directors, which executive committee shall have power to fix its quorum at not less than a majority of its members and may exercise such powers as are authorized by the Board. Any executive committee member may be removed by majority vote of the Board. Except to the extent otherwise determined by the Board or,



failing such determination, as determined by the executive committee, the provisions of paragraphs 14 (except with respect to Reserve Meetings), 15, 16, 17, 18, 19 and 20 hereof, inclusive, shall apply, *mutatis mutandis*, to the executive committee.

Notwithstanding anything in this paragraph, the executive committee shall not have the authority to:

- (a) Submit to the Members any question or matter requiring the approval of Members;
- (b) Fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) Issue debt obligations except as authorized by the directors;
- (d) Approve any financial statements referred to in Section 172 of the Act;
- (e) Adopt, amend or repeal the By-laws; or
- (f) Establish contributions to be made, or dues to be paid, by Members under Section 30 of the Act.

## **Officers**

- 30. The Board shall appoint a President, Chair and Vice-Chair, and may appoint a Secretary and/or Treasurer and any such other officers as the Board may by resolution determine. The President may not hold another officer position, the positions of Chair and Vice-Chair may not be held by the same person, and any two (2) other offices may be held by the same person.
- 31. Officers of the Corporation, other than the President, shall be directors and shall be appointed by resolution of the Board at the first meeting of the Board following each annual meeting of the Members.
- 32. The officers of the Corporation, other than the President, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.
- 33. The officers of the Corporation shall continue in office until the earlier of:

- (a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specifies in the resignation, whichever is later;
- (b) The appointment of a successor;
- (c) That officer ceasing to be a director if such is a necessary qualification of appointment;
- (d) The meeting at which the directors annually appoint the officers of the Corporation if such officer position is appointed annually;
- (e) That officer's removal by a majority vote of the directors; or
- (f) That officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

- 34. The remuneration of all officers who are not directors shall, subject to the other provisions of this By-law, be fixed by the Board by resolution. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

## **Duties of Officers**

- 35. All officers shall report directly to the Board and shall perform such duties as may be assigned to them by the Board from time to time.
- 36. The President shall be an employee of the Corporation and shall be responsible for the general and active management of the affairs of the Corporation ensuring that all orders and resolutions of the Board are carried into effect. The President shall not be a member of the Board. The President shall be entitled to attend and participate in meetings of the Board, but shall not have a vote or be recognized as a member of the Board.
- 37. The Chair shall, when present, preside at all meetings of the Members and of the Board. The Chair shall enforce rules of debate, maintain order and decorum, and respond to inquiries, points of order and motions that require action by the Chair.

38. The Vice-Chair shall, in the absence or inability or refusal to act of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned by the Board.
39. The Treasurer 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 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 from time to time. The Treasurer 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, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be assigned by the Board.
40. The Secretary may be empowered by resolution of the Board to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend meetings of the Corporation and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board or President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
41. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

## **Members' Meetings**

42. The annual meeting of the Members may be convened by order of the Chair or by the Board at any date and time and shall be held on a Reserve chosen by the Board. The annual meeting of the Members shall be held on such a day as the Board shall appoint.
43. At every annual meeting of Members, in addition to any other business that may be transacted, the documents required pursuant to Section 172 of the Act shall be placed

before the Members and the Members shall elect directors, and the public accountant shall be appointed, for the ensuing year. The Members may consider and transact any business either special or general at any meeting of Members.

44. Subject to the Act, any special meeting of the Members may be convened by order of the Chair or by the Board at any date and time and at any place within Canada. Any special meeting of the Members shall be held at the head office of the Corporation or at any place as the Board may determine. Any special meeting of the Members shall be held on such day as the Board shall appoint.
45. At least twenty-one (21) days' written notice shall be given in the manner specified in paragraph 55 to each Member, director and the public accountant of any annual or special meeting of Members. The foregoing period of notice shall not exceed the time prescribed by Section 162 of the Act. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgement on the business and shall state the text of any special resolution to be submitted to the meeting.
46. A Member and any other person entitled to attend a meeting of Members may waive notice of a meeting of Members, and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting, except where such person 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.
47. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members shall invalidate any resolution passed or any proceedings taken at any meeting of Members.
48. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act, the Articles or any other By-law) shall be persons present being a majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may, unless the By-laws otherwise provide, proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 55 with regard to notice shall apply to such adjournment.

49. In the event that the Chair and Vice-Chair are absent, the persons who are present and entitled to vote shall choose another director as chair of the meeting and if no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chair of such meeting.
50. The chair of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need to be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
51. At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by the By-laws. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which the chair may be otherwise entitled.

At any meeting, unless a poll is demanded, a declaration by the chair of the meeting 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.

52. A Member shall not be permitted to appoint a proxyholder in respect of his or her Member interest, and a proxyholder on behalf of a Member will not be permitted to attend or act at a meeting of Members.
53. Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting. If a vote is to be taken at such a meeting, the facility for the meeting must: (i) enable the votes to be gathered in a manner that permits their subsequent verification; and (ii) permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

## **Execution of Documents**

54. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two (2) officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power 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 and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “contracts, documents or instruments in writing” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed in accordance with the By-laws.

## **Notice**

55. Any notice or other document required by the Act, the Articles, or the By-laws to be sent to any Member or director or to the public accountant shall be delivered personally or sent by prepaid mail or by facsimile or electronically to any such Member or director in accordance with their latest contact information as shown in the records of the Corporation and to the public accountant at its business address, or if no contact information be given therein then to the last contact information of such Member or director known to the Secretary; provided always 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. For this purpose, any Member, director or public accountant of the Corporation must provide its updated contact information to the Corporation should the contact information shown in the records of the Corporation change.
56. The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

57. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or the Articles, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

## **Financial Year**

58. The financial year 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 resolution determine.

## **By-Laws**

59. (a) All previous by-laws of the Corporation are repealed as and from the effective date of this By-law. Such repeal shall not affect the previous operation of such repealed by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.
- (b) The making of any By-law, any By-law amendment and any repeal of a By-law shall accord with the Act.

## **Public Accountant**

60. The Members shall at each annual meeting of Members appoint a public accountant who meets the requirements of Section 180 of the Act to audit the accounts of the Corporation for reporting to the Members who shall hold office until the next following annual meeting of Members; provided, however, that any vacancy in the office of the public accountant may be filled in accordance with the Act. The remuneration of the public accountant shall be fixed by the Board.

## **Books and Records**

61. The directors shall see that all necessary books and records of the Corporation required by the By-laws, the Act or any applicable statute or law are regularly and properly kept.

## **Rules and Regulations**

62. The Board may prescribe such rules and regulations not inconsistent with the By-laws 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 when they shall be confirmed by the Members, and failing such confirmation at such annual meeting of Members at and from that time cease to have any force and effect.

Approved by the Directors and Members on September 27, 2013 to be effective upon the issuance of a Certificate of Continuance by Industry Canada.

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President & CEO

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Vice President of Finance & Administration