

General Operating By-Law (By-Law No. 1) *adopted at the AGA held in Ottawa, Ontario, September 26th and 27th, 2014, as amended at the AGA held in Ottawa, Ontario, September 25th and 26th, 2015, as further amended at the AGA held in Gatineau, Quebec, September 30th and October 1st, 2016, and as further amended at the AGA held in Ottawa, Ontario, September 22nd and 23rd, 2017.*

GENERAL OPERATING BY-LAW — CONGRESS OF ABORIGINAL PEOPLES

BY-LAW No. 1

NOTE: This document sets forth the Constitutional Operating By-law of the Congress of Aboriginal Peoples as adopted and amended at the above-noted AGAs.

GENERAL OPERATING BY-LAW — CONGRESS OF ABORIGINAL PEOPLES

BY-LAW No. 1

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GENERAL OPERATING BY-LAW — CONGRESS OF ABORIGINAL PEOPLES

BY-LAW No. 1

A by-law relating generally to the organization and the transaction of the business and affairs of the Congress of Aboriginal Peoples (the "Congress").

BE IT ENACTED as by-laws of the Congress as follows:

1. INTERPRETATION

1.01 In these By-laws,

- (a) "Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 and its regulations as may be amended from time to time.
- (b) "Assembly" and "General Assembly" mean an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any Group or Groups of members.
- (c) "Directors" means the Directors of the Board of Directors.
- (d) "Executive" includes the Chief and Vice-Chief and any act to be done by the Executive refers to both acting in concert, and anything to be delivered or provided to the Executive is sufficient if delivered or provided to either of them.
- (e) "Annual General Assembly" means the annual meeting of members.
- (f) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- (g) "Province and Provincial" means a Province of Canada except that the mainland of Labrador and the island of Newfoundland shall each be treated as if separate Provinces of Canada.
- (h) "Provincial and Territorial Organization" means an organization whose mandate relates to only one province or territory and within that province or territory its mandate includes persons of Aboriginal ancestry, who reside primarily (but not exclusively) off-reserve in that province or territory.
- (i) "Special General Assembly" means a meeting of members other than the annual meeting of members.
- (j) "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- (k) "Territory and Territorial" means a Territory of Canada.

2. MEMBERSHIP AND MEMBERSHIP GROUPS.

2.01 Founding Constituent Member Organizations: The Provincial and Territorial Organizations holding membership in the Native Council of Canada at the time of the creation of the Congress may be referred to as the "founding constituent member organizations" of the Congress of Aboriginal Peoples.

2.02 Membership: Membership is limited to one Provincial or Territorial Organization ("PTO") per province or territory and each PTO that is a member of the Congress is referred to as a "constituent member organization".

2.03 Groups of Members: There shall be fourteen (14) Groups of members in the Congress made up of not more than one (1) constituent member in each group. The fourteen (14) Groups of members of the Congress are:

British Columbia
Alberta
Saskatchewan
Manitoba
Ontario
Quebec
New Brunswick
Prince Edward Island
Nova Scotia
Newfoundland (island of)
Labrador
Nunavut
Northwest Territories
Yukon

2.04 How to Become a Constituent Member Organization: To become a constituent member organization of the Congress, a Provincial or Territorial Organization must submit an application to the Congress at least 120 days prior to the Annual General Assembly of the Congress at which it is desired by the applicant that the application be considered, in such form as may be prescribed by the Board of Directors, which application shall include (whether or not there is a prescribed form of application), without limitation, the following:

- (a) a certified copy of a resolution duly passed at its immediately preceding annual assembly or annual meeting authorizing the organization to make application for admission as a constituent member organization of the Congress and naming the membership Group within the Congress for which it intends to become the constituent member organization.
- (b) a certified copy of its Letters Patent, Articles of Incorporation, or Order-In-Council declaring the applying PTO to be a band, as the case may be, together with a certified copy of all amendments to such as of the date the application is submitted, together with an undertaking that there will be no changes to such prior to the application for admission as a constituent member organization being dealt with by the Congress.
- (c) a certified copy of the current By-laws of the organization, together with an undertaking that there will be no changes to such prior to the application for recognition as a constituent member organization being dealt with by the Congress. The by-laws of the organization shall provide that there is at least one voting member of its Board of Directors that is a Youth Representative.
- (d) a certified copy of a list, with addresses and phone numbers, of its current Board of Directors or Band Council.
- (e) a certified copy of its most recent Annual Financial Statements.
- (f) the organization's undertaking to comply with the provisions of the By-laws of the Congress and to cause its members to comply with the provisions of the By-laws of the Congress.

- (g) documentary evidence that is reasonably sufficient to establish that the organization represents the interests or persons of Aboriginal ancestry within its province or territory, as required by the By-laws of the Congress.
- (h) the organization's undertaking to fairly and adequately represent within the Congress the interests of all persons of Aboriginal ancestry who come within the organization's mandate.

An application, when in complete form shall be processed as follows:

- (a) same shall be submitted to the Executive of the Congress.
- (b) the Executive shall refer the application to the Board of Directors for review and recommendation.
- (c) the Board of Directors shall then refer the application, along with its recommendation, if any, to the next Annual General Assembly of the Congress.
- (d) the application shall be placed on the agenda of the Annual General Assembly and approval of the application shall be put to a vote. If at least two-thirds of the delegates registered to vote at the Annual General Assembly vote in favour of acceptance of the application, the application shall be thereby approved and the applicant organization shall be recognized as and become a constituent member organization of the Congress immediately upon the close of the Annual General Assembly. If the application fails to secure approval as just described it shall be considered rejected.
- (e) an organization whose application is rejected may apply afresh, in the manner described above, for constituent member organization status in the Congress at any time subsequent to the rejection of its application.

2.05 Maintaining Constituent Membership Status: Each constituent member organization, including the founding constituent member organizations, shall:

- (a) provide the CEO of the Congress with an up-to-date list, with addresses and phone numbers, of its current Board of Directors or Band Council, as changes occur;
- (b) provide the CEO of the Congress with any and all amendments to its Letters Patent, Articles of Incorporation, or Order-In-Council, and By-laws immediately upon any such amendments being effected;
- (c) provide the CEO of the Congress with the Minutes or Records of Decisions of each Annual Assembly of the constituent member organization as soon as the Minutes have been prepared; or
- (d) if the constituent member organization does not have an Annual Assembly as per 2.05(c), provide the CEO of the Congress with the Minutes or Record of Decisions from the formal meeting of that constituent member organization that reviews the yearly financial statements; i.e. board meeting, band council meeting, committee meeting, financial meeting, etc.;
- (e) provide the CEO of the Congress with each year's Annual Financial Statements for government funded constituent member organizations as soon as they are delivered to the constituent member organization; and
- (f) pay all accounts or other amounts that may be owed by the constituent member organization to the Congress within 90 days of having been invoiced for same or having been requested in writing for same.

Any constituent member organization failing to comply with any of the above by the 15th of April of the following fiscal year shall be considered to be not in good standing and shall be so advised by the CEO. A constituent member organization that is not in good standing shall not, so long as it remains not in good standing, be entitled to any of the benefits and rights of membership in the Congress and in particular shall not be entitled to name delegates for the purpose of General Assemblies (whether the assembly be a special or general meeting). Nothing in this paragraph limits in any way the right of an Assembly to expel or suspend a member organization as hereinafter provided.

2.06 Cessation of Membership: A constituent member organization failing to meet the requirements as set out in paragraph 2.05 above and who fails to satisfy such requirements within 120 days of notice of its deficiency in this regard, will cease to be a member organization of the Congress if at least two-thirds of the Board of Directors vote in favour of cessation of membership. A new application may then be submitted from the Province or Territory, in such form as may be prescribed by the Board of Directors and as set out in paragraph 2.04 above, for consideration.

2.07 Right to Elect Directors: Each constituent member organization, being a member Group within the Congress shall have the right to elect one member of the Board of Directors of the Congress who shall be elected by a majority of the votes cast by the duly registered voting delegates of that member Group at the Annual General Assembly or Special General Assembly at which the vote is held.

2.08 Right to Appoint Delegates and Attend Meetings: Constituent member organizations can name delegates and alternates at General Assemblies of the Congress. In addition, each individual member (non-delegate) of a constituent member organization is entitled to attend General Assemblies of the Congress, and provided that his or her attendance has been duly registered at the Assembly, is entitled to be recognized by the Chair and speak on any issue that is before the Assembly for discussion but shall not hold a vote. Individual members of constituent member organizations may hold office in the Congress and are eligible to be appointed as a member of any Committee and to act as Chair thereof. Any individual member of a constituent member organization has the right, subject to the reasonable convenience of the meeting, to attend a Board or Executive Committee meeting for the purpose of making a presentation, submission, or request for action, provided that the right to attend the meeting shall be made upon written request and limited to the time reasonably required to make the presentation, submission, or request for action.

2.09 Withdrawal: Any constituent member organization may withdraw from the Congress by delivering to the Executive of the Congress a certified copy of a resolution, passed at the most recent Annual Assembly or Annual Meeting of the constituent member organization, resolving that the organization withdraw from the Congress. Upon receipt by the Executive of the certified copy of the resolution the organization ceases to be a member organization of the Congress.

2.10 Expulsion and Suspension: Any member organization may be expelled from the Congress or may be suspended if at least two-thirds of the delegates registered to vote at an Annual General Assembly, or any Special General Assembly that may be called to consider the possible expulsion or suspension, vote in favour of expulsion or suspension of the organization, as the case may be. The member organization shall be given not less than 30 days' notice that the question of its possible expulsion or suspension is to be considered at the General Assembly, and shall have the right to be heard on this issue at the General Assembly prior to the vote.

Without limiting the right of the General Assembly to expel or suspend for any cause, the General Assembly may expel or suspend a constituent member organization if:

- (a) the constituent member organization breaches the By-laws; and/or

- (b) by act or omission the constituent member organization conducts itself in a manner which interferes with or is otherwise inconsistent with the fulfillment of the accomplishment of the objectives sought to be accomplished by the Congress.

When a constituent member organization is expelled or suspended, its member of the Board of Directors, if any, shall automatically in the case of expulsion cease to be a Board member, and in the case of suspension be suspended as a Board member simultaneously for such period of time as the constituent member organization is suspended, and the same applies to any individual members of the constituent member organization who may be a member of any Committee.

2.11 Sums Remain Owing: All dues, levies, assessments, debts, or any other sums owing by a constituent member organization, its Board member or an individual member of the constituent member organization as of the date of the expulsion, suspension or withdrawal of the constituent member organization shall remain owing notwithstanding the expulsion, suspension, or withdrawal, and are immediately due and payable.

3. BOARD OF DIRECTORS

3.01 Function: The Board of Directors shall supervise the management of the activities and affairs of the Congress

3.02 Powers: The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Congress and are not by the By-laws or any resolutions of the Congress or by statute expressly directed or required to be done by the Congress at a meeting of members.

3.03 Composition of Board of Directors: The Board shall consist of:

- (a) the Chief of the Congress elected by the General Assembly;
- (b) the Vice-Chief of the Congress elected by the General Assembly;
- (c) the President or Chief, as the case may be, of each PTO that has membership in the Congress as a Group of the Congress who is to be elected to the Board exclusively by his or her Group at the General Assembly such that the persons so elected total the number of Groups of membership in the Congress for which there are constituent member organizations at the time of the election. If a Group fails to elect its PTO President, or Chief, as the case may be, to the Board, it shall elect another person who is a member of its PTO to the Board; and
- (d) a National Youth Representative, elected by the General Assembly.
- (e) a National Elder Representative, elected by the General Assembly.

3.04 Qualification of Directors: Directors shall be individuals:

- (a) who are at least eighteen (18) years of age;
- (b) who have not been declared incapable by a court in Canada or in another country;
- (c) who do not have the status of bankrupt;
- (d) who are members of a provincial or territorial organization that makes up one of the Groups of

membership in the Congress, and in the case of a director elected exclusively by a provincial or territorial organization membership group is a member of that provincial or territorial organization; and

- (e) who, in the case of the National Youth Representative, is not less than 18 years old and is not more than 30 years old.

All Directors must be duly elected in accordance with CAP Operational Policy “Election of CAP Board of Directors” and have agreed to and signed the CAP “Statement of Principles and Code of Conduct for Directors and Officers”.

3.05 Election and Term of Office of Directors

Elections: The members shall by a majority of votes cast elect the Board of Directors. The election shall be held in accordance with any applicable CAP Operational Policy regarding the election of directors.

Term of Office of Chief and Vice-Chief: The term of office of the Chief and the Vice-Chief is for four (4) years, shall commence at the close of the Annual General Assembly at which he or she is elected, and shall end at the close of the Annual General Assembly four (4) years after his or her election.

Term of Office of National Youth Representative: The term of office of the National Youth Representative is for two (2) years, shall commence at the close of the Annual General Assembly at which he or she is elected, and shall end at the close of the Annual General Assembly two (2) years after his or her election.

Term of Office of National Elder Representative: The term of office of the National Elder Representative is for two (2) years, shall commence at the close of the Annual General Assembly at which he or she is elected, and shall end at the close of the Annual General Assembly two (2) years after his or her election.

Term of Office of Other Directors: The term of office of all other directors is for one (1) year, shall commence at the close of the Annual General Assembly at which he or she is elected and shall end at the close of the first Annual General Assembly following his or her election.

3.06 Presence or Consent of Director Required – Statement of Principles and Code of Conduct: An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or
- (b) the individual was not present at the meeting when the election or appointment took place and
 - (i) consented to hold office as a director in writing before the election or appointment or within ten (10) days of the day on which the election or appointment took place, or
 - (ii) has acted as a director after the election or appointment;
- (c) the individual has agreed to and signed within ten (10) days after the day on which the election or appointment took place the Board approved and adopted “Statement of Principles and Code of Conduct for Directors and Officers” as may be amended from time to time and including any successor Statement approved and adopted by the Board.

3.07 Ceasing to Hold Office: A director ceases to hold office when the director:

- (a) becomes disqualified under paragraph 3.04 of this By-law ;
- (b) is removed in accordance with paragraph 3.08 of this By-law ;
- (c) dies ;
- (d) resigns and a resignation of a director becomes effective at the time a written resignation is sent to the Congress or at the time specified in the resignation, whichever is later.

3.08 Removal of Directors: The members of the Congress may by ordinary resolution at a Special General Assembly remove any director or directors from office, provided that a director elected exclusively by a provincial or territorial organization membership group may only be removed by an ordinary resolution of that provincial or territorial organization member, passed at the Special General Assembly.

3.09 Right to Notice and to be Heard: A director whose removal and/or replacement is to be considered at a Special General Assembly shall be entitled:

- (a) to notice of the Special General Assembly at which his or her removal and/or replacement is to be considered, which notice shall include or be accompanied by a brief statement that sets forth in a general way the grounds upon which the director's removal and/or replacement is to be considered;
- (b) to be heard at the Special General Assembly.

3.10 Filling a Vacancy Created by Removal of a Director: Where a vacancy is created by the removal of a director, the vacancy on the Board may be filled at the General Assembly of members at which the director was removed or, if it is not filled at that General Assembly may be filled under paragraph 3.11 of this By-law. A vacancy created by the removal of a director elected exclusively by a provincial or territorial organization membership group may be filled at the General Assembly of members at which the director was removed, if it is to be filled at such General Assembly, only in accordance with subparagraph 3.11(b) of this By-law.

3.11 Filling Other Vacancies on the Board

- (a) Subject to paragraph 3.10 and the subparagraph (b) immediately below of this By-law, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the minimum or maximum number of directors provided for in the articles of the Congress or a failure to elect the minimum number of directors provided for in the articles of the Congress.
- (b) A vacancy among the directors arising from a director vacancy in a provincial or territorial organization membership Group may be filled only by a vote of the members of that Group of membership in the Congress and that member may call a meeting of that Group for the purpose of filling the vacancy. The meeting to fill the vacancy shall be held in accordance with paragraph 3.03(c) of this By-law.

3.12 Term of Replacement Director: A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

3.13 No Alternates: A Director may not be represented by a proxy under any circumstances. A constituent member organization may appoint a person to attend any Board meeting but the appointed person may not exercise the rights of the Director and may not in any way act for the absent director.

3.14 Remuneration of Directors: Directors may be paid a per diem sum for accommodation, meals and incidentals for each day of attendance at meetings, as well as transportation costs, and may be paid for any other reasonable expense incurred by the Director in the performance of his or her duties as a Director. No Director shall directly or indirectly receive any material benefit from the position of Director as such.

3.15 Location and Calling of Board Meetings: Board meetings may be held either at the head office of the Congress or at any place within Canada. A Board meeting may be called by the Chief or fifty percent plus one (50% +1) of the Board of Directors at any time.

3.16 Notice of Board Meetings: Notice of any Board meeting shall be delivered, mailed or sent by fax, e-mail or otherwise communicated to each Director not less than fourteen days if mailed and not less than two days if delivered, sent by fax or e-mail or otherwise communicated before the meeting is to take place. Provided always that Board meetings may be held at any time without formal notice if all the Directors are present or those absent have waived or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

3.17 Chair. The Chief, and in the Chief's absence the Vice-Chief, shall act as Chair of Board meetings. In the absence of the Chief and Vice-Chief at a Board meeting, the Directors present shall choose one of their number to be Chair of the meeting.

3.18 Quorum. A quorum at any Board meeting shall be the presence in person of a majority of the Directors and a person appointed to attend a Board meeting under paragraph 3.13 of this By-law shall not be counted for the purpose of determining quorum.

3.19 Voting. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair of the meeting shall not vote but in the case of an equality of votes, the Chair may cast a deciding vote. At any meeting unless a poll is demanded, a declaration by the Chair 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 favour of or against the motion.

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

3.21 Meetings by Telephone or Other Electronic Means: The Board or a committee of directors may hold a meeting, and one or more board members may participate in a board or board committee meeting, provided in each case all the directors of the Congress have consented, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.22 Frequency of Board Meetings. Board Meetings shall be held at least every three months and at such other times as the business of the Congress requires.

4. OFFICERS AND EXECUTIVE COMMITTEE

4.01 Officers: The officers of the Congress shall be the Chief and Vice-Chief.

4.02 Executive Committee: The Executive Committee shall be composed of the Chief and Vice-Chief.

4.03 Qualifications: Any person is qualified to be an officer of the Congress provided that he or she is of

Aboriginal ancestry, is an individual member of a constituent member organization, is duly nominated, and is and continues to be qualified to be a Board member pursuant to paragraphs 3.04 and 3.07.

4.04 Vacancy: An office becomes vacant when the person holding the office ceases to qualify for the office, resigns or is removed from office as hereinafter provided.

4.05 Election and Term of Office: The Chief and Vice-Chief shall be elected every four years at the Annual General Assembly to serve for four years or until their successors are elected. An independent electoral commission shall be established by the Board no later than 90 days in advance of the opening of the General Assembly at which time an election of the Chief or Vice-Chief is to be held. The establishment of the independent electoral commission and the election by the General Assembly of Chief and Vice-Chief will take place in accordance with procedures outlined in the Board approved and adopted CAP Operational Policy document "*CAP Procedures for the Election of Executives*" as may be amended from time to time by the Board and including any successor Policy document approved and adopted by the Board. The terms of office of these officers shall commence at the close of the Annual General Assembly of their election. The Chief and Vice-Chief shall be elected to office by vote of those entitled to vote at the Annual General Assembly by ordinary resolution.

4.06 Notification of Intention to Run for Office: In order to be eligible for election to the office of Chief or Vice-Chief, an individual must, at least 21 days prior to the date of the Annual General Assembly at which he or she is to seek election, deliver to the head office of the Congress a printed, written or typewritten notice personally signed by the individual and directed to the attention of the Chief Executive Officer, stating his or her intention to run for the office of Chief or Vice-Chief, or both, subject to the provision in the By-laws that no person may hold more than one office.

4.07 Duties and Functions of the Chief: The Chief shall be the national spokesperson for the Congress of Aboriginal Peoples. The Chief shall chair and preside over all Board meetings. The Chief shall be an ex-officio member of all committees of the Board of the Congress and shall do and perform such other duties as may be assigned to the Chief by the Board of Directors. The Chief shall attend all political engagement functions for the Congress; meetings with Government Ministers, opposition members and support the political strategy of the Congress as developed with the National Vice-Chief, the Board of Directors and pursuant to CAP Assembly resolutions.

4.08 Vacancy in the Office of Chief: If the office of the Chief shall become vacant by reason of death, resignation, disqualification or otherwise, the Vice-Chief shall assume the office and responsibilities of the Chief thusly vacating the office of Vice-Chief, and the vacancy in the office of Vice-Chief thusly created may be filled by the Board by the election or appointment of a person to fill the vacancy in the office of Vice-Chief until the election at the next Annual General Assembly of a replacement Chief. Subject to the By-laws, the Vice-Chief shall hold the office of the Chief in the interim until the election of the Chief at the next Annual General Assembly. At the next Annual General Assembly, there shall be an election to fill the vacancy in the office of the Chief and the person so elected by a majority of votes cast shall, subject to the By-laws, hold the office of the Chief for the balance of the term of the person replaced. Upon election of the Chief, the Vice-Chief shall return to his or her position of Vice-Chief and fill the position of Vice-Chief. In the event that the office of Chief becomes vacant when there is no Vice-Chief in office, the office of Chief shall be filled in the same manner as is hereinafter provided in paragraph 4.10, with all necessary modifications, for the filling of a vacancy in the office of Vice-Chief.

4.09 Duties and Functions of Vice-Chief: The Vice-Chief shall be vested with all the powers and shall perform all the duties of the Chief in the absence, inability or refusal of the Chief. In addition, the Vice-Chief's duties shall include:

- (a) be custodian of the Seal of the Congress;

- (b) attend all political engagement functions for the Congress, meetings with Government Ministers, opposition members, and support the political strategy of the Congress as developed with the National Chief, the Board of Directors and pursuant to CAP Assembly resolutions; and
- (c) such other duties as may be assigned to the Vice-Chief by the Board of Directors.

4.10 Vacancy in the Office of Vice-Chief (or Chief): Subject to paragraph 4.08, if the office of the Vice-Chief shall become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors may elect or appoint a person to fill the vacancy in the office of the Vice-Chief in the interim, subject to the By-laws, until the election of the Vice-Chief at the next Annual General Assembly. At the next Annual General Assembly there shall be an election to fill the vacancy in the office of Vice-Chief and the person so elected by a majority of votes cast shall, subject to the By-laws, hold the office of the Vice-Chief for the balance of the term of the person replaced.

4.11 Suspension or Removal by Board of Directors: The Chief or Vice-Chief may be suspended from office or may have his or her office removed at any regular or special meeting of the Board called for that purpose, by the affirmative vote of at least three-quarters of all the Directors then in office for engaging in conduct detrimental to the interests of the Congress, or for failure or refusal to carry out the functions of his or her office in a manner conducive to the attainment of the objects of the Congress, or for gross incompetency, gross misconduct, dishonesty or prolonged illness. Any officer proposed to be removed shall be entitled to at least seven days' notice in writing of the meeting of the Board at which such removal is to be considered and such officer shall be entitled to appear before and be heard by the Board of Directors at such meeting. He or she shall not sit as Chair of the Board meeting, either as Chief or Vice-Chief but rather, the Board shall elect or appoint one of its number who is not an officer to Chair the Board meeting for this particular agenda item. Should a motion for suspension or removal from office be carried as required, the officer in question shall immediately be suspended or cease to hold office, as the case may be, unless the motion otherwise provides. The notice in writing of the meeting of the Board shall include or be accompanied by a brief statement that sets forth, in a general way, the grounds upon which the officer's removal or suspension is to be considered. The officer will continue to act as a member of the Board, with all its rights and obligations, unless and until removed as a Director in accordance with paragraphs 3.08 and 3.09 of this By-law.

4.12 Right to Appeal Only Recourse: In the event of suspension or removal of the Chief or Vice-Chief, such person's only recourse shall be the right to appeal to the Annual General Assembly and he or she shall not have any right to bring legal proceedings against the Congress or any of its Directors arising from the suspension or removal from office whether in the nature of injunctive relief or damages for wrongful dismissal or otherwise. If an officer is suspended or removed from office under the provisions of paragraph 4.11, that person shall have a right of appeal to the next Annual General Assembly of the Congress, provided such person delivers to any director, a written notice of appeal within thirty (30) days of the date that the motion providing for his or her suspension or removal was passed or by the day before the opening of the Annual General Assembly if that day is less than thirty (30) days after the date that the motion was passed.

4.13 Salary and Benefits Terminated: In the event of suspension or removal of the Chief or the Vice-Chief, his or her salary and benefits shall immediately be suspended or terminate upon passage of the motion for suspension or removal by the Board of Directors. If an appeal is taken by the person suspended or removed from office and that appeal is successful, the officer in question shall be reimbursed, without interest (but less any usual deductions) for the full salary that he or she would have been paid but has not been paid during the period between the Board motion that he or she be suspended or removed from office and the Annual General Assembly motion that he or she be reinstated to office unless the motion otherwise provides; however, there shall be no compensation for the benefits not paid for or afforded or accessed during this period.

4.14 Removal of Officers by Members: In addition to the power of the Board to suspend or remove the office of Chief or Vice Chief from a Director, the members of the Congress may, by ordinary resolution in accordance with paragraphs 3.08 and 3.09 of this By-law remove any officer from office and from the Board of Directors before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect anyone who qualifies for office to hold office in the place of the removed officer for the remainder of his or her term.

4.15 Remuneration: The remuneration of all officers shall be determined from time to time by the Board.

4.16 Duties of Officers May Be Delegated: Notwithstanding any other provisions in this By-law, in case of the absence or inability to act of the Chief or Vice-Chief, the Board may delegate the powers of such officer to any other officer or to any Director for the time being by an affirmative vote of at least three-quarters of all the Directors then in office.

4.17 Variation of Powers and Duties: Notwithstanding any other provisions of this Bylaw, the Board may from time to time and subject to the provisions of any statute, add to or limit the powers and duties of an office or of an officer occupying any office.

4.18 No Person to Hold More than One Office: No elected person shall hold more than one office at any one time.

4.19 Honorary Titles: The Annual General Assembly may accord, at its discretion, Honorary Titles to individuals who shall not have voting delegate status at General Assemblies and shall not have any power to act on behalf of or bind the Congress unless expressly so authorized by Board resolution.

4.20 Chief Executive Officer: The CAP Executive will be responsible for the hiring and supervision of a Chief Executive Officer (CEO) and the Board of Directors shall ratify by ordinary resolution the hiring or termination of any CEO. Under the direction of the CAP Executive and in accordance with the strategic goals and directions set by the Executive and the Board of Directors, the CEO will be responsible for the administration, operational leadership and management of CAP, and, where no financial officer exists, the maintenance and administration of CAP's financial affairs. The CEO will prepare the annual budget for the Congress, allowing for expected revenues and expenditures, and the presentation of appropriate and accurate financial statements for each General or Special Assembly of the Congress and for the Board of Directors as may be requested. The CEO shall be responsible for keeping accurate minutes of all meetings; plus care and custody of the minute books of the Congress and all other documentation and registers of the Congress, financial and otherwise.

5. OATH OF OFFICE

5.01 Directors and Officers: Every Director and officer shall, before entering on the duties of office, take an oath of office in the following form:

Directors

I, ... (name) ..., do solemnly and sincerely promise and swear that I will faithfully and truly, and to the best of my judgment, skill and ability execute and perform the duties required of me as a Director of the Congress of Aboriginal Peoples.

Officers

I, ... (name)..., swear to uphold the aim, goals and objectives of the Congress of Aboriginal Peoples. I further pledge and do agree to implement and adhere to direction given to my office from the Annual General Assembly and Board of Directors of the Congress of Aboriginal Peoples. I fully realize and agree

that my failure to fulfill and adhere to direction from the Annual General Assembly or Board of Directors of the Congress of Aboriginal Peoples will constitute actions of gross incompetency as referred to in paragraph 4.11 of the Constitution and By-laws of the Congress of Aboriginal Peoples. This I do in recognition of the authority of the Annual General Assembly and the Board of Directors

5.02 How Administered: The oath of office shall be administered by such person and in such circumstances as the Board may from time to time prescribe.

6. EXECUTIVE COMMITTEE

6.01 Composition and Function: The Executive Committee is composed of the Chief and Vice-Chief. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board of Directors and to perform such other duties as may be prescribed by the By-laws or delegated to it by the Board of Directors from time to time, provided always that the Executive Committee shall take no action inconsistent with the established or approved policies of the Congress of Aboriginal Peoples. The Executive Committee shall be responsible to report on all of its actions in complete detail at each regularly scheduled Board meeting. The Executive Committee shall not have the power to reconsider or reverse any action or policy of the Board.

6.02 Meetings: Meetings of the Executive Committee shall be held at any time and place to be determined by the Chief of the Congress.

7. OTHER COMMITTEES

7.01 Committees: The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Congress and shall prescribe the duties of any such committees.

7.02 Term and Remuneration: Membership on committees shall be at the pleasure of the Board, and committee members shall serve without remuneration and no committee member shall directly or indirectly receive any profit from his or her position as a committee member; provided that a committee member may be paid a per diem sum for accommodation, meals and incidentals for each day of attendance at committee meetings, as well as transportation costs, and may be paid for any other reasonable expense incurred by the committee member in the performance of his or her duties as a committee member.

8. INDEMNITY AND PROTECTION OF OFFICERS AND DIRECTORS

8.01 Indemnity of Directors and Officers: The Congress shall indemnify every Director and officer of the Congress 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 his or her association with the Congress, provided the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Congress; and
- (b) 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 or her conduct was lawful.

8.02 Protection of Directors and Officers: No Director or officer for the time being of the

Congress shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Congress through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Congress or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Congress shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's 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 Congress 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 Congress except as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Congress shall be employed by or shall perform services for the Congress otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Congress, the fact of his or her being a Director or officer of the Congress shall not disentitle such Director or officer or such firm or company, as the case maybe, from receiving proper remuneration for such services.

9. ASSEMBLIES

9.01 Annual General Assembly: The Congress shall hold an Annual General Assembly not more than thirteen months after the holding of the last preceding Annual General Assembly, providing that such Annual General Assembly shall take place no later than September 30th of each year. The Annual General Assembly shall be held at such place within Canada on such day in each year and at such time as the Board may by resolution determine. At the Annual General Assemblies there shall be presented a report by the Executive of the affairs of the Congress for the previous year, Board approved audited Financial Statements of the Congress in accordance with the Act, the auditor's report and such other information or reports relating to Congress affairs as the Directors may determine.

9.02 Special and Other General Assemblies: Other General Assemblies of the Congress may be convened by order of the Board, to be held at any date and time and at any place within Canada. In addition, the Board shall call a General Assembly to be convened upon receipt of a written requisition to do so signed by not less than five (5%) percent of the constituent member organizations.

9.03 Notice: A printed, written or typewritten notice stating the day, time and place of a General Assembly and the general nature of the business to be transacted shall be served by sending such notice to each constituent member organization of the Congress and to the auditor of the Congress through the post in a prepaid wrapper or letter not less than thirty days (exclusive of the day of mailing but including the day for which notice is given) before the date of the Assembly directed to such address of each such organization or member and of the auditor as appears on the books of the Congress, or if no address is given therein, then to the last address of each such organization or member or auditor known to the Executive. Notice of any Assembly or any irregularity in any Assembly or in the notice thereof may be waived by any member or by the auditor of the Congress. However, for a Special General Assembly convened for the purpose of considering the possible removal or suspension of a CAP Board member of a constituent member organization, the notice of the Special General Assembly need only be served on that constituent member organization, and the auditor; and, the thirty days of notice may be abridged by resolution of the Board. At any such Special General Assembly the only business that can be considered is the removal or suspension of the constituent member organization's CAP Board member and replacement of the constituent member organization's CAP Board member, if applicable.

9.04 Omission of Notice: The accidental omission to give notice of any Assembly or the non-receipt of any notice by any member or by the auditor of the Congress shall not invalidate any resolution passed or any proceedings taken at any General Assembly.

9.05 Chair: The registered delegates present shall choose one or more individuals present to chair the General Assembly or Special Assembly.

9.06 Those Entitled to Vote: The voting body of the Congress at each General Assembly, whether at an Annual General Assembly or at a Special General Assembly, shall consist of the duly registered voting delegates from each constituent member organization as well as the Chief, the Vice-Chief, the National Youth Representative, and the National Elder Representative. However, only duly registered voting delegates from the constituent member organization in question may vote at a Special General Assembly convened by order of the Board for the purpose of considering the possible removal or suspension of that constituent member organization's CAP Board member. The Chief and Vice Chief may attend any such Special General Assembly but do not have a vote.

9.07 One Vote Per Delegate: Subject to the Act and this By-law, each voting delegate shall be entitled to one vote on all matters coming before the Annual General Assembly or Special General Assembly.

9.08 Members Entitled to Participate: Any individual of a constituent member organization in good standing of the Congress who has duly registered his or her attendance shall be entitled to be present at any General Assembly or Special General Assembly, and is entitled to be recognized by the Chair for the purpose of any discussion on the floor of the General Assembly, but such an individual shall not be entitled to vote.

9.09 Provincial and Territorial Voting Delegates: Each constituent member organization shall be entitled to send an equal number of voting delegates, as determined by the Board of Directors but not to exceed sixteen, to any General Assembly, one of whom shall be a PTO Youth Representative and one of whom shall be an Elder. The delegates from each Province or Territory are to be chosen in a manner to be determined by the constituent member organizations of each Province or Territory. A list of the names of the voting delegates, and alternates if any, shall be deposited with the Electoral Commission at least 45 days in advance of the General Assembly, and the list shall be signed by the constituent member organizations from each Province or Territory, respectively. However, only delegates from the constituent member organization in question, and the Chief and Vice Chief, are permitted to attend a Special General Assembly convened by order of the Board to consider the possible removal or suspension of that constituent member organization's CAP Board member, and the list of names of voting delegates, and alternatives if any, signed by the constituent member organization in question, shall be deposited with the Executive within such number of days in advance of the Special General Assembly as is determined by the Board.

9.10 Dispute Resolution: As soon as a General Assembly is called, the Board shall appoint a Dispute Resolution Committee comprised of three persons, at least one of whom shall be a person who is a member of the bar of a province or territory. Board members are ineligible to sit on this Committee. The Committee shall elect its own chair. The Committee shall be responsible for resolving any dispute that arises in regard to who the voting delegates are to be from a province or territory and any other dispute relating to the General Assembly and the business that may come before it that is referred to it for resolution by the chair or chairs of the General Assembly. The Committee shall decide upon its own procedure and the decision of the Committee (by majority vote) shall be final and binding on all persons and organizations concerned.

9.11 Function and Quorum: The General Assembly shall determine the general policy of the Congress on issues that the Congress must or chooses to deal with. In addition, the General Assembly shall perform such other functions as are provided by law. A quorum for the transaction of business at any General Assembly shall consist of not less than a majority of the voting delegates duly registered for the General Assembly present in person; provided that in no case can any General Assembly be held unless there are at least forty voting delegates present

in person. However, a quorum for the transaction of business at a Special General Assembly convened by order of the Board for the purpose of considering the possible removal or suspension of a constituent member organization's CAP Board member shall be equal to the number of delegates of the constituent member organization fixed by the Board in its order convening the Special General Assembly.

9.12 Voting: At any General Assembly on a show of hands vote a declaration by the Chair 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 favour of or against the motion, unless a count of hands is demanded.

9.13 Waiver of Notice: Notice of any Assembly or any irregularity in any Assembly or in the notice thereof may be waived by any member or by the auditor of the Congress.

9.14 Secret Ballots: Voting on any question at a General Assembly shall be by secret ballot if a motion to that effect is passed by an affirmative vote of a majority of the members present when the vote is taken on the motion calling for the secret ballot.

9.15 Adjournment: The Chair of any General Assembly may with the consent of the Assembly adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned Assembly which might have been brought before or dealt with at the original Assembly in accordance with the notice calling the same.

10. AUDITORS

10.01 Appointment and Remuneration: Each Annual General Assembly shall appoint an auditor to audit the accounts of the Congress and hold office until the next Annual General Assembly. The remuneration of the auditor shall be fixed from time to time by the Board. The Board may fill any casual vacancy in the office of auditor.

10.02 Annual Report: The auditor shall make a report to the members on the Financial Committee to be presented to the members at each Annual General Assembly during the auditor's term of office.

11. SEAL

11.01 Seal: The corporate seal of the Congress shall be such as the Board may by resolution from time to time adopt provided that it shall have the words "CONGRESS OF ABORIGINAL PEOPLES" endorsed thereon, and it shall be entrusted to the Vice-Chief of the Congress for its use and safekeeping.

12. NOTICES

12.01 Service: Any notice to be given to any organization, member, officer, Director or auditor shall be served either:

- (a) personally;
- (b) by sending it through the mail in a prepaid envelope or wrapper addressed to such organization, member,

officer, Director or auditor at its or his or her address as the same appears in the books of the Congress or, if no address be given therein, then to the last address of such organization, member, officer, Director or auditor known to the Executive of the Congress. With respect to every notice sent by 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 put into a Post Office letter box;

- (c) by fax transmission to the fax number of the organization, member, officer, Director or auditor as the same appears in the books of the Congress or, if no fax number be given therein, then to the last fax number of such organization, member, officer, Director or auditor known to the Executive of the Congress. A document that is served by fax transmission shall include a cover page indicating:
 - i. the sender's name, address and telephone number;
 - ii. the name of the person or organization to be served;
 - iii. the date and time of transmission;
 - iv. the total number of pages transmitted, including the cover page;
 - v. the fax number from which the document is transmitted; and
 - vi. the name and telephone number of a person to contact in the event of transmission problems.
- (d) by electronic mail, to the electronic address of the organization, member, officer, Director or auditor as the same appears in the books of the Congress. A document that is served by electronic mail shall include:
 - i. the sender's name and electronic address;
 - ii. the name of the organization to be served;
 - iii. the date and time of service; and
 - iv. the name and telephone number of a person to contact in the event of transmission problems.

12.02 Signatures to Notices: The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.03 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 of posting, faxing or e-mailing the notice shall, unless it is otherwise provided therein, be counted in such number of days or other period.

12.04 Proof of Service: A certificate of the Chief, the Vice-Chief or of the Executive of the Congress in office at the time of the making of the certificate as to facts in relation to the mailing, faxing, e-mailing or delivery of any notice to any organization, member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every organization, member, Director, officer or auditor of the Congress, as the case may be.

13. CHEQUES, DRAFTS, NOTES

13.01 Signing: All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of

exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Congress and in such manner as the Board may from time to time designate by resolution.

14. BANKING ARRANGEMENTS AND BORROWING POWERS

14.01 Banking Arrangements: The banking business of the Congress shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

14.02 General Borrowing Authority: Subject to the limitations set out in the By-laws or in the articles of incorporation of the Congress, the Board and the Executive Committee when so authorized by the Board, may:

- (a) borrow money upon the credit of the Congress;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge securities of the Congress; and
- (d) secure any such securities, or any other present or future borrowing or liability of the Congress, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Congress, and the undertaking and rights of the Congress.

14.03 Specific Borrowing Authority: From time to time, the Board may authorize any Director or officer of the Congress to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Congress.

14.04 Borrowing General: The borrowing powers hereby conferred shall be deemed to be in supplement of, and not in substitution for, any powers, otherwise possessed by the Board and officers, to borrow money for the purposes of the Congress.

15. EXECUTION OF CONTRACTS

15.01 Execution of Contracts: Contracts, documents or instruments in writing requiring the signature of the Congress shall be signed by any one or more of the Chief, the Vice-Chief, or the Chief Executive Officer as the Board may prescribe and all contracts, documents, or instruments in writing so signed shall be binding upon the Congress without any 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 Congress either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15.02 Affixing Corporate Seal: The corporate seal of the Congress may when required be affixed to contracts, document or instruments in writing signed as aforesaid, by any officer, person, or persons, appointed as aforesaid by resolution of the Board of Directors.

15.03 Included Documents: The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothec, 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, bonds, debentures or other securities and all paper writings.

15.04 Restrictions: The Board is authorized to place by resolution any restrictions it deems appropriate upon persons prior to entering into obligations in the name of the Congress or affixing the Corporate Seal to any document.

16. FINANCIAL YEAR

16.01 Who to Fix: The Board may by resolution fix the financial year end of the Congress and the Board may from time to time by resolution change the financial year end of the Congress.

17. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

17.01 How and By Whom: By-laws of the Congress may be enacted and the By-laws of the Congress repealed or amended, except for a by-law amendment which is a Fundamental Change as provided for in the Act, which amendment shall be enacted, repealed or amended in accordance with the Act, by a resolution passed by a majority of the Board at a meeting of the Board and confirmed by ordinary resolution of the registered delegates (voting on this resolution is restricted to the duly registered voting delegates from each constituent member organization) at the next General Assembly (which can be an Annual General Assembly or Special General Assembly) of the Congress. At any such General Assembly the General Assembly may confirm, reject or amend the by-law amendment or repeal.

17.02 Special Notice to the Board: Thirty days (30) written notice of any proposed resolution to amend the By-laws shall be given to all Board members before the same can be considered at any Board meeting.

17.03 Information to Constituent Member Organizations: Copies of the wording of any proposed By-law repeal or amendment shall be forwarded to each constituent member organization together with the Notice of Meeting at which such is to be considered.

18. AMENDMENT TO ACTIVITIES

18.01 How and By Whom: Subject to the Act and notwithstanding any other provision of the By-laws, the activities that the Congress may carry on shall not be added to, changed nor may any restrictions on such activities be removed except by a resolution passed by a majority of the Board at a meeting of the Board and confirmed by special resolution of the registered delegates (voting in this resolution is restricted to the duly registered voting delegates from each constituent member organization) at the next General Assembly (which can be an Annual General Assembly or a Special General Assembly) of the Congress. At any such General Assembly the General Assembly may confirm, reject or amend the Board resolution regarding the activities that the Congress may carry on.

18.02 Special Notice to Board: Thirty (30) days written notice of any proposed resolution to add to, change or remove any restriction on the activities that the Congress may carry on shall be given to all Board members before the same can be considered at any Board meeting.

18.03 Information to Constituent Member Organizations: Copies of the wording of any proposed repeal, amendment or addition to the articles of incorporation of the Congress shall be forwarded to each constituent member organization, together with the Notice of Meeting at which such is to be considered.

19. REPEAL OF FORMER BY-LAWS

19.01 Former By-laws Repealed: Effective upon the adoption of this By-law by the General Assembly, all other by-laws of the Congress are repealed.

19.02 Repeal Not to Affect: Subject to the Act, such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any predecessor Letters Patent of the Congress obtained pursuant to, any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of such By-law and all resolutions of the General Assembly or the Board or a committee of the Board or Assembly with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with the Act or with this By-law and until amended or repealed.

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