

BY-LAWS

NATIONAL ABORIGINAL FORESTRY ASSOCIATION

A by-law relating to the organization and operation of the National Aboriginal Forestry Association.

ARTICLE I - DEFINITIONS AND INTERPRETATION

1. **DEFINITIONS.** In this by-law and all other by-laws of the National Aboriginal Forestry Association, unless the context otherwise specifies or requires:
 - 1.1. "Act" shall mean the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;
 - 1.2. "Annual Meeting" means the annual meeting of the Members;
 - 1.3. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the National Aboriginal Forestry Association;
 - 1.4. "Board" means the board of directors of the National Aboriginal Forestry Association;
 - 1.5. "By-laws" means this By-law and all other by-laws of the National Aboriginal Forestry Association from time to time in force and effect;
 - 1.6. "Directors" means the directors of the National Aboriginal Forestry Association and "Director" means any one of them;
 - 1.7. "First Nation" means a band as defined within the Indian Act, so long as such band has the right to or control over reserve lands, or other groups of Aboriginal persons who are possessed of reserve lands recognized as such under a treaty or Act of Parliament;
 - 1.8. "Member(s)" means a member of and includes any member of the categories of members set out in Section 10;
 - 1.9. "National Aboriginal Forestry Association Membership Fees" has the meaning set out in Section 14;
 - 1.10. "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
 - 1.11. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
 - 1.12. "Special Meeting" means a special meeting of the Members; and

1.13. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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

2.1. Save as aforesaid, words and expressions defined in the *Act* have the same meaning when used herein;

2.2. Words importing number(s) include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and

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

3. ARTICLES. If any of the provisions contained in this by-law are inconsistent with those in the Articles, the provisions in the Articles shall prevail.

ARTICLE II- OBJECTIVE OF NATIONAL ABORIGINAL FORESTRY ASSOCIATION

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

ARTICLE III - BUSINESS OF NATIONAL ABORIGINAL FORESTRY ASSOCIATION

5. HEAD OFFICE. The head office of the National Aboriginal Forestry Association shall be located at 1608 Mishomis Inamo, Pikwàkanagàn, Ontario, K0J 1X0.

6. SEAL. The corporate seal of the National Aboriginal Forestry Association shall be in such form as shall be prescribed by the Board.

7. FINANCIAL YEAR. Unless otherwise ordered by the Board, the fiscal year-end of National Aboriginal Forestry Association shall be the thirty-first (31st) day of March in each year.

8. AUDITOR. The Board shall at a Board Meeting appoint an auditor to audit the account of the National Aboriginal Forestry Association for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Board Meeting, provided the Board may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. An auditor may be removed by a resolution and approved by the Board. An auditor shall be promptly

informed in writing of appointment or removal. No Board member, member or employee of the National Aboriginal Forestry Association shall take a position of auditor for the National Aboriginal Forestry Association. The auditor may attend all meetings.

- 9. EXECUTION OF DOCUMENTS.** Contracts, documents or any instruments in writing requiring the signature of the National Aboriginal Forestry Association, shall be signed by any two officers or directors or a combination thereof and all contracts, documents and instruments in writing so signed shall be binding upon the National Aboriginal Forestry Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the National Aboriginal Forestry Association to sign specific contracts, documents and instruments in writing. The seal of the National Aboriginal Forestry Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

ARTICLE IV - MEMBERSHIP

- 10. MEMBERSHIP CONDITIONS.** Subject to the Articles there shall be the following five (5) classes of members in the National Aboriginal Forestry Association:

- 10.1. Regional Affiliate – A Regional, territorial or provincially established organization(s) that is controlled by more than one First Nation or by one or more Tribal Councils and is interested in furthering the objectives of the National Aboriginal Forestry Association. A Regional Affiliate is entitled to receive notice of, attend and vote at all meetings of members and each Regional Affiliate shall be entitled to one (1) vote at such meetings.
- 10.2. Organization Member – An Organization Member shall be a First Nation, First Nation controlled organization, Tribal Council, and any other Aboriginal organization, either for profit or not, that is interested in furthering the objectives of the National Aboriginal Forestry Association. An Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each Organization Member shall be entitled to one (1) vote at such meetings.
- 10.3. Individual Member – An Individual Member shall be any Aboriginal individual that is interested in furthering the objectives of the National Aboriginal Forestry Association. An Individual Member is entitled to receive notice of, attend and vote at all meetings of members and each Individual Member shall be entitled to one (1) vote at such meetings.
- 10.4. Associate Member – An Associate Member shall be a non-Aboriginal organization or individual that is interested in furthering the objectives of the National Aboriginal Forestry Association. Associate Members are not entitled to vote at member meetings.
- 10.5. Student Member – A Student Member shall be any individual who is registered as a full-time student in a vocational, technical or post-secondary institution organization that is interested in furthering the objectives of the National Aboriginal Forestry Association. Student Members are not entitled to vote at member meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m) of the *Act*.

- 11. MEMBERSHIP CODE.** The Board shall adopt a Membership Code that sets out the rights, privileges and obligations for each category of Members including the applicable admission criteria. Members shall comply with the Membership Code.
- 12. TERMINATION MEMBERSHIP.** A Membership shall be terminated upon:
 - 12.1. A vote of three-quarters (3/4) of the Members voting at an Annual Meeting or a Special Meeting, provided that any such Member has been granted an opportunity to be heard at such meeting; or
 - 12.2. A resolution of the Board, if in the opinion the National Aboriginal Forestry Association the Member has failed to comply with the Objectives, Membership Code or these By-Laws, provided that any such Member has been granted an opportunity to be heard at such meeting;
 - 12.3. A receipt of written notice, if the Member fails to pay any lawful monies owing to the National Aboriginal Forestry Association within the prescribed time period;
 - 12.4. The death of the member; or
 - 12.5. The dissolution and liquidation of the National Aboriginal Forestry Association under the Act.
- 13. RESIGNATION.** Any Member may at any time resign as a Member by serving written notice to that effect upon the National Aboriginal Forestry Association and upon discharging any lawful liability which is standing upon the books of the National Aboriginal Forestry Association at the time of such notice.
- 14. MEMBERSHIP FEES.** A Member shall pay the annual National Aboriginal Forestry Association Membership Fees in the manner specified by the Board.
- 15. MEMBERSHIP REGISTER.** For purposes of these By-Laws, the National Aboriginal Forestry Association shall maintain a register of Members. A Member shall be deemed to be a Member in good standing if such Member is registered in the register of Members, is compliant with the Membership Code and is not in arrears in respect of the National Aboriginal Forestry Association Membership Fees.

ARTICLE V - BOARD OF DIRECTORS

- 16. DUTIES AND RESPONSIBILITIES.** The affairs of the National Aboriginal Forestry Association shall be managed by a board of ten (10) directors of whom five (5) shall constitute a quorum. The Board may exercise all such powers and do all such acts and things as may be exercised by the National Aboriginal Forestry Association that are not by these By-laws or any special resolution

of the National Aboriginal Forestry Association or by statute expressly directed or required to be done in some other manner. The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully granted.

17. NOMINATION, ELECTION AND APPOINTMENT. The Board shall be comprised of:

17.1. Atlantic Region	two Directors (one director from New Brunswick/PEI and one director from Nova Scotia/Newfoundland and Labrador)
Quebec:	one Director
Ontario:	one Director
Manitoba:	one Director
Saskatchewan:	one Director
Alberta:	one Director
British Columbia:	one Director
Yukon Territory:	one Director
Northwest Territories:	one Director

17.2. The Regional Affiliates, Organization Members and Individual Members, from each geographic region identified in Article 17.1 shall elect one director from their respective region except the Atlantic region which shall elect two directors one from New Brunswick/PEI and one from Nova Scotia/Newfoundland and Labrador.

17.3. The Board shall consist of those Directors elected to each geographic region.

18. DIRECTORS. For greater certainty, directors must be Members and must be individuals who are at least 18 years of age with power under law to contract. The term of office for a director shall be four (4) years and shall commence immediately following the Annual Meeting.

19. VACANCIES. The office of a director shall be automatically vacated:

- 19.1. if a director shall resign his office by delivering a written resignation to the National Aboriginal Forestry Association;
- 19.2. if a director is found by a court to be of unsound mind;
- 19.3. if a director becomes bankrupt, or suspends payment or compounds with his creditors;
- 19.4. if a geographic region passes a resolution with two-thirds (2/3) of the geographic region voting that their appointed director be removed from office;
- 19.5. on the death of the director;
- 19.6. if a director is no longer a Member in good standing; and
- 19.7. if a director is absent from three (3) consecutive meetings of the Board, the director may have his or her position on the Board declared vacant if so recommended by the Chair and confirmed by resolution of the Board.

In the event a director is unable to complete the term of office, the applicable Regional Affiliates, Organizational Members and Individual Members representing the respective geographic region shall elect another director or the Board shall appoint another director, as the case may be, for the remainder of the term.

20. **MEETINGS.** The Board shall meet at such times and places to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given by fax, email or personal delivery to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. The Board may meet by unanimous consent of the directors at any time or place without notice, and provided further that the Executive Director shall call a meeting of the Board upon receipt of a request for the same from a minimum of five (5) directors. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken there at and any director may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. By unanimous consent, the Board may hold meetings by telephone or other simultaneous communications facilities as permit all directors participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at the meeting. An officer shall ensure appropriate steps are taken to promote privacy and security.
21. **RESOLUTIONS AND VOTING.** Resolutions shall be passed by a majority of the participating directors by a verbal vote recorded by the Executive Director, unless the Act or these By-Laws otherwise provide. Each director is entitled to exercise one (1) vote. A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.
22. **REMUNERATION.** No director shall receive any remuneration for duties performed on behalf of the National Aboriginal Forestry Association unless such remuneration is authorized by a two-third (2/3) vote of the Members at an Annual Meeting. Directors may be reimbursed for reasonable expenses while performing such duties.
23. **CONFLICT OF INTEREST.** The Board may enact a conflict of interest code to guide the activities of the Board.

ARTICLE VI – OFFICERS

24. **OFFICERS.** The officers of the National Aboriginal Forestry Association, which may include the offices of Chairperson, Vice-Chairperson and Executive Director and such other officers as the Board may determine, shall be elected by simple majority by the Board. Officers other than Chairperson and Vice-Chairperson shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members in which the directors are elected. The duties of the officers are prescribed as follows:
 - 24.1. Chairperson. The Chairperson shall be responsible for implementing the strategic plans and policies of the National Aboriginal Forestry Association. The Chairperson shall, subject to the authority of the Board, have general supervision of the affairs of the National Aboriginal

Forestry Association in accordance with the policies and procedures established by the Board.

- 24.2. Vice-Chairperson. The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties and exercise such powers as the Chairperson or the Board may delegate.
- 24.3. Executive Director. The Executive Director shall have the custody of the funds and securities of the National Aboriginal Forestry Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the National Aboriginal Forestry Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of the securities, in such registered dealer in the securities as may be designated by the Board from time to time. He/She shall disperse the funds of the National Aboriginal Forestry Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the 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 National Aboriginal Forestry Association. He/She shall also perform such other duties as may from time to time be directed by the Board.

The Executive Director may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the Board. He/She shall be custodian of the seal of the corporation, which he/she 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.

25. **TERM OF OFFICE.** The officers shall remain in office for four (4) years or until their successors shall be appointed, with the exception of the Executive Director whose term, by resolution of the Board, shall be subject to terms and conditions of employment. Vacancies in any elected office shall be filled by election by the Board from amongst its members for the balance of the term thereof or until the next regular election of officers. An officer, by resolution of at least two-thirds (2/3) the Board, may be removed before the expiration of his or her term, for cause.
26. **REMUNERATION.** No officer except the Executive Director shall receive any remuneration for duties performed on behalf of the National Aboriginal Forestry Association unless such remuneration is authorized by a vote of two-thirds (2/3) of the Members at the Annual Meeting.
27. **EXECUTIVE COMMITTEE.** The Board may appoint an executive committee composed of three (3) officers, plus a minimum of two (2) directors who shall be appointed by Board resolution. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a resolution of the Board. Executive committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

ARTICLE VII - MEMBERS' MEETINGS

- 28. ANNUAL MEETING.** Subject to section 159 of the *Act*, the Annual Meeting shall be held each year at such time and place as may be designated by the Board. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented.
- 29. SPECIAL MEETINGS.** Subject to section 169 of the *Act*, Special Meetings may be held upon the call of the Board at such times and places as it may designate. The Board shall call a Special Meeting upon the written request of at least five (5) per cent of the Members within twenty-one (21) days after the filing of such a request with the Executive Director.
- 30. NOTICE.** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- 30.1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - 30.2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
 - 30.3. Pursuant to subsection 197(1) of the *Act*, a special resolution of members is required to make any amendment to the by-laws to change the manner of giving notice to members entitled to vote at a meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.
- 31. QUORUM.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall consist of not less than five (5) Members present in person.
- 32. VOTING.** Each Member shall be entitled to one (1) vote at a meeting of the Members. Resolutions shall be passed by a majority of the participating Members unless the Act or these By-laws otherwise provide. No Member shall be entitled either in person or by proxy to vote at an Annual Meeting or a Special Meeting unless that Member is a Member in good standing. A Member may be represented by proxy at an Annual Meeting or Special Meetings by another Member, provided such proxy shall be in writing and in the form provided the National Aboriginal Forestry Association and such proxy is filed with the Executive Director prior to the commencement of such meeting or any adjournment thereof. No one Member may hold and vote more than five (5) proxies from other Members.

ARTICLE VIII – INDEMNIFICATION AND LIABILITY

- 33. FOR THE PROTECTION OF DIRECTORS AND OFFICERS.** Except as otherwise provided in the Act, no director and officer of the National Aboriginal Forestry Association 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 National Aboriginal Forestry Association through the insufficiency or deficiency of title to any property acquired by the National Aboriginal Forestry Association or for or on behalf of the National Aboriginal Forestry Association for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the National Aboriginal Forestry Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person with whom any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the National Aboriginal Forestry Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the National Aboriginal Forestry Association, provided that nothing herein shall relieve any director or officer of any liability imposed by statute.
- 34. INDEMNIFICATION.** The National Aboriginal Forestry Association shall indemnify to the extent permitted by the Act, every present or former director or officer of the National Aboriginal Forestry Association, or another individual who acts or has acted at the National Aboriginal Forestry Association's request as a director or officer or in a similar capacity of another entity and their respective heirs, executors, administrators, successors and assigns out of the funds of the National Aboriginal Forestry Association, from and 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 National Aboriginal Forestry Association. The National Aboriginal Forestry Association shall purchase and maintain insurance, in such amount as the Board may from time to time in its discretion determine, for the benefit of said individuals against any liability incurred by the individual in the individual's capacity as a director or an officer of the corporation or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.

ARTICLE VIX – NOTICES

- 35. METHOD OF GIVING NOTICE.** Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the auditor shall be sufficiently given:
- 35.1 if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- 35.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 35.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 35.4 if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the National Aboriginal Forestry Association to any notice or other document to be given by the National Aboriginal Forestry Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

ARTICLE X – DISSOLUTION

- 36. **DISSOLUTION.** That upon the dissolution of the National Aboriginal Forestry Association and after the payment of all debts and liabilities, the remaining property of the National Aboriginal Forestry Association shall be distributed or disposed of to one or more qualified donees as defined under the provisions of the *Income Tax Act*. In the case of dissolution resulting from a merger with another not-for-profit organization the remaining property shall be transferred to the new organization.

ARTICLE XI – AMENDMENTS

- 37. **AMENDMENTS.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the National Aboriginal Forestry Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ARTICLE XII – ERRORS AND OMISSIONS

- 38. The accidental omission to give any notice to any member, director, officer member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the

National Aboriginal Forestry Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

39. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law validity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

ARTICLE XIII – BORROWING

40. The directors of the National Aboriginal Forestry Association may, without authorization of the members: i) borrow money on the credit of the corporation; ii) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf; and mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligations of the corporation.

ARTICLE XIV – STAFF

41. The National Aboriginal Forestry Association shall maintain staff to assist in the operations of the corporation providing the necessary financial resources are available to support such staff. Staff of the National Aboriginal Forestry Association may perform such other duties as the Executive Director or the Board may delegate. The Executive Director shall determine the tenure and remuneration of all staff positions.