

BE IT ENACTED as a By-law of the National Assembly of Remote Communities (NARC) as follows:

Section 1 – General

1.01 Definitions

In this By-law and all other by-laws of the Association, unless the context otherwise requires:

- a. "Constitution" means the original NARC Constitution or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- b. "Board" means the Board of Directors of the Association and "Director" means a member of the Board;
- c. "By-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- d. "Meeting of NARC Members" includes an annual general meeting of members or a special meeting of members;
- e. "Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- f. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

1.04 Banking Arrangements

The banking business of the Association shall be transacted at the Bank of Nova Scotia. The banking business or any part of it shall be transacted by an officer or Director of the Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

Section 2 – Membership – Matters requiring Special Resolution

2.01 Membership Conditions

Subject to the Constitution, there shall be one class of members in the Association. Membership in the Association shall be available only to Indigenous organizations who are interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

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.

2.02 Notice of Meeting of Members

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:

- a. 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
- b. 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.

A Special Resolution of the members is required to make any amendment to the By-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot

A member entitled to vote at a meeting of members may vote by mailed-in ballot if the Association has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

A Special Resolution of the members is required to make any amendment to the By-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

Section 3 – Membership Dues, Termination, and Discipline

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

3.02 Termination of Membership

A membership in the Association is terminated when:

- a. In the case of a member that is an Association or a Corporation, the Association or Corporation is dissolved;
- b. the member resigns by delivering a written resignation to the Chair of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- c. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with By-laws;
- d. the member's term of membership expires; or
- e. the Association is liquidated or dissolved.

Upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the Constitution, By-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

A Special Resolution of the Board is required to suspend, expel, or otherwise discipline a member in accordance with this section.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the Chair, or such other officer or Director as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer or Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Chair or such other officer or Director as may be designated by the Board may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 – Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, and the public accountant of the Association and such other persons who are

entitled or required under the Constitution or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members or of the Board.

4.02 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided in the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Section 5 – Directors

5.01 Election and Term

Subject to the Constitution, the constituting members shall be the members of the first Board of Directors. Thereafter, Directors shall be elected by and from among the members at annual meetings of the members.

Section 6 – Meetings of Directors

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time; provided that, for the first meeting following execution of the Constitution, such meeting may be called by any Director.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Association not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Association;
- b. mailed by prepaid ordinary mail to the Director's address as set out in (a);
- c. by telephonic, electronic, or other communication facility at the Director's recorded address for that purpose; or

d. by an electronic document.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter requiring Special Resolution.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the By-law requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

6.05 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

In the event that the Board determines that a member should be removed from a committee, the Chair, or such other officer or Director as may be designated by the Board, shall provide twenty (20) days notice of removal to the member and shall provide reasons for the proposed removal. The member may make written submissions to the Chair, or such other officer or Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Chair or such other officer or Director as may be designated by the Board may proceed to notify the member that the member is removed from membership in the Association. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Section 7 – Officers

7.01 Description of Offices

Unless otherwise specified by the Board, which may modify, restrict, or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify. The Chair may delegate Chair or Vice-Chair duties to other officers in the absence of the Chair or Vice-Chair.
- b. **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c. **Secretary** – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, members, and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Association.
- d. **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or as the Board requires of them. The Board may, from time to time vary, add to, or limit the powers and duties of any officer. The Board may combine the duties of the Secretary and Treasurer into one office known as the Secretary-Treasurer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a Director (if a necessary qualification of appointment) or
- d. such officer's death.

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

In the event that the Board determines that an officer should be removed from a committee, the Chair, or such other Director as may be designated by the Board, shall provide twenty (20) days notice of

removal to the officer. The officer may make written submissions to the Chair, or such other Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Chair or such other Director as may be designated by the Board may proceed to notify the officer that the officer is removed from their position. If written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the officer concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding, without any further right of appeal.

Section 8 – Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Constitution, the By-laws, or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. 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 Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document.

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 secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written, or printed or partly written, stamped, type-written, or printed.

8.02 Invalidity of any provisions of this by-law

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.

8.03 Omissions and Errors

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

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.

Section 9 – Dispute resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the Association arising out of or related to the Constitution or By-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, officers, committee members, employees or volunteers of the Association as set out in the Constitution or By-laws and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 10 – Effective date and Amendment**10.01 Effective Date**

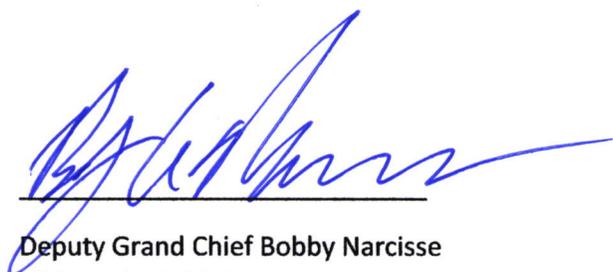
Subject to matters requiring a Special Resolution, this By-law shall be effective when made by the Board.

10.02 Amendment

This By-law may be amended by the Board at any time prior to incorporation of the Association.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by resolution on the 2nd day of June, 2022.

Dated as of the 2nd day of June, 2022.



Deputy Grand Chief Bobby Narcisse
Nishnawbe Aski Nation

NARC Co-Chair



Vice-Chief David Pratt
Federation of Sovereign Indigenous Nations

NARC Co-Chair