

CANADIAN ABORIGINAL AIDS NETWORK (CAAN)



By-laws

Revised November 27, 2020

Canadian Aboriginal AIDS Network Inc.

BY-LAWS

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THE BYLAWS of the Corporation are as follows:

OBJECTS OF THE CORPORATION

The Corporation will:

- a) provide a national forum for the members of the Canadian Aboriginal AIDS Network to express their needs and concerns on behalf of Aboriginal people living with or affected by HIV/AIDS;
- b) ensure access to services for Aboriginal people living with and affected by HIV/AIDS;
- c) provide relevant, accurate and up-to-date HIV/AIDS information to Aboriginal people;
- d) expand its programs and services, as possible, to include research, prevention, education, care, and support for Sexually Transmitted Infections, Blood Borne Pathogens, and Hepatitis C; and
- d) do all things conducive to the fulfillment of the purposes of the Corporation or the attainment of the above objectives of the Corporation

SECTION 1 - General

1.1 Definitions

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

- a) "Aboriginal" means First Nations, Inuit or Metis and beneficiaries under a land claims agreement referred to in section 35 of the Constitution Act, 1982.
- b) "Aboriginal group and organization" means a group or organization controlled by Aboriginal persons, whose mandate is substantially concerned with Aboriginal persons or issues; or a project controlled by and concerned with Aboriginal persons within a larger group or organization.
- c) "APHA" means an Aboriginal person living with HIV and/or AIDS, **and "IPHC" means an Indigenous person living with (or who has lived with) Hepatitis C**
- d) "Act" means 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;
- e) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- f) "Board" means the Board of Directors of the Corporation and "director"

means a member of the Board;

- g) "by-law" means this series of statements and any other statement of the Corporation as amended and which are, from time to time, in force and effect;
- h) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and/or a special meeting of all members entitled to vote at an annual meeting of members;
- i) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- k) "published" means posted on the Corporation's web-site, or delivered to the voting members by mail, fax, or other electronic or telegraphic means;
- l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and,
- m) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this series of statements called the 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.

1.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may 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 Corporation to be a true copy thereof.

1.4 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.5 Banking Agreements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time

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

1.6 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members, publish a notice to its members stating that the annual financial statements and other documents referred to in subsection 172(1) are available at the registered office of the Corporation and any members may, upon request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - Membership - Matters Requiring Special Resolution

2.1 Membership Conditions

Subject to these bylaws, there shall be two classes of members in the Corporation, namely, Voting members and Non-Voting members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members to the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

2.1.1. Voting Members

Voting membership shall be available only to APHAs, **IPHCs**, and Aboriginal groups and organizations interested in furthering the objects of the Corporation; who have applied and have been accepted for voting membership in the Corporation.

The term of membership of voting members shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in these bylaws, each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting members shall be entitled to one (1) vote at such meetings.

2.1.2. Non-Voting Members

- (i) non-voting memberships may be granted to: any organization whose substantive mandate coincides with the objectives of the Corporation, and to any individual who promotes the mandate of the Corporation; who

have applied for and been accepted for non-voting membership in the Corporation.

- (ii) The term of membership of a non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) Subject to the requirements of Part 13 of the Act, a non-voting member shall not be entitled to receive notice of, or to vote at, meetings of the members of the Corporation.
- (iv) When non-voting members are entitled to vote pursuant to Part 13 of the Act, they shall not be entitled to vote as a separate class.
- (v) Non-voting members may receive newsletters of the Corporation and attend, by invitation, meetings of the Corporation.

2.2 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 one or more of the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, a minimum of 21 days and a maximum of 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, a minimum of 21 days and a maximum of 35 days before the day on which the meeting is to be held.
- c) By affixing the notice, no later than 30 days before the day on which the

meeting is to be held, to a notice board where information respecting the Corporation's activities is regularly posted and that is located in a place frequented by members.

- d) If the Corporation has more than 250 members, by publication:
- a. At least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside, as shown by their addresses in the register of members; or
 - b. At least once in a publication of the Corporation that is sent to all its members, during the period of 21 to 60 days before the day on which the meeting is to be held.

2.3 Absentee Voting

A member entitled to vote at a meeting of members may vote by proxy, provided the member uses the form of proxy ballot authorized by the Board of Directors, which ballot must be published at least 21 days before the date of the meeting. Proxies must be submitted to the Board, or its designate, prior to start of the meeting. The decision of the Board as to the authenticity of the proxy is conclusive. Members present at a meeting of the members may hold and vote up to four (4) proxies. Proxy-holders will be issued a voting card allowing the proxy-holder to vote each proxy by way of a show of hands, or by ballot, as the case may be, and that vote shall be counted as though the member or members were present at the meeting.

SECTION 3 - Membership Dues, Termination and Discipline

3.1 Membership Dues

Annual membership fees will apply to members, the amount of which will be at the discretion of the board. Membership fees for APHAs and IPHCs will be \$0.

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 Corporation.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualification for membership described in Section 3.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with these by-laws;
- e) the member's term of membership expires; or

- f) the Corporation is liquidated or dissolved under the Act.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.3 Discipline of Members

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

- g) violating any provision of these bylaws, or the written policies of the Corporation;
- h) engaging in conduct which may be detrimental to the Corporation, as determined by the Board, acting reasonably;
- i) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide the member with twenty (20) days notice of the proposed suspension or expulsion, and invite the member to make submissions and call evidence. The Board shall control procedure, but that procedure will be consistent with the principals of natural justice. If submissions and/or evidence are received in accordance with this section, the Board will consider such submissions and evidence in arriving at a decision and shall notify the member of its decision, with reasons, in due course. The Board's decision shall

be final and binding on the member, without any right of appeal.

SECTION 4-Meetings of Members

4.1 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 Corporation and such other persons who are entitled or required under any provision of the Act or by-laws of the Corporation 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.

4.2 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 numbers to chair the meeting.

4.3 Quorum

A quorum at any meeting of the members is 13 voting members. 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.

4.4 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by

these bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second orcasting vote. Voting shall be by a show of hands, unless the members present resolve that voting on a question shall be by ballot. At the end of the meeting any ballots shall be destroyed unless otherwise resolved by themembers.

SECTION 5 - Directors

5.1 Elections and Term

Subject to these bylaws, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term of two years. Nominations ~~for the regional seats (s. 5.04 below)~~ shall be proposed by the Corporation members ~~in that region. In the case that no members exist from a region, or no candidates are proposed, the membership may nominate, from the floor of the Annual General Meeting, candidates to represent a region.~~ Nominations for the APHA seats (s.5.03 below) shall be proposed by the members of the APHA Caucus. In the case that no APHA Caucus exists, or no candidates are proposed by the APHA Caucus, the Board will nominate candidates for the APHA seats. All members of the Corporation are entitled to vote on the election of each director.

5.2 Aboriginal descent

A Director of the Corporation must be of Aboriginal descent. All directors, whether a regional director or an APHA director, shall be elected by the voting members of the Corporation.

5.3 Designated Seats

5.3.1 APHA Directors

Of the thirteen total seats on the Board of Directors, two (2) seats must be held by APHA members of the Corporation elected to represent the membership at large, unless there are no APHA members nominated for the seat or seats.

5.3.2 IPHC Directors

Of the thirteen total seats on the Board of Directors, two (2) seats must be held by IPHC members of the Corporation elected to represent the membership at large, unless there are no IPHC members nominated for the seat or seats.

5.3.3 Transgender or gender non-binary Director

Of the thirteen total seats on the Board of Directors, one (1) seat must be held by an Indigenous transgender or gender non-binary member of the Corporation elected to represent the membership at large, unless there is no Indigenous transgender or gender non-binary members nominated for the seat.

5.4 Regional directors

~~Of the thirteen total seats on the Board of Directors, one (1) director shall be chosen to represent each of the following regions of Canada: (1) Yukon Territory;~~

~~(1) Northwest Territories; (1) British Columbia; (1) Alberta; (1) Saskatchewan; (1) Manitoba; (1) Ontario; (1) Labrador; (1) Atlantic Provinces (Nova Scotia, Prince Edward Island, New Brunswick, Newfoundland); (1) Quebec; and, (1) Nunavut.~~

5.5 Indemnity of Directors and others

Every Director or Officer of the Corporation, or other person who has undertaken any liability on behalf of the Corporation, shall be indemnified and saved harmless

by the Corporation for any lawful action or statement made on behalf of the Corporation. The indemnity shall include the cost of defending any suit or claim brought against that Director or other person.

5.6 Board's Powers

Subject to the rights, duties and obligation of the members of the Board of Directors set out in the Act, the Board has the right to control its own processes, and the processes of all Committees created by the Board, including the Executive Committee. The directors may designate the offices of the Corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation.

SECTION 6 - Meetings of Directors

6.1 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.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of these bylaws to every director of the Corporation not less than 7 days before the time when the meeting is to be held. 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 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 otherwise required pursuant to subsection 138(2) of the Act regarding the delegation of the powers of the Board, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.3 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 given in accordance withs. 8.01 of these bylaws forthwith after being passed.

6.4 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.

In the case of urgent questions, Directors may vote by email in-between meetings of the Board.

6.5 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, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulation or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

SECTION 7 - Officers

7.1 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, 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 shall be a director. The Chair of the Board 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.
- b) **Vice-Chair of the Board** - The Vice-Chair of the Board 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 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** - The Secretary shall be the secretary of all meetings of the Board. The Secretary shall enter, or cause to be entered, in the Corporation's minute book, minutes of all proceedings at meetings of the Board, Board Committees, and of meetings of the members. 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 Corporation.

- d) **Treasurer** - The Treasurer shall have such powers and duties as the Board may specify.
- e) **Chief Executive Officer** - The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chief Executive Officer shall not be a director.

7.2 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 Corporation. Unless so removed, an officer shall hold office until the earlier of:

- f) The officer's successor being appointed,
- g) The officer's resignation,
- h) When three meetings have been missed within a 12-month period,**
- i) Such officer ceasing to be a director (if a necessary qualification of appointment), or
- j) Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy taking into consideration the region or membership at large that the person represented, if relevant.

SECTION 8 - Notices

8.1 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 Act, these bylaws, 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 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); 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 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 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of any provision 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.

8.3 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 Corporation 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.

CERTIFIED to be the By-Laws of the Corporation, as approved by the members of the Board of Directors of the Corporation by resolution on the ___ day of ___ 2013 and confirmed by the members of the Corporation by special resolution on the ___ day of ___, 2013.

Dated as of the ___ day of ___, 2013

Signature of the Secretary of the Corporation: _____