

*General Operating By-Law (By-Law No. 1) adopted at the AGA held in Ottawa, Ontario, September 26<sup>th</sup> and 27<sup>th</sup>, 2014, as amended at the AGA held in Ottawa, Ontario, September 25<sup>th</sup> and 26<sup>th</sup>, 2015, as further amended at the AGA held in Gatineau, Quebec, September 30<sup>th</sup> and October 1<sup>st</sup>, 2016, as further amended at the AGA held in Ottawa, Ontario, September 22<sup>nd</sup> and 23<sup>rd</sup>, 2017, as further amended at the AGA held in Ottawa, Ontario, September 27<sup>th</sup> and 28<sup>th</sup>, 2019, as further amended at the AGA held in Ottawa, Ontario, September 23<sup>rd</sup> and 24<sup>th</sup>, 2022, and as further amended at the AGA held in Ottawa, Ontario, September 20<sup>th</sup> and 21<sup>st</sup>, 2024.*

**GENERAL OPERATING BY-LAW — CONGRESS OF ABORIGINAL PEOPLES**

**BY-LAW No. 1**

NOTE: This document sets forth the in-force 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” or “CAP”).

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

### 1. INTERPRETATION

1.01 In these By-laws,

- (a) “of Aboriginal ancestry” means an individual who has been determined by their constituent member organization to qualify for membership in the constituent member organization as an individual of Aboriginal ancestry.
- (b) “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.
- (c) “Assembly” and “General Assembly” mean an annual meeting of members of the Congress or a special meeting of members of the Congress; “special meeting of members” includes a meeting of any Group or Groups of members of the Congress.
- (d) “Directors” means the Directors of the Board of Directors of the Congress.
- (e) “Executive” includes the Chief and Vice-Chief of the Congress 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.
- (f) “Annual General Assembly” means, unless expressly stated otherwise, the annual meeting of members of the Congress.
- (g) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (h) “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.
- (i) “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.
- (j) “Special General Assembly” means a meeting of members of the Congress other than the annual meeting of members of the Congress.
- (k) “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- (l) “Territory and Territorial” means a Territory of Canada.

## **2. MEMBERSHIP AND MEMBERSHIP GROUPS.**

**2.01 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”.

**2.02 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

**2.03 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 or Articles of Incorporation, 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.
- (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, including its provincial or territorial membership criteria, that is reasonably sufficient to establish and must establish that the organization represents the interests of off-reserve persons of Aboriginal ancestry, status, non-status, Métis, and Inuit throughout 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 CAP 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 CAP 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.

**2.04** Maintaining Constituent Membership Status: Each constituent member organization 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, as changes occur;
- (b) provide the CEO of the Congress with any and all amendments to its Letters Patent, Articles of Incorporation, 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;
- (d) provide the CEO of the Congress with each year's Audited Annual Financial Statements of the constituent member organization, if the constituent member organization is one that is required to produce audited financial statements, as soon as they are approved by the constituent member organization's board and presented to the constituent member organization's annual general assembly;
- (e) provide the CEO of the Congress with each year's Annual Financial Statements of the constituent member organization, if the constituent member organization is one that is not required to produce audited financial statements, as soon as they are approved by the constituent member organization's board and presented to the constituent member organizations annual general assembly;
- (f) provide a current Corporate Certificate of Status by June 30<sup>th</sup> of each year confirming that the constituent



member organization is in good standing and up-to-date with its provincial/territorial and federal government filings; and

- (g) 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 all of the above requirements by June 30th of each year (in the case of Financial Statements that are to be provided under subparagraphs 2.04 (d) and (e) above if the most recently ended fiscal year's Financial Statements have not yet been approved by the constituent member's board and presented to its membership at its annual general assembly, the immediately preceding year's Financial Statements are to be provided by the date indicated) 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 CAP General Assemblies (whether the assembly be a special or general meeting). Nothing in this paragraph limits in any way the right of a CAP Assembly to expel or suspend a member organization as hereinafter provided.

**2.05 Cessation of Membership:** A constituent member organization failing to meet all of the requirements as set out in paragraph 2.04 above and who fails to satisfy such requirements within 90 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 2.03 above, for consideration.

**2.06 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 of CAP or Special General Assembly of CAP at which the vote is held.

**2.07 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 their 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 have 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.

**2.08 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.

**2.09 Expulsion and Suspension:** In addition to cessation of membership under paragraph 2.05 above, 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 a CAP Annual General Assembly, or any CAP 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 CAP General Assembly, and shall have the right to be heard on this issue at the CAP General Assembly prior to the vote.

Without limiting the right of the CAP General Assembly to expel or suspend for any cause, the CAP 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.

**2.10 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. COUNCILS**

**3.01 National Youth Council:** A National Youth Council ("NYC") is hereby constituted and recognized as part of CAP.

**3.02 NYC Terms of Reference, Regulations, and Procedural Rules:** The Terms of Reference, regulations of every nature and kind and procedural rules of the NYC shall be as approved and adopted by both the NYC and the Board of Directors.

**3.03 National Elders Council:** A National Elders Council ("NEC") is hereby constituted and recognized as part of CAP.

**3.04 NEC Terms of Reference, Regulations, and Procedural Rules:** The Terms of Reference, regulations of every nature and kind and procedural rules of the NEC shall be as approved and adopted by both the NEC and the Board of Directors.

**3.05 Autonomy:** Subject to the By-Laws and their respective Terms of Reference, the NYC and NEC shall function as autonomous bodies within CAP governing their own affairs, processes, procedures, and elections.

**3.06 Funding:** The NYC and NEC are each accountable to CAP for the funding provided to them respectively by CAP and CAP funding that is received by the NYC and NEC must be used by them only for the purposes for which it is provided.

**3.07 Suspension and Dissolution:** Notwithstanding paragraphs 3.01 and 3.03 above, any then current NYC and NEC may be dissolved and have their recognition withdrawn or may have their functions and operations suspended if at least two-thirds of the delegates registered to vote at a CAP Annual General Assembly, or at any CAP Special General

Assembly that may be called to consider the possible dissolution and withdrawal of recognition or suspension, vote in favour of dissolution and withdrawal of recognition or suspension of the NYC or NEC, as the case may be. The NYC or NEC, as is applicable, shall be given not less than 30 days' notice that the question of its possible dissolution and withdrawal of recognition or suspension is to be considered at the CAP General Assembly, and shall have the right to be heard on this issue at the CAP General Assembly prior to the vote.

Without limiting the right of the CAP General Assembly to dissolve and withdraw recognition of or suspend an NYC or NEC for any cause, the CAP General Assembly may dissolve and withdraw recognition of or suspend an NYC or NEC if:

- (a) the NYC or NEC, as the case may be, breaches the By-laws or their Terms of Reference; and/or
- (b) by act or omission, the NYC or NEC 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 an NYC or NEC is dissolved and has their recognition withdrawn or is suspended, the National Youth Representative or National Elder Representative member of the Board, whichever is applicable, shall automatically in the case of dissolution and withdrawal of recognition cease to be a member of the Board, and in the case of suspension be suspended as a Board member simultaneously for such period as the NYC or NEC is suspended, and the same applies to any members of the NYC or NEC, whichever is applicable, who may be a member of any Committee.

#### **4 BOARD OF DIRECTORS**

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

**4.02 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.

**4.03 Composition of Board of Directors:** The Board shall consist of:

- (a) the Chief of the Congress elected by the CAP General Assembly;
- (b) the Vice-Chief of the Congress elected by the CAP General Assembly;
- (c) the President or Chief, as the case may be, of each member PTO who shall be elected to the Board of CAP at the General Assembly of CAP exclusively by their respective PTO CAP General Assembly delegates. If a PTO fails to elect its President or Chief, as the case may be, to the CAP Board as just described, the PTO shall elect in the same manner and at the General Assembly of CAP another member of its PTO to serve on the CAP Board for the ensuing year ; and
- (d) a National Youth Representative, elected by the CAP General Assembly.
- (e) a National Elder Representative, elected by the CAP General Assembly.

**4.04 Qualification of Directors:** Directors shall be individuals who are of Aboriginal ancestry and:

- (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:
  - i. either is or immediately upon election to the Board becomes a member of the National Youth Council and continues to be a member of the National Youth Council; and
  - ii. is not more than 28 years old at the time of election to the Board of Directors.
- (f) who in the case of the National Elder Representative is a member of the National Elders Council.

#### **4.05 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.

Elections of the National Youth Representative and National Elder Representative: For the elections of the National Youth Representative and the National Elder Representative the following procedure applies:

- (a) the National Youth Council and the National Elders Council shall first propose a nominee for the Board position as selected by them;
- (b) prior to the vote, there shall be a period of time as determined by the Assembly Chair for the nominee to briefly address the Assembly and answer any questions from the Assembly floor;
- (c) the nominee alone shall then be voted on by the CAP General Assembly for election to the Board of Directors;
- (d) if the nominee receives a majority of the votes cast on their election to the Board of Directors, they shall be declared to be and is elected to the Board of Directors;
- (e) if the nominee does not receive a majority of the votes cast, the election for this position on the Board of Directors shall be opened to the floor to be conducted as the Assembly shall determine.

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 CAP Annual General Assembly at which they are elected, and shall end at the close of the CAP Annual General Assembly four (4) years after their 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 CAP Annual General Assembly at which they are elected, and shall end at the close of the CAP Annual General Assembly two (2) years after their 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 CAP Annual General Assembly at which they are elected, and shall end at the close of the CAP Annual General Assembly two (2) years after their 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 CAP Annual General Assembly at which they are elected and shall end at the close of the first CAP Annual General Assembly following their election.

**4.06** Presence or Consent of Director Required: 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.

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

- (a) becomes disqualified under paragraph 4.04 of this By-law;
- (b) is removed in accordance with paragraph 4.08 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.

**4.08** Removal of Directors: The members of the Congress may by ordinary resolution at a CAP 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 CAP Special General Assembly.

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

- (a) to notice of the CAP Special General Assembly at which their 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 CAP Special General Assembly.

**4.10** 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 CAP General Assembly of members at which the director was removed or, if it is not filled at that CAP General Assembly may be filled under paragraph 4.11 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 CAP General Assembly of members at which the director was removed, if it is to be filled at such CAP General Assembly, only in accordance with subparagraph 4.11(b) of this By-law.

#### **4.11 Filling Other Vacancies on the Board**

- (a) Subject to paragraph 4.10 and to 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. In the case of the National Youth Representative Board member and in the case of the National Elder Representative Board member, the CAP Board shall first consult with the CAP National Youth Council or CAP National Elder Council, whichever is applicable, and request the name of a duly qualified individual to fill the vacancy. The duly qualified individual proposed shall first be voted on by the Board and only if the individual fails to secure a majority of the votes cast by the Board on their election to fill the vacancy or if the applicable Council does not respond to the Board's request within thirty (30) days of the request, may the Board fill the vacancy with another duly qualified individual.
- (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 4.03(c) of this By-law.

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

**4.13 Suspension:** The Board of Directors of the Congress may suspend from office, by an affirmative vote of at least three-quarters of all the Directors then in office, a member of the CAP Board for such period of time and on such terms and conditions as it determines appropriate for engaging in conduct detrimental to the interests of the Congress, or for failure or refusal to carry out their Board functions in a manner conducive to the attainment of the objectives of the Congress, breach of the Oath of Office for Directors, or for gross incompetency, gross misconduct, dishonesty, for engaging in conduct, or for being criminally charged for any conduct, that would bring the Congress into disrepute were the Board member not to be suspended by the Board, or for failure to attend three (3) consecutive CAP Board meetings without justifiable excuse.

**4.14 No Alternates:** A Director may not be represented by a proxy under any circumstances. A constituent member organization, the National Youth Council, or the National Elder Council may appoint a person to attend any Board meeting that its corresponding CAP Board member will not be attending but the appointed person may not exercise the rights of the Director and may not in any way act for the absent director.

**4.15 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 their duties as a Director. No Director shall directly or indirectly receive any material benefit from the position of Director as such.

**4.16 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.

**4.17 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.

**4.18 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.

**4.19 Quorum.** A quorum at any Board meeting shall be the presence of a majority of the Directors and a person appointed to attend a Board meeting under paragraph 4.14 of this By-law shall not be counted for the purpose of determining quorum.

**4.20 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.

**4.21 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.

**4.22 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.

**4.23 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.

## **5. OFFICERS AND EXECUTIVE COMMITTEE**

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

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

**5.03 Qualifications:** Any person is qualified to be an officer of the Congress provided that they are 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 4.04 and 4.07.

**5.04 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.

**5.05 Election and Term of Office:** The Chief and Vice-Chief shall be elected every four years at the CAP Annual General Assembly to serve for four years or until their successors are elected. The terms of office of these officers shall commence at the close of the CAP 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 CAP Annual General Assembly by ordinary resolution. Only nominations that comply with paragraph 5.06 below may be accepted, and specifically nominations from the floor that have not so complied may not be accepted.

**5.06 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, no later than by 11:59 pm National Head Office time 21 days prior to the date of the CAP Annual General Assembly at which they are to seek election, deliver to the head office of the Congress a printed, written or typewritten, or electronic notice personally signed by the individual and directed to the attention of the Chief Executive Officer, stating their intention to run for the office of Chief or Vice-Chief. No election candidate is permitted to run for both offices.

**5.07 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 exercise delegated mandates, authority, responsibilities and duties as may be assigned to the Chief by the Board of Directors. The Chief shall attend 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. The Chief will also have responsibility for implementing and executing a process of evaluation in review of the Chief Executive Officer's annual performance.

**5.08 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 thus vacating the office of Vice-Chief, and the vacancy in the office of Vice-Chief then created may be filled by the Board by the election or appointment of a duly qualified person to fill the vacancy in the office of Vice-Chief until the election at the next CAP 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 CAP Annual General Assembly. At the next CAP 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 their 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 5.10, with all necessary modifications, for the filling of a vacancy in the office of Vice-Chief.

**5.09 Duties and Functions of Vice-Chief:** The Vice-Chief shall be vested with all powers and authority and shall perform all functions of the Chief in the absence, inability or refusal of the Chief to do so. The Vice-Chief shall be an ex-officio member of all committees of the Board of the Congress. In addition, the Vice-Chief's duties shall include:

- (a) assume custody and care of the Seal of the Congress;
- (b) ensure the distribution of all CAP Board of Directors minutes of meetings;
- (c) attend political engagement functions for the Congress, meetings with Government Ministers, opposition members, and act in support of the political strategy of the Congress as developed with the National Chief, the Board of Directors and pursuant to CAP Assembly resolutions;
- (d) contribute to the annual process of evaluation in review of the Chief Executive Officer's annual performance; and
- (e) Attend to such other duties as may be assigned to the Vice-Chief by the Board of Directors.

**5.10 Vacancy in the Office of Vice-Chief (or Chief):** Subject to paragraph 5.08, 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 CAP Annual General Assembly. At the next CAP 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.

**5.11 Suspension or Removal by Board of Directors:** The Chief or Vice-Chief may be suspended from office or may have their 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 their office in a manner conducive to the attainment of the objectives of the Congress, breach of the Oath of Office for Officers, or for gross incompetency, gross misconduct, dishonesty, for engaging in conduct, or for being criminally charged for any conduct, that would bring the Congress into disrepute were they not to be suspended or removed from office by the Board, prolonged incapacitating illness, or if they fail to attend three (3) consecutive Board meetings without justifiable excuse. 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 shall be entitled to appear before and be heard by the Board of Directors at such meeting. They 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 suspended or removed as a Director in accordance with paragraphs 4.08 and 4.09, or 4.13 of this By-law.

**5.12 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 CAP Annual General Assembly and they 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 5.11, that person shall have a right of appeal to the next CAP 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 their suspension or removal was passed or by the day before the opening of the CAP Annual General Assembly if that day is less than thirty (30) days after the date that the motion was passed.

**5.13 Salary and Benefits Terminated:** In the event of suspension or removal of the Chief or the Vice-Chief, their 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 they would have been paid but have not been paid during the period between the Board motion that they be suspended or removed from office and the CAP Annual General Assembly motion that they 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.

**5.14 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 4.08 and 4.09 of this By-law remove any officer from office and from the Board of Directors before the expiration of their 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 their term.

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

**5.16 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.

**5.17 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.

**5.18 No Person to Run For or Hold More than One Office:** No person may run for more than one office in an election and no elected person shall hold more than one office at any one time.

**5.19 Chief Executive Officer:** The CAP President and Vice-President 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.

## **6. OATH OF OFFICE**

**6.01 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 5.11 of the Constitution and By-laws of the Congress of Aboriginal Peoples. This I do in recognition of the authority of the CAP Annual General Assembly and the Board of Directors

**6.02 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.

## **7. EXECUTIVE COMMITTEE**

**7.01 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.

**7.02 Meetings:** Meetings of the Executive Committee shall be held at least twice per month at any time and

place to be determined by the Chief of the Congress.

## **8. OTHER COMMITTEES**

**8.01 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.

**8.02 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 their 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 their duties as a committee member.

## **9. INDEMNITY AND PROTECTION OF OFFICERS AND DIRECTORS**

**9.01 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 their 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 their conduct was lawful.

**9.02 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 their 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 their 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.

## **10. ASSEMBLIES**

**10.01 Annual General Assembly:** The Congress shall hold an Annual General Assembly not more than thirteen months after the holding of the last preceding CAP Annual General Assembly, providing that such CAP Annual General Assembly shall take place no later than September 30<sup>th</sup> of each year. The CAP Annual General Assembly shall be held at such place within Canada on such day in each year and at such time as the Board shall by resolution determine. At the CAP 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.

**10.02 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 CAP 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. The requisition to convene a CAP General Assembly must have been approved by the members of the constituent member organization or organizations at a Special General Assembly of each constituent member organization joining in the requisition.

**10.03 Notice:** A printed, written or typewritten notice stating the day, time and place of a CAP 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 and Directors of the Congress through the post in a prepaid wrapper or letter not less than sixty 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 CAP Assembly or any irregularity in any CAP Assembly or in the notice thereof may be waived by any member or by the auditor of the Congress. However, for a CAP 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 CAP Special General Assembly need only be served on that constituent member organization, and the auditor; and, the sixty days of notice may be abridged by resolution of the Board but may not be abridged to less than twenty-one days. At any such CAP 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. The notice of a CAP General Assembly or CAP Special General Assembly shall specify the date by which the list of the names of the voting delegates, and alternates if any, must be deposited with the Chief Executive Officer of the Congress as provided in paragraph 10.09 below.

**10.04 Omission of Notice:** The accidental omission to give notice of any CAP 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 CAP General Assembly.

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

**10.06 Those Entitled to Vote:** The voting body of the Congress at each CAP General Assembly, whether at a CAP Annual General Assembly or at a CAP 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 CAP 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 CAP Special General Assembly but do not have a vote.

**10.07** 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 CAP Annual General Assembly or CAP Special General Assembly.

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

**10.09** 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 CAP 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 Chief Executive Officer of the Congress at least 45 days in advance of the CAP 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 CAP 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 Chief Executive Officer within such number of days in advance of the Special General Assembly as is determined by the Board. A constituent member organization that does not deposit its list of the names of voting delegates, and alternates, if any, within the prescribed time shall not be permitted any voting delegates at the CAP General Assembly or CAP Special General Assembly.

**10.10** Dispute Resolution: As soon as a CAP General Assembly is convened, the CAP General Assembly 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 CAP General Assembly and the business that may come before it that is referred to it for resolution by the chair or chairs of the CAP 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.

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

**10.12** Voting: At any CAP 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.

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

**10.14** Secret Ballots: Voting on any question at a CAP 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.

**10.15** Adjournment: The Chair of any CAP General Assembly may with the consent of the CAP Assembly adjourn the same from time to time and no notice of such adjournment need be given to the members if the meeting is adjourned for less than a period of thirty-one days. Any business may be brought before or dealt with at any adjourned CAP Assembly which might have been brought before or dealt with at the original CAP Assembly in accordance with the notice calling the same.

## **11. AUDITORS**

**11.01** Appointment and Remuneration: Each CAP Annual General Assembly shall appoint an auditor to audit the accounts of the Congress and hold office until the next CAP 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.

**11.02** Annual Report: The auditor shall make a report to the Board of Directors to be presented to the members at each CAP Annual General Assembly during the auditor's term of office.

## **12. SEAL**

**12.01** 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.

## **13. NOTICES**

**13.01** 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 their 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.

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

**13.03** 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.

**13.04** 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.

## **14. CHEQUES, DRAFTS, NOTES**

**14.01** 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.

## **15. BANKING ARRANGEMENTS AND BORROWING POWERS**

**15.01** 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.

**15.02 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.

**15.03 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.

**15.04 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.

## **16. EXECUTION OF CONTRACTS**

**16.01 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.

**16.02 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.

**16.03 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.

**16.04 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.



## **17. FINANCIAL YEAR**

**17.01 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.

## **18. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

**18.01 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 a CAP Annual General Assembly or CAP Special General Assembly) of the Congress. At any such CAP General Assembly the CAP General Assembly may confirm, reject or amend the by-law amendment or repeal.

**18.02 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.

**18.03 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.

## **19. AMENDMENT TO ACTIVITIES**

**19.01 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 a CAP Annual General Assembly or a CAP Special General Assembly) of the Congress. At any such CAP General Assembly the CAP General Assembly may confirm, reject or amend the Board resolution regarding the activities that the Congress may carry on.

**19.02 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.

**19.03 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.

## **20. REPEAL OF FORMER BY-LAWS**

**20.01 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.

**20.02** 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 CAP 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.

**END** of document.