

BY-LAW NO. 1

of **THE MANITOBA URBAN INUIT ASSOCIATION** (referred to herein as the "Association")

1.0 INTERPRETATION

1. In this by-law:
 - (a) "Act" means The Corporations Act, R.S.M. 1987, c.40 C.C.S.M. c.225, as amended from time to time;
 - (b) "Regulations" means the Regulations under the Act;
 - (c) all terms contained in the by-laws of the Association and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

2.0 DIRECTORS

2. Number: Until changed by special resolution, the management of the business and affairs of the Association shall be directed by a Board of Directors consisting of a minimum of 3 and a maximum of 10 Directors.
3. Appointment of Directors: Active Members and Organizational Members shall elect the Directors at the Annual General Meeting. Directors may be elected for staggered terms, for up to three years.
4. Eligibility: To be eligible to serve as a Director, a person must identify themselves as being of Inuit descent.
5. Vacation of Office: The office of a Director shall automatically be vacated: (a) if he/she becomes bankrupt or suspends payment of debts generally or is declared insolvent; (b) if he/she is found to be a person of unsound mind; (c) if he/she dies or resigns; or (d) if he/she is removed by resolution passed by not less than two-thirds of the remaining Directors; or (e) if he/she no longer meets the criteria of Active Membership by no longer residing in Manitoba. Any resignation shall be effective at the time it is communicated to a Director or Officer of the Association or at the time specified in such communication, whichever is later.
6. Filling Vacancy: The Directors may fill any vacancy on the Board with an Active Member, with the passing of a resolution at a regular or special board meeting. A Director appointed to fill a vacancy shall hold office until the next AGM.

7. Committees: The Directors may appoint any committees and may delegate to such committees any duties and powers as the Directors deem appropriate. Persons appointed to Committees shall be Active, Associate, or Organizational Members' representatives of the Association but need not be Directors. All committees shall report to the Board of Directors. Committees are advisory only and shall not make decisions which bind the Association, without the prior consent of the Board of Directors. Any committee created shall have at least one Director on the Committee, and shall be chaired by a Director.

3.0 MEETINGS OF DIRECTORS

8. Place of Meeting: Meetings of the Board of Directors and any committees shall normally be held at Winnipeg, Manitoba. Meetings may be held at any place within Manitoba, as decided by the Directors.

9. Notice: A meeting of Directors may be convened by the President or by any two Directors at any time. Subject to the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any such meeting shall given not less than 5 days (exclusive of the day on which the notice is given but inclusive of the day on which the meeting is to be held) before the meeting is to take place. A Director may in any manner waive notice of a meeting and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The Board of Directors may, by resolution, set a schedule for meetings and delivery of a schedule to the Directors shall constitute proper notice of each meeting detailed on the schedule.

10. Quorum: A majority of the Directors shall form a quorum for the transaction of business. No business shall be transacted unless a quorum is present.

11. Electronic Participation: If all participants consent, a person may participate in a meeting of Directors or of any committee by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other.

12. Voting: Decisions shall be made by the Directors by consensus, failing which by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to his/her original vote shall have a second or casting vote.

13. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

4.0 PAYMENTS TO DIRECTORS

14. The Directors shall not be paid for acting as Directors, but shall be entitled to be paid any traveling and other expenses if pre-approved by the Association. Directors may approve an honorarium to be paid to any person (whether or not the person is a Director) who performs special duties for the Association at the request of the Board of Directors.

5.0 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

15. Conflict of Interest: No contract entered into by the Association in which any Director may have an interest shall be voidable and no Director shall be liable to account to the Association or any of its members or creditors for any profit realized from any such contract by reason of any fiduciary relationship, if such interest was disclosed and approved by the Board of Directors in advance and the Director refrained from voting on the matter.

16. Limit of Liability: Except as otherwise provided in the Act, no Director or officer of the Association shall be liable for the acts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his/her office unless it happens by or through his/her failure to exercise the powers and to discharge the duties of office honestly and in good faith with a view to the best interests of the Association and to exercise the care, diligence and skill that a reasonable person would exercise in comparable circumstances.

6.0 INDEMNITIES TO DIRECTORS AND OFFICERS

17. Subject to section 119 of the Act, every Director and officer of the Association and his/her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) all costs, charges and expenses reasonably incurred in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of office; and
- (b) all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the Association.

7.0 OFFICERS

18. Appointment: The Directors shall, as often as may be required, appoint a President, a Vice-President, a Treasurer and a Secretary or a Secretary-Treasurer. The

Board may appoint such other officers and agents as it deems necessary, who shall have such authority and shall perform such duties as determined by the Board of Directors.

19. Payment and Removal: Officers shall not be paid for acting as officers. All officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

20. Powers and Duties: Officers shall have such powers and undertake such duties as assigned to them by the Board.

21. Duties may be delegated: In case of the absence or inability to act of any Officer, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director.

22. President: The President shall be the chief executive officer of the Association. The President shall, when present, preside at all meetings of the Board of Directors and of the members.

23. Vice-President: The Vice-President shall, in the absence or inability of the President to act, fulfill the duties of the President and shall have such other duties as may be assigned by the Board of Directors.

24. Secretary: The Secretary shall give or cause to be given notices for all meetings of the Association when directed to do so and shall have charge of the books and records of the Association. The Secretary shall keep or cause to be kept records containing:

- (a) a copy of the articles and by-laws of the Association and all amendments thereto;
- (b) minutes of meetings and resolutions of members, Directors and any committee thereof;
- (c) the names, addresses and other occupations, if any, of all persons who are or have been Directors of the Association, with the several dates on which each became or ceased to be a Director; and
- (d) the names, addresses and other occupations, if any, of all persons who are or have been members of the Association.

25. Treasurer: Subject to any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds of the Association and shall deposit funds in the name of the Association in such financial institutions as the Board of Directors may direct. The Treasurer shall prepare or cause to be prepared such financial information and statements as the Board may from time to time request.

8.0 MEMBERSHIP

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Categories of Membership: There shall be three categories of membership:

- (a) Active Members shall be those individuals who:
 - (i) reside in Manitoba for a minimum of three months, as determined by the Board of Directors;
 - (ii) identify themselves as being of Inuit descent;
 - (iii) are at least 16 years old at the time of acceptance as an Active Member of the organization; and
 - (iv) who have applied to and been accepted by the Directors as Active Members.

Active Members shall be entitled to one vote, and to run for the board of directors. Active Members shall not be required to pay membership dues.

- (b) Associate Members shall be those individuals who
 - (i) are not of Inuit descent who are engaged in or support local Inuit community activities and who have been invited by the Association and have agreed to be Associate Members.
 - (ii) self-identify as Inuit, but do not meet the requirements of Active Members, including Inuit who are under 16 years of age, and Inuit who have not resided in Manitoba for over 3 months. Once an Associate Member has met the requirements of Active Membership, they can apply to be accepted as Active Members. (ie reach 16 years of age or live in Manitoba for more than 3 months.)
 - (iii) have applied to, and been accepted by the Directors as Associate Members.

All Associate Members shall be entitled to notice of and to attend annual and special general meetings and gatherings of the Association but shall not be entitled to vote or run for the Board of Directors. Associate Members shall not be required to pay membership dues.

- (c) Organizational Members shall be those corporations or other legal entities who represent Inuit or have an interest in Inuit community activities and who have been accepted by the Directors as Organizational Members. Each Organizational Member is entitled to nominate one representative who shall be entitled to vote at the Annual General Meeting.

Organizational Members shall pay such membership dues as may be determined from time to time by the Board of Directors.

27. Annual Meeting: Subject to sections 126 and 127 of the Act, the annual meeting of the members shall be held on such day in each year and at such time and place as the Directors may determine.

28. Special Meetings: Special meetings of the members may be convened by the President or by the Board of Directors at any date and time and at any place.

29. Notice: A notice stating the day, hour and place of a members meeting shall be given to each member by email 21 days in advance to members, in compliance with Section 129.1 of the Act. Notices of Annual General Meetings and Special Meetings will be posted on MUIA's website, and printed notices placed in key locations as determined by the Directors. Notices of Annual General Meetings will also be mailed to members prior to the AGM. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members.

30. Cut off Date: To be eligible to vote at a members' meeting, a member must be accepted as an Active Member as of the date the board calls the meeting.

31. Removal of Members: Any member may be removed by vote of two-thirds of the Board of Directors (excluding any Director who is also the member being considered for removal).

32. Votes: Every question submitted to any meeting of members shall be decided by consensus, failing which by a majority of votes. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote in addition to the vote or votes to which he/she may be otherwise entitled. At any meeting unless a ballot is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.

33. Adjournment: The chairperson of any meeting may, with the consent of the meeting, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more, in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting for which no notice is required which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

34. Quorum: A quorum at any meeting of members (unless a greater number of persons are required to be present by the Act) shall be 10% of the Active and

