



**Oahas**

**CONSOLIDATED BY-LAW NO. 1**  
**Being a By-law relating generally to the conduct of the affairs of the**  
**ONTARIO ABORIGINAL HIV/AIDS STRATEGY**

BE IT ENACTED as a Consolidated By-law No. 1 of the Ontario Aboriginal HIV/AIDS Strategy as follows:

## **1. Definitions and Interpretation**

- 1.1. In this Consolidated By-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires:
- a) “Act” means the *Ontario Non-Profit Corporations Act*, and any statute which from time to time amends the *Act* or is enacted to replace the *Act*.
  - b) “Board” means the Board of Directors of the Corporation.
  - c) “Corporation” means the Ontario Aboriginal HIV/AIDS Strategy.
  - d) “Director” means a member of the Board.
  - e) “Executive Director” means the individual appointed from time-to-time by the Board, whether for a fixed or indefinite term, to supervise, manage and be responsible for the day-to-day business and affairs of the Corporation.
  - f) “Member” means a member of the Corporation and “membership” has the corresponding meaning.
  - g) “Oahas” means the Ontario Aboriginal HIV/AIDS Strategy.
  - h) “Officer” means a Director who holds an Executive office.
- 1.2. Other than as specified in Clause 1.1, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. “They,” when capitalized in this By-law, replaces the use of the lowercase or capitalized form of “he/she” or “he or she” or “he” or “she” or “s/he,” even if grammatically incorrect. Similarly, “Their,” when capitalized in this By-law, replaces the use of “his/her” or “his or her” or “his” or “her,” even if grammatically incorrect. Similarly, “Them,” when capitalized in this By-law, replaces the use of “him/her” or “him or her” or “him” or “her,” even if grammatically incorrect. Similarly, “Themselves,” when capitalized in this By-law, replaces the use of “himself or herself” or “himself/herself” or “himself” or “herself,” even if grammatically incorrect.

## **2. Purpose**

- 2.1. The establishment and operation of the Ontario Aboriginal HIV/AIDS Strategy is for the purpose of:
- a) Reducing the spread of HIV/AIDS among Indigenous off-reserve populations in Ontario.
  - b) Providing culturally appropriate services and supports for Indigenous people living with and affected by HIV/AIDS in Ontario.

## **3. Business of the Corporation**

### **Central Office**

- 3.1. The Central Office of Oahas shall be located in a location deemed appropriate by the Board of Directors in the province of Ontario.

### **Financial Year**

- 3.2. The financial year shall end on the 31<sup>st</sup> day of March in each year unless otherwise determined by the Board of Directors.

### **Execution of Documents**

- 3.3. The Board may authorize any two (2) Directors and up to two (2) employees of Oahas or any other person, to execute any contracts, documents or instruments in writing on behalf of Oahas. All contracts, documents and instruments in writing, which are so signed, shall be binding upon Oahas without any further authorization or formality. The Board shall have the power to appoint from time to time any person or persons, other than Directors, who will have the authority either to execute contracts, documents and instruments generally or to execute specific contracts, documents or instruments in writing.

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **Books and Records**

- 3.4. The Board of Directors shall ensure that all necessary books and records of Oahas required by the By-Law of Oahas or by any applicable statute or law are regularly and properly kept.
- 3.5. Oahas shall keep at its central office:
  - a) Resolutions and minutes of all meetings of Members and the Board.
  - b) A copy of the Articles of Incorporation and any supplementary Articles.
  - c) All By-Laws and special resolutions.
  - d) The registry of Members which include the names and addresses of all persons who are or have been Members, together with the various dates when each became and ceased to be a Member.
  - e) The registry of Directors which includes the names, addresses and occupations of all persons who are or have been Directors, together with the various dates when each became and ceased to be a Director.
  - f) Proper books of account.
  - g) All documents evidencing or affecting the rights and obligations of Oahas.
- 3.6. The minutes of any meeting of the Board or of the Members shall be approved at the next meeting of the Board or Members, respectively. When the minutes are approved, either the Chair of the meeting that approved the minutes or the Chair of the meeting to which the minutes relate shall sign the minutes. Once so signed, the minutes are admissible in evidence as proof of the facts stated in them.
- 3.7. The Chair and Secretary shall sign all By-laws and special resolutions passed.

### **Banking**

- 3.8. The banking of the Corporation shall be carried on at such institution that the Board may from time to time determine.
- 3.9. The signing officers as outlined in Clause 3.3 shall be authorized on behalf of the Corporation:
  - a) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and the negotiable paper;
  - b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
  - c) to receive all paid cheques and vouchers; or
  - d) to sign the bank's form of settlement of balances and release.

### **Borrowing Powers**

- 3.10. The Board of Directors may from time to time:
  - a) borrow money on the credit of the Corporation;
  - b) issue, sell or pledge securities of the Corporation; or
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 3.11. From time to time, the Board may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and condition and to give such additional securities for any monies borrowed, or remaining due by the Corporation as the Director may authorize and generally to manage, transact and settle the borrowing of monies by the Corporation.

## **4. Board of Directors**

### **Composition**

- 4.1. The affairs of Oahas shall be managed by its Board of Directors composed of a minimum of five (5) and a maximum of nine (9) Directors.
- 4.2. At least one (1) Director shall be a person living with HIV or who has received a diagnosis of Hepatitis C or is actively using harm reduction services.
  - a) At any time, up to two (2) Directors may be persons who identify as a non-Indigenous person.
  - b) Members who are Indigenous people living with HIV, those living with a diagnosis of Hepatitis C or those actively using harm reduction services are strongly encouraged to seek elected roles on the Board of Directors.
- 4.3. Oahas will consistently and actively seek to advance inclusivity and representation of the communities served by Oahas on its Board and in its committee structures, where applicable.
- 4.4. Elders, traditional teachers, knowledge keepers and other community helpers may be invited to participate in Board business, as directed by the Board.
- 4.5. The Executive Director shall be a non-voting, ex-officio member of the Board.

### **Qualifications**

- 4.6. Each Director shall:
  - a) Be at least eighteen (18) years of age.
  - b) Be at the date of their election, or become within ten (10) days thereafter, an Individual Member of Oahas.
  - c) Not be an undischarged bankrupt nor a person incapable of managing their own affairs.
  - d) Be a self-identified Indigenous person, or as outlined in 4.2.
  - e) Not be an employee of Oahas nor a former employee of Oahas in the year immediately preceding their nomination as a Director.

### **Term**

- 4.7. Directors shall be elected to hold office for a term of three (3) years. A Director can be on the Board for a maximum of two consecutive terms. After a period of 11 months off of the Board, a person will be eligible to run for another two terms.
- 4.8. The terms of Directors shall be staggered with a minimum of one-third standing for election for their 2nd term or retiring from the Board each year.

### **Election**

- 4.9. Directors shall be elected by the Members at the Annual Members' Meeting or, where applicable, a special meeting of Members. The election shall be by ballot unless the Governing Committee and the meeting chair declare that the Directors are acclaimed.

### **Removal**

- 4.10. Members have the power to remove any Director that is reasonably found to no longer serve Oahas' best interests for any reason of misconduct or any action that brings discredit to Oahas.
- 4.11. By resolution of two-thirds (2/3) of the Members present or voting by proxy, a Director may be removed at a meeting specifically called for the purpose of the removal of that Director and Member from the Corporation, as outlined in 10.14.

### **Resignation**

- 4.12. A Director may voluntarily resign from office for any reason by submitting a letter of resignation to the Corporation.
- 4.13. A Director will be deemed to have resigned if they fail to attend at least fifty percent (50%) of Board meetings in a twelve-month period or miss three (3) consecutive Board meetings without contacting the President to provide a reason for their absence.
- 4.14. The office of a Director shall automatically be vacated on the death of that person.

- 4.15. A Director who vacates their position, for whatever reason, may not apply for a staff or consultant position with Oahas until at least one (1) year has passed from the date of their exit from their Director position.
- a) Termination of an individual's role as Director of the Corporation does not prohibit access to Oahas' services.

### **Vacancies on the Board**

- 4.16. In the event that a vacancy occurs on the Board and a quorum of Directors remain in office, the remaining Directors may fill the vacancy on the Board from qualified candidates. If no quorum of Directors exists, the remaining Directors shall immediately call a general meeting of Members for the purpose of filling any vacancies on the Board.
- 4.17. A Director who is filling a vacancy shall serve until the next Annual Members' Meeting and then be eligible for election for a 3-year term and a maximum of 2 consecutive terms.

### **Vacation of Office**

- 4.18. The office of a Director shall be vacated immediately:
- a) If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
  - b) If the Director becomes bankrupt;
  - c) If the Director is found to be incapable of managing property by a court or under Ontario law;
  - d) If the Director is removed from office as provided in the clauses on Removal;
  - e) If the Director is deemed to have resigned as provided in clauses on Resignation; or
  - f) If the Director dies.

## **5. Meetings**

### **Regular Meetings**

- 5.1. The Board may fix the time and place of regular meetings of the Board and no notice needs to be sent. A Board meeting may also be held, without notice, immediately following the Annual Members' Meeting.
- 5.2. The Board shall have at least 12 meetings within a twelve (12) month period.

### **Special Meetings**

- 5.3. A special meeting of the Board may be called by the President or upon written request of at least three (3) Directors, by the Secretary.

### **Notice**

- 5.4. Notice of regular Board meetings shall be given by postal mail, telephone, email, fax or hand in person to each Director not less than seven (7) days before the meeting is to take place. If the Secretary or Executive Director makes a written declaration that notice has been given in accordance with this clause that declaration shall be sufficient and conclusive evidence that such notice was given. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
- 5.5. Notice of a special Board meeting shall be given at least two (2) business days before the meeting is to take place and must specify the purpose of the business to be transacted at the meeting. Notice of a special Board meeting may be given by hand in person, by telephone, by email or by fax. If the Secretary or Executive Director makes a written declaration that notice has been given in accordance with this clause that declaration shall be sufficient and conclusive evidence that such notice was given.

### **Quorum**

- 5.6. At a meeting of the Board with at least eight (8) Directors in office, five (5) Directors shall constitute a quorum for the transaction of business.

If seven (7) or less Directors are in office, four (4) Directors shall constitute a quorum for the transaction of business.

### **Attendance**

- 5.7. Each Director is expected to attend all meetings of the Board. If a Director is unable to attend a meeting, that Director shall send their regrets prior to the meeting. A Director who attends less than fifty (50) percent of the Board meetings within a twelve-month period shall be removed from the Board in accordance with the clauses on removal. A Director who fails to attend three (3) consecutive meetings without contacting the President to provide a reason for their absence shall be considered to have resigned in accordance with the clauses on Resignation. The Board shall make reasonable accommodation for the medical and psychological needs of Indigenous people living with HIV who are members of the Board.
- 5.8. If all of the Directors of Oahas consent, a Director may participate in a meeting of the Board by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **Errors in Notice**

- 5.9. No error or omission in giving notice of a Board meeting shall invalidate the meeting or void any proceedings taken at the meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all decisions after the fact.

### **First Meeting of New Board**

- 5.10. Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of the Members at which such a Board is elected.

### **Chair**

- 5.11. The President shall chair meetings of the Board and in the absence of the President, the Directors present shall choose, from among themselves, someone to chair the meeting.

### **Votes to Govern**

- 5.12. Questions arising at any meeting of the Board shall be decided by a majority of votes cast.
- 5.13. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote. A vote shall be taken by secret ballot if requested by any Board member. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Each Director shall have one (1) vote at meetings of the Board. Directors are not permitted to grant proxy votes for meetings of the Board. The Executive Director is not entitled to vote at Board meetings. In lieu of a Board Meeting, written resolutions signed by all Directors shall have the same force and effect as if they were adopted at a regular meeting of the Board.

## **6. Directors**

### **Standard of Care**

- 6.1. Every Director of Oahas, in exercising their powers and discharging their duties, shall act with reasonable care, honestly, in good faith and in the best interests of the Corporation.

### **Conflict of Interest**

- 6.2. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall declare such conflict of interest to the Board and shall refrain from discussions and voting concerning the matters for which the conflict arises.

## **Remuneration**

- 6.3. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties as a Director and in accordance with applicable Board policies.

## **Indemnification of Directors**

- 6.4. Every Director of Oahas and their heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by Oahas from any liability and all costs, charges, and expenses that the Director incurs for any action, suit or proceeding that is proposed or commenced against the Director for anything done or permitted by the Director in the execution of the duties of office, excepting those occasioned by wilful neglect or default, or by criminal conduct.
- 6.5. Subject to the limitations contained in legislation, Oahas may purchase and maintain such insurance for the benefit of its Directors as may be considered necessary and advisable.

## **7. Officers**

### **President**

- 7.1. The President shall, when present, preside at all meetings of the Board, Executive Committee and Members, and shall call such meetings as are herein directed to be called by the President. The President shall act as the most senior spokesperson for Oahas and shall report at the Annual Members' Meeting on the status and activities of Oahas. The President shall sign all documents requiring the signature of the President and have other powers and duties from time to time determined by the Board or that are incidental to the office.

### **Vice-President**

- 7.2. The Vice-President shall be vested with all of the powers and shall perform all of the duties of the President in the absence, inability or refusal to act of the President. The Vice- President shall also perform other duties from time to time determined by the Board or Executive Committee or that are incidental to the office.

### **Secretary**

- 7.3. The Secretary shall ensure that all notices are given to Members and Directors as required. The Secretary shall also ensure that the membership list is maintained, necessary correspondence with the membership is conducted, and all reports and documents as required by law are filed. The Secretary shall ensure the keeping and dissemination of minutes from all Board, Executive Committee and Members meetings. The Secretary shall perform other duties as determined from time to time by the Board or the Executive Committee or that are incidental to the office.

### **Treasurer**

- 7.4. The Treasurer shall ensure the maintenance of full and accurate accounts of all receipts and disbursements of Oahas in proper books of account, disbursement of funds under the direction of the Board and the provision of financial reports to the Board at its regular meetings or as required, and to Members at meetings of the Members. The Treasurer shall perform other duties as determined from time to time by the Board or the Executive Committee or that are incidental to the office.

### **Executive Director**

- 7.5. The Board shall appoint an Executive Director who, subject to any contractual provisions entered into, shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed by law or by the Board or any directions given from time to time, the Executive Director shall supervise, manage and be responsible for the day-to-day business and affairs of Oahas. The Executive Director shall have such other powers and duties as the Board of Directors may prescribe.

## **Agents**

- 7.6. The Board shall have the power to appoint agents from time to time as it considers necessary. They shall be non-voting Members who have the authority to perform the duties determined from time to time by the Board and set out in their terms of appointment. They may be removed by the Board at its pleasure. The Board will specify the extent of the agent's authority at the time such an individual is appointed.

## **8. Executive Committee**

### **Membership**

- 8.1. There shall be an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer who shall constitute the voting members of this committee. The office of the Secretary and Treasurer may be held by the same person and may be known as Secretary-Treasurer. The Executive Director shall be an ex-officio member in a non-voting capacity.
- 8.2. The Board may fill vacancies on the Executive Committee by election or appointment from among the Directors. If a vacancy exists on the Executive Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains in office. The President shall be appointed at the first Board meeting following the Annual Members' Meeting. The President shall hold office for two (2) years. The Vice-President, Secretary and Treasurer shall be appointed at the first Board meeting following the Annual Members' Meeting and shall hold office for one (1) year. Following their term, each Officer shall continue to hold office until their elected or appointed successor assumes office unless they resign or are removed from office by an action under the clauses on removal or resignation. In the case of an appointment to fill a vacancy on the Executive Committee, the term of office of the appointee shall expire at the same time as the term of the vacating Executive Committee member.

### **Powers**

- 8.3. The Executive Committee shall conduct the general business of Oahas, formulate and/or review draft policies, and make recommendations to the Board. Substantive decisions of the Executive Committee must be ratified at the next Board meeting.

### **Procedures**

- 8.4. Subject to any conditions imposed from time to time by the Board, the Executive Committee may from time to time fix its own rules of procedure. The Executive Committee may be asked by the Board to provide minutes of its meetings and records of all action taken by it. A summary of these minutes shall be made available to the Board.

### **Quorum**

- 8.5. Three (3) voting members of the Executive Committee shall constitute a quorum.

### **Place of Meetings**

- 8.6. Meetings of the Executive Committee shall be held at such time and place as maybe decided by the Executive Committee members.

## **9. Committees**

- 9.1. The Board shall have a standing Executive Committee and Governance Committee.
- 9.2. The Board may from time to time establish standing or ad hoc committees for such purposes as the Board may determine. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board shall have the power to define the terms of reference of any committee and to rename any committee.



### **Governance Committee**

9.3. The Board shall appoint a Governance Committee of at least two (2) Directors whose responsibilities are outlined in a Terms of Reference.

## **10. Membership**

### **Individual Member**

- 10.1. An Individual Member is any Indigenous person 18 years of age or over who supports the goals and principles of Oahas, pays an annual membership fee, if applicable, has been approved for membership and is not an employee of Oahas.
- 10.2. An Individual Member may also be any person 18 years of age or over, living with HIV, a diagnosis of Hepatitis C or those currently using harm reduction services who supports the goals and principles of Oahas, has been approved for membership, and is not an employee of Oahas.

### **Associate Member**

10.3. An Associate Member is any individual, organization, association or institution that supports the goals and principles of Oahas, has been approved for membership, and pays an annual membership fee, if applicable. Associate Members can participate in Oahas activities, including Committees struck by the Board with the exception of the Executive Committee. Associate Members cannot nominate Members to the Board, stand for office or vote.

### **Life Long Member**

10.4. A Life Long Member is any of the original signatories of incorporation of Oahas or is any individual appointed by the Board for exemplary service to Oahas or as otherwise determined by the Board. Life Long Members shall have the full rights and privileges of membership of Oahas, and shall be exempt from paying annual dues. This honour may be proposed by any Member of Oahas in writing to the Board which will consider the appointment.

### **Rights and Privileges of Membership**

- 10.5. Full membership rights and privileges shall be accorded to Individual Members in good standing, and such membership conveys the right to:
- a) attend activities of the Corporation, except where prohibited by law;
  - b) attend and speak at Annual Members' Meeting and other meetings of Members;
  - c) one vote on each question arising at a meeting of Members; and
  - d) nominate to and stand for offices of the Corporation or its Committees.
- 10.6. A Member who is in debt to the Corporation with respect to membership fee is not entitled to exercise any membership rights and the membership of any such Member is suspended automatically until the Member ceases to be in debt to the Corporation.

### **No Monetary Gain to Members**

10.7. The Corporation shall be operated without purpose of monetary gain to any of the Members and any surplus of the Corporation shall be used solely for the purposes of the Corporation and the attainment of its mission.

### **Term of Membership**

10.8. Membership shall be for up to a period of one year and shall end on the 31<sup>st</sup> of March.

### **Membership Fees**

10.9. The fee for Members will be set by the Board and be payable on an annual basis. Membership fees apply from the date of payment to the 31<sup>st</sup> of March. Membership fees may be waived at the discretion of the Board for those who wish to be members of Oahas but who cannot afford the membership fee. There shall be no membership fee for Indigenous people living with HIV/AIDS and/or Hepatitis C nor for Life Long Members.

### **Membership Forms and Lists**

10.10. A Membership Form shall be completed for each member. Membership lists are confidential unless a person has indicated on their Membership Form that information on the form may be used for purposes clearly indicated on the Membership Form.

### **Members in Good Standing**

10.11. Members who have paid all required fees to Oahas shall be considered Members in good standing.

### **Liability of Members**

10.12. Members shall not, in their capacity as members, be held answerable or responsible for any act, default, obligation, or liability of Oahas or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with Oahas.

### **Termination of Membership**

10.13. Any Member may withdraw from membership at any time by written notice to Oahas. Such withdrawal shall become effective upon its receipt by Oahas. Members not in good standing for a period of three (3) months or more shall be deemed to have withdrawn their membership from Oahas.

10.14. Members have the power to remove any Member that is reasonably found to no longer serve the best interests of the Corporation. Any Member may be removed, with or without cause, from the membership of the Corporation, at a meeting specifically called for the purpose of the removal of that member by a resolution of two-thirds (2/3) of the Members.

- a) Upon 10 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership.
- b) The notice will set out the reasons for the disciplinary action or termination of Membership.
- c) The Member receiving the notice will be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
- d) The Board will consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.
- e) Termination of an individual's role as a Member of the Corporation does not prohibit access to Oahas' services.

10.15. A membership shall be terminated immediately upon the death of the Member.

10.16. A membership shall not be transferable.

## **11. Meetings of Members**

### **General Meetings and Annual Members' Meeting**

11.1. General meetings of the members and the Annual Members' Meeting shall be held within Ontario at a time, place and date determined by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the Annual Members' Meeting, with a copy of the audited financial statements and other financial information required by the By-law or articles.

11.2. The business transacted at the Annual Members' Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual and subsequent general meetings of Members;
- c) Approval of the audited financial statements;
- d) Reappointment or new appointment of an independent public auditor to hold office until the close of the next Annual Members' Meeting. The Board may fill any vacancy in the office of auditor provided such appointment is ratified by the membership at the next Annual Members' Meeting;
- e) Fix, or authorize the Board to fix, the remuneration of the auditor;
- f) Election of Directors; and
- g) Transact any other business properly brought before the meeting.

11.3. Minutes shall be kept for all meetings of the Members.

### **Notice of Meetings**

- 11.4. Notice of the time and place of a meeting of the Members shall be given to each Member by sending the notice by postal mail to the Member's last known address on the books of Oahas or by facsimile or by email or by hand in person or by combination of two of the aforementioned mechanisms, at least ten (10) days and not more than fifty (50) days before the time fixed for the holding of such meeting.
- 11.5. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 11.6. A meeting of Members may be held at any time and place without notice only if all the Members of Oahas are in attendance or if those absent have signified their consent to the majority of Members to hold the meeting in their absence.
- 11.7. A notice or other document sent by post shall be deemed delivered four (4) days after the same was deposited in a post office box and two (2) days after transmission by facsimile or email.
- 11.8. No error or omission in giving notice of any meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 11.9. Any Member or the auditor of Oahas may at any time waive notice of any meeting and may ratify and approve any and all proceedings taken at that meeting.
- 11.10. Any business of Oahas at a general meeting can only be transacted if two-thirds (2/3) of members eligible to vote at the time of the general meeting are present or if two-thirds (2/3) of eligible voters are in attendance with proper waiving of attendance by eligible voters.
- 11.11. The Members of Oahas may, by resolution passed by a majority of at least two-thirds (2/3) of the votes cast at a general meeting duly called for the purpose, remove any auditor of Oahas before the expiration of the term of office and shall by a majority of the votes cast at that meeting appoint another auditor in the position for the remainder of the term.
- 11.12. At least one-tenth (1/10) of the Members of Oahas having voting rights may requisition the Board to call a general meeting of Members of Oahas for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to the registered office of Oahas. Upon receiving the requisition, the Board shall call a meeting of Members to consider the business stated in the requisition. Notice of a general meeting shall be given in the same manner as provided in Clause 11.4. The notice of a general meeting shall state the purpose for which it is called and shall contain sufficient detail to permit a Member to form a reasoned judgment thereon. No other business shall be legally brought before the general meeting.

### **Quorum**

- 11.13. Ten (10) Members or a majority of the Members, whichever is less, present in person or represented by proxy and entitled to vote plus at least one Director present in person constitute a quorum at a meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting.

### **Right to Vote**

- 11.14. At any meeting of the Members of Oahas, each Member in good standing at least thirty (30) days prior to the meeting has a right to one (1) vote unless they hold a proxy.

### **Voting by Members**

- 11.15. Unless otherwise required by the provisions of the *Act* or the by-laws of Oahas, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by voting Members present in person. In the case of an equality of votes, the chairperson presiding at the meeting has a second or casting vote.
- 11.16. Every question submitted at any meeting of Members to the Members shall be decided in the first instance by a show of hands of the Members. At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting as to the outcome of any vote shall be conclusive evidence of the fact.

11.17. A poll may be demanded either before or after any vote by show of hands of the Members at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken promptly without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in any manner and either at once, later in the meeting or after adjournment, as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **Proxies**

11.18. Every voting Member may, by means of a written notice ("proxy"), appoint a person, who must be a voting Member in good standing, to attend and act as their representative at the meeting in the manner, to the extent authorized, and with the authority conferred by the proxy. A proxy shall be in writing and shall be signed by the voting Member.

The proxy ceases to be valid one year from the date on which it was signed.

11.19. A proxy holder may only hold one proxy vote.

11.20. Subject to the requirements of the *Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairperson of the meeting may accept as sufficient. Proxies shall be deposited with the Secretary of the meeting before any vote is called where the proxy holder intends to cast a vote, or at such earlier time and in such manner as the Board may determine.

11.21. A reminder of the right to use a proxy shall be included in the notice of meeting.

### **Chairperson**

11.22. In the absence of the President, Vice-President or other Executive Officer, the Board members present at any meeting of Members shall, by majority vote, choose another Director to act as Chair.

### **Adjournment**

11.23. If a quorum is not present within one hour after the time appointed for a meeting of Members, the meeting shall stand adjourned to any time and from time to time. Business outstanding from the original meeting may be transacted at any subsequent, adjourned meeting. No notice is required of any adjourned meeting unless the meeting is adjourned for more than 30 days.

### **Minutes**

11.24. Minutes shall be kept for all meetings of the Members. The minutes of any meeting of the Members shall be approved at the next meeting of the Members.

## **12. Amending the By-laws**

### **Renewal and Amendment**

12.1. A new by-law or by-laws may be enacted, and any of these by-laws, or any part of thereof may be repealed, amended or altered by a resolution of the Board. The resolution of the Board must then be confirmed by the members of Oahas by means of a motion passed by a majority of the voting Members present and voting at an annual or other general meeting of the Members.

12.2. Notice of any motion to confirm a resolution of the Board mentioned in Clause 12.1 shall be given to every voting Member of Oahas within thirty (30) days prior to the annual or other general meeting of the Members at which the motion is to be considered. Amendments to any such motion shall be considered at such annual or other general meeting without the necessity to give prior notice of the amendment to the motion.

12.3. The notice referred to in Clause 12.2 shall indicate that a copy of the proposed enactment, repeal or amendment to the by-laws is available at the central office of Oahas for examination during the regular office hours of Oahas. The notice shall also indicate that voting Members may, at their own expense, make photocopies of the proposed enactment, repeal or amendment to the by-laws.

### 13. Repeal of Prior By-laws

#### Repeal of Previous By-Laws

- 13.1. Once these by-laws are passed by the Board and confirmed by the members in the manner described in Article 12, all prior by-laws of Oahas previously enacted or made are repealed.
- 13.2. The repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing which was done pursuant to any such repealed by- law, resolution or enactment while the repealed by-law, resolution or enactment was still in force.


### 14. Dissolution


#### Dissolution

- 14.1. In the event of dissolution of Oahas, all fixed assets shall be liquidated at fair market value. The proceeds of the liquidation and any other assets of Oahas at the time of dissolution shall be disposed of in the following manner:
  - a) Payment of all outstanding debts;  
and then,
  - b) Donation of the remainder to an Indigenous non-profit, registered charitable organization in Ontario of the choice of the Board of Directors of Oahas.

### 15. Effective Date

Enacted on the 3 day of April, 2023.

  
Albert Beck (Apr 3, 2023 15:15 EDT)  
Albert Beck, President

  
Melissa Deleary (Apr 3, 2023 14:50 EDT)  
Melissa Deleary, Secretary