

## SCHEDULE A

### GENERAL OPERATING BY LAW NO. 2

# PAUKTUUTIT INUIT WOMEN OF CANADA

## CONSOLIDATED BY-LAWS

### DEFINITIONS

#### 1. DEFINITIONS

1.1. In this By-Law and all other By-laws of Pauktuutit Inuit Women of Canada (“Pauktuutit” or the “Corporation”) unless the context otherwise requires:

- “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted as amended from time to time;
- “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of Pauktuutit;
- “by-law” means this by-law and any other by-laws of Pauktuutit as amended and which are, from time to time, in force and effect;
- “Corporation” means Pauktuutit Inuit Women of Canada;
- “board” means the board of directors of Pauktuutit;
- “Designated Region” has the meaning set out in section 3.4.3.
- “director” means a member of the board of directors;
- “member” means a member of the Corporation;
- “meetings of members” includes an annual meeting of members or a special meeting of members;
- “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- “ordinary resolution” means a resolution passed by a majority (for example, more than 50%) of the votes cast on that resolution;
- “Region” has the meaning set out in section 3.4.3.

- “Region Director” has the meaning set out in section 3.4.3.
- “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2. Other than as specified above, words and expressions in these By-Laws that are defined in the Act shall have the meaning given to them in the Act when used in these By-Laws.

## ARTICLE II – CONDITIONS OF MEMBERSHIP

2.1. Subject to the Articles, there shall be one class of members in the Corporation. Membership shall be available only to Directors of the Corporation who shall automatically become Members of the Corporation upon being elected or appointed as Directors and who shall be members for so long as they serve as Directors. 2.1.

2.2. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members.

2.3. Membership in Pauktuutit is terminated when:

2.3.1 The member dies,

2.3.2 The member ceases to be a Director of the Corporation;

2.3.3 The member resigns by delivering a written resignation to the Secretary-Treasurer in which case such resignation shall be effective on the date specified in the resignation;  
or

2.3.4 Pauktuutit is liquidated or dissolved under the Act.

2.4. In accordance with the Act, membership in the Corporation is not transferable except to the Corporation. Subject to the Articles, upon any termination of membership, all rights of the member automatically cease to exist. Where a person is no longer a member, then such person shall be deemed to have also automatically resigned as a director, an officer (if it is a requirement to be a director to hold that particular officer position) and/or a committee member, as applicable.

2.5. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

## ARTICLE III – BOARD OF DIRECTORS

- 3.1. Subject to the Articles, the Board of Directors of the Corporation shall consist of the minimum and maximum number of Directors specified in the articles. The precise number of directors on the board shall be determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number of the directors, by resolution of the board. Each director shall meet the following qualification requirements:
- 3.1.1 be an Inuit woman, at least eighteen (18) years of age, who has not been found by a court in Canada or elsewhere to be incapable, does not have the status of a bankrupt and who otherwise qualifies in accordance with these By-laws.
  - 3.1.2 be a member of the Corporation throughout their term of office;
  - 3.1.3 meet the residency requirements set out in sections 3.4, 3.5 and 3.6 of this By-law;
  - 3.1.4 have demonstrable experience and knowledge that aligns with the skills requirements of the Corporation;
  - 3.1.5 be in agreement with and agree to further the purposes and mission of Pauktuutit; and
  - 3.1.6 be nominated as a director in accordance with the Corporation's policies.
- 3.2. In accordance with section 2.1.1, upon taking office, a Director shall be deemed to be a member of the Corporation.
- 3.3. The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to succession planning, personal skills and needs of the Corporation. Copies of such policies shall be available to members upon request.
- 3.4. The Board shall be composed of Directors from each of the following regions ("Regions"):
- 3.4.1 Approximately two (2) directors should have the qualification of being Youth Directors, as defined in section 3.4: one (1) residing in Inuit Nunangat; one (1) residing in one of the Regions designated in section 3.5.2 as being urban Inuit;
  - 3.4.2 Approximately four (4) directors should have the qualification of being Urban Directors who reside in one of four unique/separate Regions outside of Inuit Nunangat: one (1) from Yellowknife; one (1) from Happy Valley-Goose Bay; one (1) from West Urban; one (1) from South-East Urban;

3.4.3 The remaining Directors shall have the qualification of residing in the following designated Regions of Inuit Nunangat (each a “Designated Region”) (each Director shall constitute a “Region Director”), with one (1) Region Director residing in each Designated Region, to the extent possible:

- i. Inuvialuit
- ii. Nunavut – Kitikmeot
- iii. Nunavut – Kivalliq
- iv. Nunavut – Qikiqtani North
- v. Nunavut – Qikiqtani South
- vi. Nunavut – Iqaluit
- vii. Nunavik – Hudson Coast
- viii. Nunavik – Ungava Coast
- ix. Nunatsiavut

3.5. Region Directors must reside in their respective Designated Region at the time of their election and throughout their term as Director. If a Region Director ceases to reside in their Designated Region during their term of office as a Director, they will no longer meet the qualification requirement to be a Director, must immediately inform the board in writing and resign from their position.

3.6. Only Inuit women between the ages of eighteen (18) and thirty-five (35) years shall be eligible for election as a Youth Director. One (1) Youth Director shall have the qualification of residing in any community within Inuit Nunangat. One (1) Youth Director shall have the qualification of residing in any urban location in Canada.

#### Election of Directors

3.7. Employees of the Corporation and people engaged by the Corporation as independent contractors are eligible for election as Directors, provided that such employee or independent contractor shall be required to take a leave of absence from her employment or engagement by the Corporation during her election campaign, and also provided that, if the employee is elected a Director of the Corporation, she shall resign from her employment or terminate her independent contractor arrangement with the Corporation for the duration of her term as Director.

3.8. Subject to the requirements of the Act, candidates for election as Director are not required to be present at the Annual General Meeting at which they are seeking election, provided that 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:

3.8.1 the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,

3.8.2 the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or

3.8.3 the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

3.9. All elections for Directors shall be by secret ballot. The candidate who receives the largest number of votes cast shall be declared elected. In the event of a tie vote, there shall be a run-off election between those candidates who are tied with the highest number of votes.

#### Term of Office of Directors

3.10. Directors shall be elected by the Members by ordinary resolution at each annual meeting of Members at which an election of Directors is required. The term of office of each Director is for three years and shall run from the end of the Annual General Meeting at which she is elected until the end of the third Annual General Meeting following her election or until her successor is duly elected, whichever is sooner.

3.11. All Directors are eligible for re-election following their first term as a Director for a maximum of one (1) additional consecutive term, for a total maximum of two consecutive 3-year terms (two 3-year terms, six years in total). After serving two consecutive terms, a Director is not eligible for re-election to the Board for a period of one (1) year before being eligible to serve on the Board again. If a Director is re-elected after the one-year absence from the Board, she is thereafter eligible to serve as Director for another two consecutive terms of three years each.

3.12. At the end of a Director's second three-year term, the Board may, for any reason at its own discretion, allow for a Director to stand for election for one additional term of one (1) year, as an extension to the maximum number of six years as Director (for a maximum total of seven years) and without the requirement for the Director to serve the one-year absence from the

Board described in section 3.11. This additional term of one year may be granted only one time, at the end of two consecutive terms.

3.13. As much as possible, the terms of Directors shall be staggered.

3.14. Directors shall automatically cease to hold office, and the position of Director shall be vacated, in the following circumstances:

3.14.1 If she no longer meets the eligibility requirements in the by-laws, as determined in the sole discretion of the board;

3.14.2 Upon death of the Director;

3.14.3 If the Director has resigned her office by notifying the Secretary of the Corporation. A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later; or

3.14.4 If at a general meeting of the Members, a resolution is passed by an ordinary resolution of the Members present at the meeting that the Directors be removed from office.

3.15. Where a person ceases to be a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable. Subject to the Act and the articles, a quorum of the Board of Directors may appoint a person to fill the vacancy until the next annual meeting of members, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles, or from a failure of the members to elect the number or minimum number of directors provided for in the articles. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any meeting of members, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### Meetings of the Board of Directors

3.16. Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine. Meetings of the Board may be called by the Chair of the Board, the vice-Chair of the Board or any two (2) Directors at any time. The chair of Directors' meetings shall be the Chair, or the vice-Chair if the Chair is absent or unable

to act. In the event that the Chair and the vice-Chair are absent, the Directors who are present shall choose one of their number to chair the meeting.

- 3.17. A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 3.1. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this by-law, by teleconference and/or by other electronic means. Any meeting of the Board of Directors at which a quorum is present may exercise all the powers of the directors.
- 3.18. Each Director may exercise one (1) vote. All questions decided by the Board of Directors shall be decided by a majority of votes cast on the question. The chair of the meeting may not vote, and in the case of an equality of votes, the motion shall fail.
- 3.19. Meetings of the Board of Directors shall be held at a time and place determined by the Directors. A minimum of ten days' notice of a meeting of the Board of Directors shall be given to each Director in writing, electronic mail or by telephone; provided always that meetings of Directors may be held at any time without notice if all of the Directors are present (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) or if all of the absent Directors waive notice before or after the date of such meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken thereat.
- 3.20. If all of the directors consent, a director may, in accordance with the regulations, participate in a board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting.
- 3.21. The Board of Directors shall meet at least two times each calendar year. Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.
- 3.22. One representative of each Region may attend meetings of the Board as observers, without the right to speak or participate, upon the invitation of the chair of the meeting or by resolution of the Directors.

3.23. Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing the Director's duties in accordance with the Corporation's travel and expense policies in effect from time to time. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity. Subject to Board policy, Directors may receive a reasonable honorarium for the proper discharge of their responsibilities, subject to the express prior approval of the Finance Committee; approval by the Board by resolution before such payment is made; in compliance with the conflict-of-interest provisions of this By-law and the Act; and subject to the availability of funding.

#### Duties of the Board of Directors

3.24. Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

#### Disclosure of Conflict of Interest

3.25. Pursuant to the Act, a Director of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of Board meetings, at the time and in the manner required by the Act, the nature and extent of any interest that the Director has in any material contract or material transaction, whether made or proposed, with the Corporation if the Director:

3.25.1 is a party to the contract or transaction;

3.25.2 is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

3.25.3 has a material interest in a party to the contract or transaction.

3.26. In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.

3.27. The chair of Board meetings shall request any Director who has made a disclosure referred to in Section 3.5 to be absent during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract, transaction, financial arrangement or other matter, except as provided by the Act.



## Confidentiality

3.28. Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation. All materials whether in print or electronic format shall be the property of the Corporation and every Director, Officer, committee member, employee or volunteer shall, when requested by the Corporation, return or destroy such materials upon termination of their association with the Corporation.

## No Alternate Directors

3.29. No person shall act for an absent Director at a Board meeting.

## Committees

3.30. The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

## ARTICLE IV – OFFICERS

4.1 The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, save and except for the chair of the Board and vice-chair of the Board positions.

4.2 Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated, and if Officers are appointed to such offices, shall have the following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

4.2.1 Chair of the Board - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, be the chair and preside at all meetings of the Board, committees of Directors, if any, and the Members.

- 4.2.2 Vice-Chair of the Board - The vice-Chair of the Board, if one is to be appointed, shall be a Director. The vice- Chair of the Board shall function in place of the Chair of the Board if the latter is absent or is unable to perform the duties of office. The vice- Chair of the Board shall carry out such other duties, which may be assigned by the Chair of Board from time to time.
- 4.2.3 Executive Director - If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Executive Director shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, provided that the Executive Director shall not be entitled to attend meetings of the Board when the Board is discussing the position, performance, salary or benefits of the Executive Director.
- 4.2.4 Secretary – If appointed, the secretary shall be a Director and shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; shall perform such other duties as may from time to time be prescribed by the Board. The office of the secretary may be combined with that of the treasurer.
- 4.2.5 Treasurer – If appointed, the treasurer shall be a Director and shall keep, or cause to be kept proper accounting records in compliance with the Act; deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; supervise, under the discretion of the Board, the safekeeping of securities and disbursement of the funds of the Corporation; as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required; render to the Board, whenever required, an account of all such person's transactions as treasurer and of the financial position of the Corporation; and perform such other duties as may from time to time be prescribed by the Board. The office of the treasurer may be combined with that of the secretary.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

#### Terms of Office of Officers

4.3. Officers who are not employees of the Corporation shall hold their position for a period of two (2) years. The maximum number of terms for each Officer, save and except officers who are employees, is two (2) terms of two (2) years each.

#### Qualifications for Holding an Officer Position

4.4. Eligibility for appointment to each Officer position requires candidates to be a current and duly elected director on the Board of Directors, and to have previously served in such capacity and in such offices as are set out in the Board's succession plan in place from time to time ("Succession Plan"), including, without limitation:

4.4.1 At least one year's previous service as a Director on the Pauktuutit Board of Directors or such longer period of service as may be specified in the Succession Plan;

4.4.2 At least one year's previous service on a Pauktuutit Board committee or such longer period of service as may be specified in the Succession Plan; and

4.4.3 At least one year's previous service as an Officer of Pauktuutit or such longer period of service as may be specified in the Succession Plan.

4.5. The board may remove, whether for cause or without cause, any officer of Pauktuutit who is not an employee of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

4.5.1 The termination of her term of office as an officer;

4.5.2 The officer's successor being appointed or elected;

4.5.3 The officer's resignation;

4.5.4 Such officer ceasing to be a director (if that is a necessary qualification of this appointment); or

4.5.5 Such officer's death.

- 4.6. If the office of any officer of Pauktuutit shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy for the unexpired balance of the term.

## ARTICLE V – ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION

- 5.1. The Annual General Meeting of Pauktuutit shall be held at a location in Canada and on such date as is determined by the Board of Directors.
- 5.2. The Annual General Meeting must be held once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting, and no more than six (6) months after the financial year end.
- 5.3. The Board of Directors or the Chair shall have the power to call, at any time, a general meeting of the Corporation. The Board of Directors shall call a Special General Meeting on written requisition of no fewer than five per-cent (5%) of members.
- 5.4. Immediately after determining the date and location of an Annual General Meeting or Special General Meeting of the Corporation, the Board of Directors shall ensure that steps are taken to publicize the date and location of the meeting. Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting during a period of 21 to 60 days before the day on which the meeting is to be held if the notice is given by mail, courier or personal delivery; or during a period of 21 to 35 days before the day on which the meeting is to be held if the notice is given by telephonic, electronic or other communication facility. Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- 5.5. The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

- 5.6. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Chair, the audited financial statements, the report of the auditors and the minutes of the previous year's Annual General Meeting shall be presented and approved, elections of the required number of Directors shall be held and the auditors appointed for the ensuing year.
- 5.7. A quorum at an Annual General Meeting or Special General Meeting of the Corporation shall consist of a majority of members entitled to vote at the meeting.
- 5.8. If Pauktuutit chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- 5.9 If the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 5.10.A member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if Pauktuutit has a system that:
- 5.10.1 Enables the votes to be gathered in a manner that permits their subsequent verification, and
  - 5.10.2 Permits the tallied votes to be presented to Pauktuutit without it being possible for Pauktuutit to identify how each member voted.

#### Voting at General Meetings

- 5.11 Each member present at an Annual General Meeting or a Special General Meeting shall have the right to exercise one vote. Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility, in accordance with this by-law.

- 5.12 The chair of Members' meetings shall be the Chair, or the vice-Chair if the Chair is absent or unable to act. In the event that the Chair and the vice-Chair are absent, the Members who are present shall choose one of their number to chair the meeting.
- 5.13 At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. The chair of the meeting may not vote, and in the case of an equality of votes, the motion shall fail.

## ARTICLE VI – ENACTMENT AND AMENDMENT OF BY-LAWS

- 6.1. Subject to articles, the Board of Directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of Pauktuutit. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- 6.2 This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeal are only effective when confirmed by members. For greater certainty, a Special Resolution of the Members is required to make any amendment to these By-laws that is made pursuant to subsection 197(1) of the Act. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.
- 6.3 General Operating By-law No. 1 enacted on February 11, 2021, is hereby repealed and replaced by this by-law effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.
- 6.4 The repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

## Enforceability

- 6.5. The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions.
- 6.6 Subject to the Act, in the event of any dispute arising as to the intent or meaning of these By-Laws, the interpretation of the Board shall be final.

## **ARTICLE VII – PUBLIC ACCOUNTANT**

- 7.1. The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.
- 7.2 The public accountant, if one is appointed, must meet the qualifications in the act, including being independent of the corporation and its affiliates, as well as the directors and officers of the corporation and its affiliates. the directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. the remuneration of the public accountant may be fixed by ordinary resolution of the members, or if not so fixed, shall be fixed by the board.

## **ARTICLE VIII – GENERAL**

### Execution of documents

- 8.1. Deeds, transfer, assignments, contracts, obligations and other instruments in writing requiring execution by Pauktuutit may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of Pauktuutit to be a true copy thereof.

### Banking

- 8.2. The banking business of Pauktuutit shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by any two officers of Pauktuutit and/or other

persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

#### Financial Year

8.3 Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of March in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the Income Tax Act.

#### Registered Office

8.4 The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

#### Policies

8.5 The Board may adopt, amend, or repeal such policies relating to the management and operation of the Corporation and that that are consistent with the By-laws as the Board may deem appropriate from time to time. Any policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### ARTICLE IX – CORPORATE SEAL

9.1. The corporate seal, an impression of which is stamped on the margin of these by-laws, shall be the seal of Pauktuutit. The Secretary-Treasurer shall have custody of the corporate seal which may be kept at the Head Office.



## ARTICLE X – PROTECTION OF DIRECTORS AND OFFICERS

### Duties of Directors and Officers

10.1 Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

### Limitation of Liability

10.2 No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 10.2 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

### Indemnity of Directors and Officers

10.3 Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

10.3.1 the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the

individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

10.3.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

10.4 The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### Insurance

10.5. Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

10.5.1 in the individual's capacity as a Director or an Officer of the Corporation; or

10.5.2 in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### Advances

10.6 The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in 10.3 above.

## ARTICLE XI – TRANSITION PROVISIONS

### Members

11.1 Any person who is not a Director at the time this By-law comes into effect and who was a Member prior to this By-law coming into effect, shall cease to be a Member under this By-law. Every person who is a Director at the time this By-law comes into effect shall be a Member under this By-law.

### Officers

11.2 The Officers who are in office immediately before this By-law comes into effect shall continue to remain in office until their respective successors are appointed in accordance with this By-law.