

BY-LAW NO. 1

A By-law relating generally to the
transaction of the activities and affairs of

MÉTIS NATION OF ONTARIO CULTURAL COMMISSION

(Adopted 2022)

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Advisory Circle**” has the meaning given in Article 5;
- (c) “**Articles**” has the meaning given in the Act;
- (d) “**Board**” means the Board of Directors of the Commission;
- (e) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Commission in force and effect;
- (f) “**Chairperson**” means the chairperson of the Commission;
- (g) “**Commission**” means Métis Nation of Ontario Cultural Commission;
- (h) “**Director**” means any one of the individuals who from time to time have been elected to serve on the Board;
- (i) “**Ineligible Individual**” has the meaning given to that term in section 149.1 of the *Income Tax Act* (Canada), as amended;
- (j) “**Knowledge Circle**” has the meaning given in section 8.2;
- (k) “**Member**” means the Métis Nation of Ontario Secretariat;
- (l) “**Métis Nation of Ontario Secretariat**” means the provincial body representing Métis in Ontario that is incorporated under the laws of Ontario;
- (m) “**Officer**” includes, but is not limited to, any one of the officers of the Commission described in Article 9;
- (n) “**Ordinary Resolution**” has the meaning given in the Act;
- (o) “**PCMNO**” means the Provisional Council of the Métis Nation of Ontario Secretariat;
- (p) “**Secretary**” means the secretary of the Commission;
- (q) “**Special Resolution**” has the meaning given in the Act;
- (r) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including

telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;

- (s) “**Treasurer**” means the treasurer of the Commission; and
- (t) “**Vice-Chairperson**” means the vice-chairperson of the Commission.

1.2 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa* and words importing a gender include all genders;
- (b) the word “person” includes, but is not limited to, an individual, body corporate, partnership, trust and unincorporated organization; and
- (c) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2 FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The seal of the Commission, if any, shall be in the form determined by the Board. If the Commission has a seal, the Secretary (or their delegate) shall be the custodian of it.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Commission shall be in the City of Ottawa, in the Province of Ontario.

2.3 Books and Records

The Board shall see that all necessary books and records of the Commission required by the By-laws or by any applicable statute or law are regularly and properly kept. The books and records of the Commission shall be open to inspection by the Member at any time upon request.

2.4 Financial Year

Unless otherwise determined by the Board, the financial year-end of the Commission shall be March 31st.

2.5 Execution of Documents

Subject to any policy or resolution adopted by the Board from time to time, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Commission shall be signed by any two (2) of its Officers or Directors or by one (1) Officer together with one (1) Director. Without limiting the generality of the foregoing, the Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Commission to sign specific documents or types of documents. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Commission to be a true copy thereof.

2.6 Banking Arrangements

The banking business of the Commission 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 may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Commission and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 3 MEMBERSHIP

3.1 Membership

There shall be one (1) class of Member in the Commission. Membership in the Commission shall be available only to the Métis Nation of Ontario Secretariat.

3.2 Termination of Membership

Membership in the Commission is terminated when:

- (a) the Member is liquidated or dissolved and a successor is not named prior to liquidation or dissolution; or
- (b) the Commission is liquidated or dissolved under the Act.

3.3 Member's Representative

The representative of the Member shall be the President of the Métis Nation of Ontario Secretariat from time to time. In exercising the membership interest of the Métis Nation of Ontario Secretariat in the Commission, the representative of the Member shall comply with the directions of the PCMNO.

ARTICLE 4 MEETINGS OF THE MEMBER

4.1 Annual Meetings

The annual meeting of the Member will be held, at the date and time determined by the Board, in the month of September in each year or in such other month, as determined by the Board, but in any case, not more than: (i) fifteen (15) months after the holding of the last preceding annual meeting, and (ii) six (6) months after the Commission's financial year end. At every annual meeting, the Member shall:

- (a) review and consider the financial statements, the report of the auditor or person who has been appointed to conduct a review engagement, and any other reports required by the Act to be placed before the Member at the annual meeting;
- (b) elect Directors in accordance with section 6.5;
- (c) appoint the auditor or person to conduct a review engagement for the ensuing year; and
- (d) transact any other business that may be properly brought before the Member.

4.2 Special Meetings

The Board or the Member shall have the power to call at any time a special meeting of the Member.

4.3 Place of Meetings

The annual meeting or any special meeting of the Member shall be held at the registered office of the Commission or at any other place in Ontario as the Board or the Member, as applicable, may determine.

4.4 Meeting by Telephonic or Electronic Means

- (a) A meeting of the Member may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, if the Commission makes such means available. A person so participating in a meeting shall be deemed for the purposes of the Act to be present at the meeting.
- (b) If the Directors or Member call a meeting of the Member, the Directors or Member, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

4.5 Notice of Meetings

- (a) Notice stating the day, hour and place of a meeting of the Member shall be given to the Member, the Directors, and to the auditor or the person appointed to conduct a review engagement of the Commission at least ten (10), and no more than fifty (50), days before the date of every meeting. Notwithstanding the foregoing, a meeting of the Member may

be held at any date and time and at any place without notice if the Member is present at the meeting.

- (b) The only persons entitled to be present at a meeting of the Member will be the Member, the Directors, the auditor or the person appointed to conduct a review engagement, and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Member.

4.6 Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of the Member, except consideration of the financial statements, consideration of the report of the auditor or the person appointed to conduct a review engagement, the election of Directors, an “extraordinary resolution” (as defined in the Act) to have a review engagement instead of an audit or to not have an audit or review engagement, and the re-appointment of the incumbent auditor or person to conduct a review engagement, is “special business”.

4.7 Chair of Meetings

The Chairperson or, in their absence, the Vice-Chairperson shall preside as chair at a meeting of the Member, but, if there is no Chairperson or such a Vice-Chairperson or if at a meeting neither of them is present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Member shall choose a person to be the chair of the meeting.

4.8 Manner of Voting

- (a) The Member is entitled to one (1) vote on each question at meetings of the Member.
- (b) At all meetings of the Member, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act.
- (c) If a meeting of the Member is held by telephonic or electronic means, then the Member may, in accordance with the Act, vote by those means.

4.9 Resolutions in Writing

A resolution in writing signed by the Member is as valid as if it had been passed at a meeting of Member. The Member may submit its written signature by fax, e-mail or other functionally equivalent electronic means of transmission.

ARTICLE 5 ACCOUNTABILITIES

5.1 Advisory Circle

The PCMNO shall establish an advisory circle (the “**Advisory Circle**”), with such members as may be determined by the PCMNO from time to time, to provide advice to the Board on the activities and affairs of the Commission. Without limiting the generality of the foregoing, the primary purpose of the Advisory Circle will be to make recommendations to the Board on the conduct of the Commission’s activities.

5.2 Meetings with Advisory Circle

The Board may request a meeting with the Advisory Circle to provide advice to the Board on such issues as may be requested by the Board from time to time. In which case, the Board will provide the Advisory Circle with any relevant information in advance of the meeting. Upon request of the Advisory Circle, the Board shall meet with the Advisory Circle and provide such information as the Advisory Circle may request in advance of the meeting.

5.3 Meetings with PCMNO

Upon request of the PCMNO, the Board shall meet with the PCMNO and provide such information as the PCMNO may request in advance of the meeting.

5.4 Reporting to the General Assembly

A representative of the Commission shall attend the annual meeting of the General Assembly of the Métis Nation of Ontario Secretariat to provide a report on the Commission that includes: (a) a summary of the activities of the Commission over the preceding financial year; (b) the Commission’s financial statements for the last completed financial year; and (c) an overview of the Commission’s planned activities over the current financial year, together with applicable milestones; and (d) such other information or details as may be requested by the Member.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Powers of the Board

The Board shall manage or supervise the management of the activities and affairs of the Commission. The Board may make or cause to be made for the Commission, in its name, any kind of contract which the Commission may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Commission is authorized to exercise and do.

6.2 Composition of the Board

The Board will consist of a minimum of five (5) and maximum of nine (9) Directors, at least two (2) of whom are members of the PCMNO. The number of Directors shall be determined from time to time by resolution of the Member. Directors shall not be required to be members of the Commission.

6.3 Qualifications of Directors

Without limiting any eligibility criteria that may be established by the Member from time to time, each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of bankrupt;
- (c) not be an Ineligible Individual, unless that person has received the approval of the Member to become or remain a Director;
- (d) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (e) not have been found to be incapable by any court in Canada or elsewhere;
- (f) have signed a consent to act as a Director in such form as may be approved by the Member from time to time.

If an individual ceases to be qualified as provided in this section 6.3, the individual thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 6.8.

6.4 Duty to Disclose

Every Director who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that they have become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director. If the Director is not approved, the Director will be deemed to be no longer qualified pursuant to section 6.3 and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in section 6.8.

6.5 Election of Directors and Term

- (a) Prior to being put forward for election as a Director by the Member, each nominee shall first be approved by the PCMNO.
- (b) Directors shall be elected by the Member for terms of up to three (3) years or until their successors are elected, and to the greatest extent possible, the terms of the Directors will be staggered so that the terms of no more than half of the Directors will expire at a particular annual meeting of the Member.
- (c) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than six (6) years, unless otherwise determined by the Member.

6.6 Removal of Directors

- (a) The Member may at a special meeting remove any Director from office for any reason, and may elect any individual in their stead for the remainder of their term.
- (b) Notwithstanding any provision of these By-laws to the contrary, Directors who are also members of the PCMNO shall automatically cease to be Directors of the Commission when they cease to be members of the PCMNO.

6.7 Resignations

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is received by the Commission or at the time specified in the resignation, whichever is later.

6.8 Vacancies

From time to time in the event of any vacancy occurring in the Board such vacancy shall only be filled by the Member; and any Director appointed to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

6.9 Remuneration

The Directors shall serve without remuneration from the Commission and no Director shall directly or indirectly receive any profit from the Commission for their position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 7 MEETINGS OF DIRECTORS

7.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the date, time and place of each meeting of the Board will be given in the manner provided in section 14.1 to each Director not less than seven (7) business days before the time when the meeting is to be held. A Director may waive notice of a meeting of the Board, and the attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

7.2 Place of Meetings

Meetings of the Board may be held at the registered office of the Commission or at any other place within or outside Ontario, as determined by the Board.

7.3 Meeting by Telephonic or Electronic Means

A Director may, if all the Directors consent, participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

7.4 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under section 7.7, the Chairperson, the Vice-Chairperson or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

7.5 Quorum

A majority of the number of Directors of the Commission in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

7.6 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will be entitled to a second vote.

7.7 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

7.8 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit their written signature by fax, e-mail or other functionally equivalent electronic means of transmission.

7.9 Minutes

The Board shall see that all minutes of the Commission required by the By-laws or by any applicable statute or law are regularly and properly kept. The minutes of the Commission shall be open to inspection by the Member at any time upon request.

ARTICLE 8

COMMITTEES AND KNOWLEDGE CIRCLES

8.1 Committees of the Board

The Board may establish such committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board in any applicable terms of reference. Notwithstanding the foregoing, and unless otherwise stated in the Board resolution establishing a committee, the Chairperson shall be an *ex officio*, non-voting member of each committee.

8.2 Knowledge Circles

The Board may establish one or more knowledge circles (each, a “**Knowledge Circle**”) to provide advice to the Board on areas of traditional knowledge, on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board in any applicable terms of reference.

8.3 Procedure

Unless otherwise determined by the Board in any terms of reference, each committee or Knowledge Circle will have the power to fix its quorum at not less than a majority of its voting members, and to regulate its procedure.

ARTICLE 9 OFFICERS

9.1 Appointment

The Board shall appoint a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer from time to time. In the ordinary course, each Officer is expected to be appointed for a term of two (2) years. All Officers must be Directors. The offices of Secretary and Treasurer may, in the discretion of the Directors, be held by the same person who may but need not be known as the Secretary-Treasurer. The Directors may appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

9.2 Chairperson

The Chairperson shall preside at all meetings of the Member and of the Board. The Chairperson shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chairperson by resolution of the Board or as are incidental to the office.

9.3 Vice-Chairperson

During the absence or disability of the Chairperson, the Chairperson's duties will be performed by the Vice-Chairperson. The Vice-Chairperson shall have such other powers and shall perform such other duties as may from time to time be assigned to the Vice-Chairperson by resolution of the

Board or as are incidental to the office.

9.4 Secretary

The Secretary shall attend and be the secretary of all meetings of the Board, the Member and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, the Member and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to the Member, Directors, Officers, the auditor or person appointed to conduct a review engagement, members of committees of the Board and any other persons or person designated by the Board; and the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Commission, except when some other Officer has been appointed for that purpose. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the Board or as are incidental to the office.

9.5 Treasurer

The Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Commission. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by resolution of the Board or as are incidental to the office.

9.6 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Commission in or out of Canada with any powers of management (including, but not limited to, the power to sub-delegate) that the Board deems appropriate.

9.7 Term of Office

- (a) Each Officer shall continue in office until:
 - (i) their term of appointment expires;
 - (ii) the appointment of a successor;
 - (iii) the Officer's resignation by delivery of a written resignation to the Chairperson of the Commission;
 - (iv) the Officer ceasing to be a Director; or
 - (v) the Officer's removal by resolution of the Board.
- (b) If the office of any Officer of the Commission shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

9.8 Reimbursement

The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

ARTICLE 10 AUDITOR

10.1 Auditor

Subject to the Act, at each annual meeting, the Member shall appoint an auditor or person to conduct a review engagement of the Commission to hold office until the close of the next annual meeting. The Member may, at any special meeting, remove the auditor or person appointed to conduct a review engagement by Ordinary Resolution before the expiration of such auditor's or person's term of office, and shall appoint another auditor or person in such auditor's or person's place for the remainder of such auditor's or person's term. If the Member does not appoint another auditor or person to conduct a review engagement at that meeting, the Directors shall fill immediately any vacancy in the office of auditor or person appointed to conduct a review engagement. The remuneration of the auditor or person appointed to conduct a review engagement shall be fixed by the Board.

ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Indemnity

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

11.2 Advance of Costs

Subject to applicable laws, the Commission shall advance money to a Director, Officer or other individual referred to in section 11.1 for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 11.3.

11.3 Limitation

The Commission shall not indemnify an individual under section 11.1 unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Commission or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.4 Derivative actions

Subject to applicable laws, the Commission shall, with the approval of the court, indemnify an individual referred to in section 11.1, or advance money under section 11.2, in respect of an action by or on behalf of the Commission or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the Commission or other entity as described in section 11.1, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 11.3.

11.5 No Restriction

The Commission will also indemnify the individuals referred to in section 11.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

11.6 Insurance

Subject to applicable laws, the Commission shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

ARTICLE 12 CONFLICTS OF INTEREST

12.1 Conflicts of Interest

Subject to and without limiting any code of conduct or other policy adopted by the Board from time to time that pertains to conflicts of interest or commercial links to the Commission, any Director or Officer who finds that they are in a conflict of interest, with respect to any matter before or which may come before the Board, or relevant to the activities or affairs of the Commission, shall declare that conflict of interest to the Board or the Commission and must excuse themselves from voting on the matter, and, in the case of Directors and Officers, unless otherwise invited, must excuse themselves from discussion of the matter and from meetings during discussion of the matter.

ARTICLE 13 BY-LAW AMENDMENTS

13.1 By-law Amendments

The Directors may pass By-laws not contrary to the Act or to the Articles. A By-law passed by the Directors hereunder and a repeal, amendment or re-enactment thereof is effective only when confirmed by the Member. The Member may confirm, reject, amend or otherwise deal with any By-law passed by the Directors and submitted to the Member for confirmation.

ARTICLE 14 MISCELLANEOUS

14.1 Method of Giving Notice

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to the Member or a Director of the Commission may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Commission, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 14.1 to the Member or a Director of the Commission is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The accidental omission to give any notice to any Director, Officer, auditor or person appointed to conduct a review engagement, or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

14.2 Repeal

All previous by-laws of the Commission are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Commission obtained pursuant to, any such by-laws before its repeal. All Directors, Officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Member or members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.