

## **SCHEDULE "A"**

### **The By-laws of the Corporation be amended as follows:**

- A. The following language be added to the existing Item 4.3:

"Each Member shall uphold the Constitution and comply with the By-laws and Members' Code of Ethics for the Corporation, in force at any given time."

- B. Part 5 of the By-laws be renamed "Part 5 – Violation of Members' Code of Ethics".

- C. Item 5.1 be deleted and the following be adopted:

"Any Member suspected of violating the Members' Code of Ethics, in force at any given time shall be investigated by a Hearing Board of the Corporation."

- D. Item 5.4 be amended to the following:

"Any Member who has been found to be in violation of the Members' Code of Ethics of the Corporation may be expelled by the affirmative vote of the Simple Majority (50% plus 1) of the Board after the Board has reviewed the recommendations of a Hearing Board and after the Member has been given the opportunity to be heard."

- E. Item 13.2 be deleted and the following be adopted:

"Only Members in good standing and Designated Representatives shall be eligible for nomination as directors, provided they represent an Aboriginal Organization.

Directors shall be nominated for a four (4) year term. On expiry of the first term, a director shall be eligible for election to a further four (4) year term. Following the close of a director's second term, such director shall be eligible for a further one (1) year term if there are no other nominees put forward for this position.

Directors who have served two consecutive terms (or three in the event of a one (1) year extension, as the case may be) will become eligible to serve on the Board of Directors again two years after the date of their last term's expiry."

- F. Item 13.10 be deleted and the following be adopted:

"Voting Members may, by ordinary resolution, remove a Director from within their respective province or territory before the expiration of such Directors' term of office and may appoint a successor."

G. Part 16 be deleted and the following be adopted in its place:

**“Part 16 – Directors’ Conduct**

16.1 Professional Commitment

Every Director shall:

- (a) Act in the best interest of the Members of the Corporation;
- (b) Not communicate confidential information to anyone that is not entitled to receive confidential information;
- (c) Not use information, confidential or otherwise, that is gained in the execution of his or her office and that is not available to the Members of the Corporation generally, to further or seek to further a Director’s private pecuniary or other interest;
- (d) Not use his/her position as Director to secure special privileges, favors or exemptions for himself/herself personally or for any other person;
- (e) Not place himself/herself in a situation where he/she may be under obligation to someone who has business dealings with the Corporation and who could benefit from special consideration or treatment;
- (f) Not use his/her position to influence a decision to be made by another person to further the Director’s private pecuniary or other interest;
- (g) Avoid any situations that could cause any person to believe that he/she may have brought bias or partiality to a question before the Board.
- (h) Not participate in decisions from which he/she could benefit financially or materially;
- (i) Regard benefits accruing to immediate family as if the Director in question were to benefit;
- (j) Not use his/her position or information obtained to provide an unfair advantage to himself/herself, including cases involving grants for funding and other approvals and appointments.

16.2 Professional Duties

A Director shall immediately remove participation of his/her position if he or she votes on a proposal in which he/she is directly or indirectly involved. With respect to any issue brought before the Board or Executive Committee to recommend or approve the Corporation’s participation in a specific contract, transaction, or market development program where any Director has an interest, the Director shall:

- (a) Immediately disclose in writing to the Chairperson of the Board or to the Executive Committee that interest exists and indicate the nature of the conflict;
- (b) Remove himself/herself from the room while the issue is under discussion; however, if such person must remain in meetings in order to fulfill his/her administrative responsibilities, he/she shall not participate in any discussion regarding the application or other issue that has given rise to the interest;
- (c) Refrain from voting on the issue; and,
- (d) Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

H. Part 17 be deleted in its entirety and the following be adopted in its place:

**“Part 17 – Dispute Resolution**

17.1 Should a Board Member violate any provisions in these By-laws, the Code of Ethics, the Operations Manual, or otherwise act in a way in which the remaining Board deems inappropriate or unprofessional, (“**Inappropriate Behaviour**”) the following steps shall be taken:

- (a) The individual or group who is reporting the Inappropriate Behaviour (the “**Concerned Party**”) shall present to a conduct report (the “**Report**”) outlining the Inappropriate Behaviour to the President and Chief Executive Officer, who shall have seven (7) days to present the Report to the Executive Committee, which is constituted by the Chairperson, Co-Chairperson, Treasurer, and Secretary of the Corporation.
- (b) The Executive Committee shall present a copy of the Report to the Board Member who is the subject of the Report. Upon review of the Report, the Executive Committee may:
  - 1. Dismiss the allegations contained in the Report;
  - 2. Render a decision with respect to the allegations contained in the Report;
  - 3. If the Executive Committee are unable to reach a final decision, or otherwise deem it necessary, a Hearing shall be scheduled.
- (c) Both the Concerned Party and the Board Member who is the subject of the Report (the “**Parties to the Hearing**”) shall be invited to attend and present their individual positions with evidence in support, to the Executive Committee. The Parties to the Hearing may be represented at the Hearing by an advocate, which may include legal counsel.

- (d) After providing the Parties to the Hearing an opportunity to present their submissions and evidence, the Executive Committee shall render a decision within seven (7) days of the date of the Hearing. If the allegations contained in the Report are found to be invalid, the matter shall be dismissed and no reference shall be made to the Report in the Board Member's file.
- (e) In the event the allegations contained in the Report are substantiated, the Executive Committee shall render a decision in which the Executive Committee must consider the principle of progressive discipline and which may include the following:
1. Referral to the Board of Directors for review and determination;
  2. Disciplinary letter to remain on the offending Board Member's file with the Corporation;
  3. Removal or reduction of duties or functions relating to that Board Member's responsibilities;
  4. Suspension for a defined period;
  5. Removal from the Board; or,
  6. Such other disciplinary action which may be deemed appropriate.
- (f) In the event the Board member who is the subject of the Conduct Report is a member of the Executive Committee, that member shall excuse him/herself from sitting as a Board member in review or for determination of the Conduct Report.
- (g) Any decision rendered by the Executive Committee or Board of Directors shall be final.”