

BY LAW NO. 1

A By-Law relating generally to the Conduct of the Affairs of the Beothuk Institute Inc.

BE IT ENACTED as a by-law of the Beothuk Institute Inc. as follows:

1. INTERPRETATION

- 1.01 In this by-law and all other by-laws of the Beothuk Institute Inc. unless the context otherwise specifies or requires:
- (1) "Act" means the Corporations Acts, R.S.N. 1990, Chapter C-36 as from time to time amended and every statute that may be submitted therefore and, in the case of such substitution, any references in the by-laws of the Beothuk Institute Inc. to provisions therefore in the new statute or statutes;
 - (2) "Regulations" means the regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Beothuk Institute Inc. to provisions of the Regulations shall be read as reference to the substituted provisions therefore in the new regulation.
 - (3) "Articles" means the Articles of Incorporation of the Beothuk Institute Inc. as from time to time amended;
 - (4) "by-law" means any by-law of the Beothuk Institute Inc. from time to time in force and effect;
 - (5) all terms which are contained in the by-laws of the Beothuk Institute Inc. and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
 - (6) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
 - (7) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

- (8) All references to the Board of Directors shall be denoted as "the Board."
- (9) All special resolutions of the Board shall require a two-thirds majority as opposed to a regular majority.
- (10) "Contracts, documents or instruments in writing" as used in the by-law shall include but not be restricted to cheques, draft notes, bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers, securities and all paper writings.

2. SEAL

- 2.01 The Board shall provide for the safe custody of the seal and the seal shall never be used except under the direction of the Board or of a standing, ad hoc or special Committee of the Beothuk Institute Inc. empowered by the Board to use the seal. Whensoever and wheresoever the seal is used, at least two Directors shall be present and sign every instrument to which the seal is affixed. Any different corporate seal adopted for the Beothuk Institute Inc. shall be as such as the Board may by special Resolution from time to time approve.
- 2.02 The Seal may be affixed to contracts, documents and instruments in writing signed pursuant to provision 2.01 but any such contract, document or instrument is not invalid merely because the seal is not affixed thereto.

3. GENERAL MEMBERSHIP

- 3.01 Any persons, social organization or commercial enterprise seeking admission to membership in the Beothuk Institute Inc. shall apply to the Secretary in a form prescribed and approved from time to time by the Board.
- 3.02 There shall be a life membership fee for individual Regular members which will be fixed by the Board according to their discretion. Students and seniors may receive a reduced annual fee. The Board will establish any further criteria for Regular membership.
- 3.03 Honorary members may be appointed by the Board from time to time for provincial, national or international activities which furthered the Beothuk Institute Inc.'s purposes.

- 3.04 Corporate memberships may be given to commercial enterprises that desire to be formerly identified with the objectives of the Beothuk Institute Inc. through monetary contributions and/or the provision of facilities or expertise. This class of membership will require a single fee and a term deemed reasonable by the Board but without any voting rights.
- 3.05 Affiliate-Organizational membership may be given to social organizations that desire to maintain a liaison with the Beothuk Institute Inc.
- 3.06 Associate membership will be given to those individuals who do not meet the criteria for Regular membership. Such members will include individuals who hold positions that conflict with holding voting rights.
- 3.07 Non-voting observers may be permitted to attend either general meetings or special meetings by invitation only and in accordance with the Board's expectations and specific limitations.
- 3.08 Individuals with regular memberships may form regional branches of the Beothuk Institute Inc. throughout Newfoundland and Labrador. There will be no restriction on the number of such branches but each branch must have at least three members. Each branch can only act pursuant to the Beothuk Institute Inc. purposes and cannot hold votes or make resolutions without the direction and consent of the Board with its head office in St. John's in the Province of Newfoundland and Labrador. The regional branches may send a delegate or delegates to General Meetings of the Beothuk Institute Inc. and may be given one or more votes. Such delegates will represent and express the positions and opinions of the respective regional branches. Regional boards of directors will not be permitted but the members may establish standing, *ad hoc* or special committees which have been approved by the Board.
- 3.09 Members may resign by communicating this intention to the Secretary but fees will not be refunded unless it would cause undue hardship to the member.
- 3.10 Members may transfer any right to vote and participate in any meetings to a proxy provided that person is acceptable to the Board.

4. GENERAL MEETINGS

- 4.01 An Annual General Meeting of the Beothuk Institute Inc. shall be held within the first ninety (90) days of the fiscal year at a time to be fixed by the Board.

- 4.02 At the Annual General Meeting the agenda will include the following items; the taking of minutes, annual reports from the chair and/or Secretary, standing and ad hoc committees; business put forward by the Board; special Resolutions for which due notice has been given; elections of the Board, and officers and members of committees; and appointments of auditors and any other consultants.
- 4.03 Twenty (20) members shall constitute a quorum at an Annual General Meeting.
- 4.04 The Secretary of the Board may call Special General Meetings provided twenty (20) members of the Beothuk Institute Inc. request such a meeting. The members will be put to a vote by a mail ballot and the Chair must be informed of the purpose of the meeting and a list of any specific motions to be moved. The Chair of the Board may also call Special General Meetings to deal with urgent or timely matters without the need for a specific quorum but with notice of specific motions to be moved.
- 4.05 At any General Meeting of the Beothuk Institute Inc., the Chair or, in his absence, the Vice-Chair, in his absence, a person nominated by a majority vote of the members present shall act as a temporary Chair.
- 4.06 Every acting member, in person or by proxy at any General Meeting shall have one vote for every motion. Where an equality of votes exists, the Chair shall cast a second vote.
- 4.07 At least fourteen (14) days before any General Meeting, notice of the time, place and motions to be heard shall be given calculated as in provisions 5.04, but the failure of any member to receive or act on any such notice property given shall not invalidate the business conducted thereat.

5. DIRECTORS

- 5.01 The business and affairs of the Beothuk Institute Inc. shall be governed by a Board which shall consist of not fewer than three Directors but with no maximum number Directors, in accordance with the Articles of Incorporation but whose number may from time to time be determined by a special Resolution of the Board, who shall be elected by a majority vote of the general membership present at each Annual General Meeting. A majority of the Directors shall be resident Canadians. All directors must have special interest in and/or knowledge of the purpose of the Beothuk Institute Inc.

- 5.02 The Board may include at least one representative from each of the Aboriginal groups of the Province of Newfoundland and Labrador provided they are elected as Directors. Those not elected may be appointed as *ex officio* directors with or without the right to vote as determined by the Board. This provision of the by-laws will be confirmed by at least two-thirds majority of the general membership at a special general meeting.
- 5.03 The directors shall serve a three year term and may be nominated to serve subsequent one year terms for the life of the Beothuk Institute Inc. in accordance with the Board's discretion and re-election by a majority of the general membership shall follow.
- 5.04 The directors shall meet either at its head office or elsewhere within the Province of Newfoundland and Labrador as the directors may from time to time determine at least once every three months to conduct the affairs of the Beothuk Institute Inc. A quorum shall exist when a majority of the total number of Board members are present. Notice of such meeting shall be given at least forty-eight (48) hours, exclusive of the day upon which the notice is personally delivered or sent by mail or other telecommunications including facsimile but inclusive of the day for which the notice has been given, before the meeting is to take place but a director may waive the receipt of such notice. Such notice need not specify the purpose of or the business to be transacted at the meeting.
- 5.05 Board meetings shall be convened by the Chair, the Vice-Chair or by a director or officer nominated by the Chair. Questions arising at any Board meeting shall be decided by a majority vote and the Chair or nominee shall have the casting vote where an equality of votes exist.
- 5.06 Notwithstanding provision 5.05, a written resolution signed by all directors entitled to vote on that resolution is as valid as if it had been passed at a Board meeting via a majority vote.
- 5.07 A director may participate in a Board meeting by telephone or other such communication device if all Director of the Beothuk Institute inc. participating in the meeting consent and all persons participating in the meeting are able to hear each other. A director participating in such a meeting by such means is deemed to be present at the meeting.
- 5.08 If during the term of office, a director is unable, for any reason, to continue in office, the vacancy or vacancies shall be filled by a regular member appointed by special Resolution of the Board.

- 5.09 If a director intends to resign, written notice must be given to the Board and any such resignation shall be effective at the time it is sent to the Beothuk Institute Inc. or at the time specified within the notice, whichever is later. But a retiring director shall retain office until adjournment or termination of the meeting at which his successor is elected, unless such meeting was called for the purpose of removing the director from office as a director in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal.
- 5.10 Directors may be removed from the Board by a special Resolution of the remaining directors and may be removed for any just cause.
- 5.11 The Board shall prepare and provide an Annual Work Report for each fiscal year to its general membership. This report shall be in addition to its Annual Financial Report.
- 5.12 A director will not be remunerated for his or her services but may, by a special resolution of the Board, be reimbursed for reasonable expenses properly incurred in the execution of his or her duties and powers. Reasonableness shall be deemed by the Board.
- 5.13 No act or proceeding of directors shall be invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such an act or proceeding or the qualification of such director or directors.
- 5.14 Subject to section 2.03 of the Act and except as otherwise provided within the Act, no director or officer for the time being of the Beothuk Institute Inc. shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Beothuk Institute Inc. through the insufficiency or deficiency of title to any property acquired through the Beothuk Institute Inc. or for or on behalf of the Beothuk Institute Inc. or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Beothuk Institute Inc. shall be placed out or invested or for any loss or damage arising deem bankruptcy, insolvency or tortuous act of any person, fir or corporation including any person, firm or corporation with any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties

of his office honestly and in good faith with a view to the best interests of the Beothuk Institute Inc. and in connection therewith to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

- 5.15 The directors for the time being of the Beothuk Institute Inc. shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Beothuk Institute Inc. except as such as shall have been submitted to and authorize or approved by the Board. If any director or officer of the Beothuk Institute Inc. shall be employed by or shall perform services for the Beothuk Institute Inc. otherwise than as a director or officer or shall member of a firm or a director or officer of a company which is employed by or performs services for the Beothuk Institute Inc., the fact of his being a director or officer of the Beothuk Institute Inc. shall not disentitle such director or officer or such firm or company from receiving proper remuneration for such services.
- 5.16 Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity to the extent permitted by the act or law.

6. OFFICERS AND PERSONNEL

- 6.01 The Board shall elect by a majority of its director present at its Annual General Meeting, officers to serve s Chair, Vice-Chair, Secretary and Treasurer. In order to become an officer, an individual must first have been elected as a director unless there are no current directors who wish to hold any of the officer positions. Officers shall be elected for a two year term and may be re-elected to serve subsequent one year terms for the life of the Beothuk Institute Inc. in accordance with the Board's discretion and re-election by a majority of its directors shall follow.
- 6.02 If during the term of office, an officer is unable, for any reason, to continue in office, the vacancy or vacancies shall be filled by the remaining directors without the necessity of an election.
- 6.03 The Board may engage the services of professional staff and consultants including, but not restricted to, administrative assistant, public relations officers, field staff and specialist, visual and other artists, auditors, and legal counsel. Such individuals may be remunerated on a scale to be determined by the Board.
- 6.04 Provisions 5.08, 5.09, 5.10, and 5.16 also apply to officers.

7. COMMITTEES

- 7.01 There shall be an Executive Standing Committee of the Board composed of the Vice-Chair, Secretary, Treasurer, and two other Board members appointed by the Board.
- 7.02 The Executive Committee shall act in an advisory capacity to the Chair and it may act, in the interval between Board meetings as circumstances require, in the name of the Beothuk Institute Inc. in accordance with the within by-laws, the Corporate purpose, and existing policies and directives. At the request of a majority of the Board or the general membership, the Executive Committee may generate options for the creation of policy which must be then submitted for approval by the requesting body.
- 7.03 The Board may from time to time as it may deem necessary or expedient appoint from its members and the general membership, additional standing committees, *ad hoc* committees, and special committees. The Board will determine and delegate the powers and duties of such committees will report to the Board on a schedule determined by the Board.

8. FINANCIAL

- 8.01 The financial year for the Beothuk Institute Inc. shall be the calendar year.
- 8.02 The Board shall prepare and adopt an annual budget containing reasonable estimates of the monies necessary for the functioning of the Beothuk Institute Inc..
- 8.03 The Board shall raise such necessary monies by, but not restricted to, doing the following: initiating and supporting fund-raising or charitable events of any nature; accepting grants, gifts, bequests and other such donations; and borrowing monies from chartered banks or other such registered lending institutions.
- 8.04 The outlays, expenses, and general disbursements associated with the daily functioning of Beothuk Institute Inc. and carrying out its purposes and the Board's decisions shall only be paid by directors of the Board as only directors will have signing authority with regard to any contracts, documents or other instruments in writing. The signature of two directors will be required on any contracts, documents or other instruments in writing. The directors may by special Resolution delegate such signing authority to an officer.

- 8.05 An annual audit of the Beothuk Institute Inc.'s accounts shall be conducted by an auditor appointed pursuant to provision 6.03 of the within by-laws. The auditor shall be supplied with all books of account and other materials, documents and information necessary to conduct the audit.
- 8.06 The Auditor's Report shall be first presented to the Board and be made available to the general membership upon request.

9. AMENDMENTS OF BY-LAWS

- 9.01 The within by-laws may be replaced or altered, in whole or part, at the Annual General Meeting by a two-thirds vote of the general members present. However, written notice of the proposed amendment shall be given at least forty-eight (48) hours, exclusive of the day upon which the notice is personally delivered or sent by mail or other telecommunications including facsimile but inclusive of the day for which the notice has been given, before the said Annual General Meeting.

APPROVED at the General Meeting of the Beothuk Institute Inc. on the 16th day of February, 2000.