



ODAWA NATIVE FRIENDSHIP CENTRE



BY-LAW REVISIONS



ABOUT THE ODAWA NATIVE FRIENDSHIP CENTRE

Vision:
ODAWA...a thriving and Resilient Community

Mission:
To enhance the quality of life for Indigenous people in the Capital region. To maintain a tradition of community, an ethic of self-help and development as well as to provide traditional teachings from our Elders.

Odawa Native Friendship Centre

2

Conditionally approved by members on June 27, 2021

Conditions of approval

- Have reviewed and vetted by a lawyer
- Change any instance of Aboriginal to Indigenous
- Make minor revisions to punctuation, grammar, etc.

The following pages contain all comments and revisions made from the legal review.

It is to be noted that the majority of the revisions have been made and recommended by a lawyer. Any other revisions made were based on following the Ontario Federation of Indigenous Friendship Centre's (OFIFC) recommended template by-laws, which are provided to all Friendship Centres as a guideline to follow, and some by the Board.

The legal revisions also take into consideration recent changes made to the Ontario Not-for-profit corporations act, which also supersede existing approved by-laws.

There is a brief explanation for each revision made in each section and who the change was recommended by. All legal revisions should be accepted.

Please have your By-Law # 9 open when cross-referencing with this powerpoint.



Revision Recommended by:

Section 1.2

- Add Class A Membership
 - CLASS A: with all of the qualifications already set out in 9.1 to 9.9


Lawyer

Section 1.3

- Add Class B Membership
 - CLASS B: equivalent to your "Friends of the Friendship Centre" set out in 9.10. This would be a non-voting class of members open to persons who do not qualify for regular (Class A) membership and to organizations.

Lawyer

Odawa Native Friendship Centre 5



Revision Recommended by:

Section 1.8

- Add Youth Section
 - meaning any person between 18 and 24 years of age

Membership

Section 1.9

- Remove unclear and unnecessary information

Lawyer

Section 2.1 c)

- Add "the use of the feminine includes the masculine"

OFIFC

Odawa Native Friendship Centre 6

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 7.5</p> <ul style="list-style-type: none"> • Delete part of sentence <ul style="list-style-type: none"> ➤ Remove part of sentence that implies engagement in political action, as this will negatively impact ONFC's Charity Status. | Lawyer |
| <p>Section 7.7</p> <ul style="list-style-type: none"> • Lawyer recommends removing "use and enjoyment" as it is too broad due to our charitable status and doesn't think this clause is necessary as it is more operational than an objective. | Lawyer |
| <p>Section 7.8</p> <ul style="list-style-type: none"> • Section can be removed because it is operational and doesn't need to be mentioned as an Odawa aim/objective. | Lawyer |
| Odawa Native Friendship Centre | 7 |


| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 8.1</p> <ul style="list-style-type: none"> • Delete catchment area <ul style="list-style-type: none"> • residence does not need to be included as an ethical requirement under the code of ethics, since residence is covered under Article V (5), Section 10.4. | Lawyer |
| <p>Section 9.0</p> <ul style="list-style-type: none"> • Classes of membership <ul style="list-style-type: none"> ➤ Differentiate membership into two classes for clarity: <ul style="list-style-type: none"> ❖ Class A – voting member ❖ Class B – non-voting | Lawyer |
| <p>Section 10.0</p> <ul style="list-style-type: none"> • Slight revision to wording, as per the OFIFC By-law template | OFIFC |
| Odawa Native Friendship Centre | 8 |

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 10.4</p> <ul style="list-style-type: none"> • Reduce radius and add '(the "Catchment area")' <ul style="list-style-type: none"> ➢ Recommending to the membership to reduce catchment area from 100 km to 50 km. A 100 km radius is too far for Odawa to provide services to. | ONFC |
| <p>Section 10.6</p> <ul style="list-style-type: none"> • Remove 'prior to the annual general meeting'. Not necessary. | OFIFC |

Odawa Native Friendship Centre 9

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 10.10</p> <ul style="list-style-type: none"> • Added Class B to coincide with membership class. | Lawyer |
| <p>Section 11.0</p> <ul style="list-style-type: none"> • Added 'and Procedures'. | Lawyer |
| <p>Section 11.1 b)</p> <ul style="list-style-type: none"> • Added 'If otherwise qualified' because there are many disqualifying features that might make the member ineligible (e.g. bankruptcy, former employee [within the last year], related to an employee, etc.) | Lawyer |

Odawa Native Friendship Centre 10



Revision Recommended by:

Section 11.1 d)

- Added Class B to coincide with membership class.


Lawyer

Section 11.1 e)

- Revise wording.

ONFC

Odawa Native Friendship Centre 11



Revision Recommended by:

Section 12.4

- Lawyer removed unnecessary wording, revised and added new wording, to bring up-to-date with the new Ontario Non-for-profit Corporations Act.

Lawyer

Section 13.0

- Types of meeting of members revised from 3 to 2 based on changes to the Ontario non-profit Corporations Act.
 - Two types of meetings are one annual meeting and all others are special meetings.

Lawyer

Odawa Native Friendship Centre 12

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 13.1</p> <ul style="list-style-type: none"> • Lawyer revised excessive wording. | Lawyer |
| <p>Section 13.1 a) to g)</p> <ul style="list-style-type: none"> • Addition of annual meeting agenda requirements | Lawyer |
| <p>Section 14.0</p> <ul style="list-style-type: none"> • Changed meeting label from "General" to "Special". | Lawyer |
| <p>Section 14.1</p> <ul style="list-style-type: none"> • Lawyer revised wording. Some wording is redundant. | Lawyer |
| <p>Section 13.1 (old number)</p> <ul style="list-style-type: none"> • Lawyer removed, previously mentioned | Lawyer |

13

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 14.2</p> <ul style="list-style-type: none"> • Lawyer added to provide clarification of Special Meeting | Lawyer |
| <p>OLD Sections 13.3 and 13.4</p> <ul style="list-style-type: none"> • Section 13.3 – deleted, redundant • Section 13.4 – deleted, but is in Section 14.2 (above) | Lawyer |
| <p>Section 14.3</p> <ul style="list-style-type: none"> • Lawyer added 'special' and 'Class A' for clarity | Lawyer |
| <p>Section 14.4</p> <ul style="list-style-type: none"> • Should read "personnel", not "personal" | Lawyer |

14

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 15.1</p> <ul style="list-style-type: none"> • Allowing alternative methods to inform members of meetings, as opposed to only by mail. | Lawyer |
| <p>Section 16.1</p> <ul style="list-style-type: none"> • Changing "whichever is greater" to "whichever is less". <ul style="list-style-type: none"> ➢ This means that if we have 60 members, 10% of 60 = 6 members. If we use greater, that means we need 10 members at the AGM. If we put less, we can proceed with an AGM with 6 members. • Remove Proxy Votes. Redundant, as ONFC does not allow for Proxy Votes. | Lawyer |

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 17.1</p> <ul style="list-style-type: none"> • Lawyer made some revisions <ul style="list-style-type: none"> • Added 'Class A' • Revised 'has been' to 'is' • Added ' unless consensus is achieved. • Wording added "for thirty days before the meeting" from OFIFC template. | Lawyer |
| <p>Section 17.2</p> <ul style="list-style-type: none"> • Minor revision. | OFIFC |
| <p>OLD Section 16.3</p> <ul style="list-style-type: none"> • Lawyer recommends removing section for the By-law, and add it as an internal procedure, as this won't work in a virtual meeting setting. | Lawyer |

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 17.4</p> <ul style="list-style-type: none"> Added "Class A" to section for clarification. | Lawyer |
| <p>Section 23.0</p> <ul style="list-style-type: none"> Minor revisions made. | Lawyer |
| <p>Section 24.0</p> <ul style="list-style-type: none"> Minor revisions made. | Lawyer |

Odawa Native Friendship Centre

17

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 28.0</p> <ul style="list-style-type: none"> Wording revised | Lawyer |
| <p>Section 29.1</p> <ul style="list-style-type: none"> Add "whereby one seat shall be reserved for Youth" Minor revisions from lawyer. | OFIFC Lawyer |

Odawa Native Friendship Centre

18

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 30.1</p> <ul style="list-style-type: none"> • Add “no more than” to wording | Lawyer |
| <p>Section 31.1</p> <ul style="list-style-type: none"> • Revised wording and removed unnecessary wording. | Lawyer |

19

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| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 31.3</p> <ul style="list-style-type: none"> • Section added based on wording from OFIFC's By-law template | OFIFC |
| <p>Section 32.2</p> <ul style="list-style-type: none"> • Revise 6 months to 30 days. Refer to section 11.1 e). | ONFC |
| <p>Section 32.3</p> <ul style="list-style-type: none"> • Lawyer added this clause <ul style="list-style-type: none"> ➤ “Not be an undischarged bankrupt;” | Lawyer |

20

Odawa Native Friendship Centre

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 32.4</p> <ul style="list-style-type: none"> • Change from “one year” to “two years”. | OFIFC |
| <p>Section 32.5</p> <ul style="list-style-type: none"> • Removal of “in the past ten years” from wording to be inclusive to anyone who has ever had an unpardoned criminal offence. | Lawyer/OFIFC |
| <p>Section 32.6</p> <ul style="list-style-type: none"> • Minor revision. | Lawyer |
| <p>Section 33.1</p> <ul style="list-style-type: none"> • Revised by lawyer. | Lawyer |

Odawa Native Friendship Centre 21

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 34.1 b)</p> <ul style="list-style-type: none"> • Revised wording | Lawyer |
| <p>Section 34.1 e)</p> <ul style="list-style-type: none"> • Revised wording | Lawyer |
| <p>Section 34.1 i)</p> <ul style="list-style-type: none"> • Lawyer added new clause for the removal of a member. | Lawyer |
| <p>Section 35.2</p> <ul style="list-style-type: none"> • Recommend that the Board meets quarterly. Monthly is too often. | ONFC |

Odawa Native Friendship Centre 22

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 37.2</p> <ul style="list-style-type: none"> Revised wording. | Lawyer |
| <p>Section 38.1</p> <ul style="list-style-type: none"> Revised wording. | Lawyer |
| <p>Section 41.0</p> <ul style="list-style-type: none"> Added "Executive Committee" | Lawyer |

Odawa Native Friendship Centre

23

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 41.1</p> <ul style="list-style-type: none"> Revised wording to remove unnecessary wording. | Lawyer |
| <p>Section 42.1</p> <ul style="list-style-type: none"> Wording added to sections a)1a, a)1b, a)1c, a)1h, b)1c, c)1c, c)1f, c)1g, c)1h, d)1c, d)1f based on OFIFC's By-law template. | OFIFC |
| <p>Section 45</p> <ul style="list-style-type: none"> Section removed <ul style="list-style-type: none"> Signatures on notices aren't needed unless there is a reasonable explanation that unauthorized notices will go out. | Lawyer |

Odawa Native Friendship Centre

24

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Section 47.2</p> <ul style="list-style-type: none"> Removed unnecessary wording. | Lawyer |
| <p>Section 48.0</p> <ul style="list-style-type: none"> Lawyer revised wording. | Lawyer |
| <p>Section 49.0</p> <ul style="list-style-type: none"> Remove "after Board approval". Unnecessary. | Lawyer |

Odawa Native Friendship Centre 25

| | Revision Recommended by: |
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| <p>Section 50.0</p> <ul style="list-style-type: none"> Removed section as this is archaic language dealing with securities law and is unnecessary. | Lawyer |
| <p>Section 51 and 51.1</p> <ul style="list-style-type: none"> Removed section as it is unnecessary and could create a conflict if inconsistent with current banking arrangements. | Lawyer |
| <p>Article XII - Section 54.0-54.5</p> <ul style="list-style-type: none"> Remove section as it falls under Article X (Sections 48 and 49). | Lawyer |

Odawa Native Friendship Centre 26

| | Revision Recommended by: |
|--|---------------------------------|
| <p>Article XIII – Section 55 (will become Article XII - Section 54)</p> <ul style="list-style-type: none"> • Lawyer revised to bring up to date with the Ontario Non-for-Profits Corporations Act. | Lawyer |
| <p>Article XIV</p> <ul style="list-style-type: none"> • Change title from 'Board of Directors' to 'Staff'. | Lawyer |
| <p>Section 56.0</p> <ul style="list-style-type: none"> • Minor revisions. | Lawyer |
| <p>Section 57.0</p> <ul style="list-style-type: none"> • Remove 'that includes a defined Executive Privilege'. It is unclear and not necessary. | Lawyer |
| Odawa Native Friendship Centre | 27 |

| | Revision Recommended by: |
|---|---------------------------------|
| <p>Section 58.0</p> <ul style="list-style-type: none"> • Revised wording. | Lawyer |
| <p>Section 6.0</p> <ul style="list-style-type: none"> • Lawyer recommends removing this section as it is unnecessary. | Lawyer |
| Odawa Native Friendship Centre | 28 |

**Miigwetch
Thank you
Merci**



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