

BLG.2022.01**Title: *By-Law-General*****Type:** By-Law**Authority:** Council**Resolution No.:** NIKLA AGM 2022-005**Associated Documents:** ● *Canada Not-for-profit Corporations Act S.C. 2009, c.23***BLG.2022.01.1****Name of the Corporation**

National Indigenous Knowledge and Language Alliance (NIKLA)

BLG.2022.01.2**Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "ad hoc committees" or advisory committees means any committee established for a project or short duration and can be a committee of the Council or an advisory committee of one or more Standing Committees;
- c. "advisory committee" see ad hoc committees;
- d. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e. "board" is referred to as a Council of the Corporation;
- f. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- g. "communities" mean the standing committees of the organization;
- h. "council" means Board and refers to the whole of the governing body;
- i. "directors" means the members of the Council as individuals; while Council refers to the whole of the governing body;
- j. "executive" includes the Co-Leads, Secretary and Treasurer;
- k. "gathering" means any meeting of members;
- l. "leads" means Chairs of the Council;
- m. "Gathering 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;
- n. "officers" means any of the executive of Co-Leads, Secretary and Treasurer.
- o. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- p. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- q. "signing" of financial transfers or payments may mean at least one signature with an additional individual approving by email for a total of two approvals documented;

- r. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- s. “standing committee” means the committees established for the duration of the corporation, and those which are based on membership areas.
- t. Class A voting members shall be referred to as “Individual Membership” in public documents.
- u. All Class B voting members shall be referred to as “Organizational Membership” in public documents, regardless of their size or affiliation.
- v. NIKLA Drive refers to the cloud storage of NIKLA files. This drive is maintained by the Secretary.

BLG.2022.01.3 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.02, words and expressions defined in the Act have the same meanings when used in these by-laws.

BLG.2022.01.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the secretary of the Corporation shall be the custodian of the corporate seal.

BLG.2022.01.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Council 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 the Corporation to be a true copy thereof.

BLG.2022.01.6 Financial Year End

The financial year end of the Corporation shall be determined by the Council. As of the development of this by-law, the year end is December 31st of each year.

BLG.2022.01.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council 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 an officer or officers of the Corporation and/or other persons as the Council may by resolution from time to time designate, direct or authorize.

BLG.2022.01.8 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in [subsection 172\(1\)](#) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

BLG.2022.01.9 Invalidity of any provision of the by-laws

The invalidity or unenforceability of any provision of the NIKLA by-laws shall not affect the validity or enforceability of the remaining provisions of the NIKLA by-laws.

BLG.2022.01.10 Changing of By-Laws

A by-law is enacted by the Directors of the Corporation at a duly Scheduled Council Meeting. Following this, the change shall be ratified by the members at a Members Gathering where notice has been given of proposed changes.

BLG.2022.01.11 Review Cycle

This By-Law will be reviewed at least every three years.

Original Approval: 2022-02-01