

ARTICLES OF ASSOCIATION & GENERAL BYLAWS

OF

FIRST LIGHT ST. JOHN'S FRIENDSHIP CENTRE INC.

Approved the by Board of Directors on October 16, 2020

Approved by the Members at the Annual General Meeting, November 25, 2020

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ARTICLE I DEFINITIONS

- 1.1 “the Board” means the Board of Directors of First Light St. John’s Friendship Centre Inc.
- 1.2 “Board Member” means a member of the Board of Directors of First Light St. John’s Friendship Centre Inc. duly elected under Article 10.
- 1.3 “this By-Law” means these Articles of Association and General By-Laws of First Light St. John’s Friendship Centre Inc.
- 1.4 “Employee” means any employee of First Light St. John’s Friendship Centre Inc.
- 1.5 “First Light” means the First Light St. John’s Friendship Centre Inc.
- 1.6 “Immediate family” means a person’s spouse, parent, grandparent, son, daughter, son-in-law, daughter-in-law, sibling, step-parent, step-sibling, step-grandparent, step-son, step-daughter, and step-sibling.
- 1.7 “Indigenous” means anyone who reasonably identifies as Inuit, Métis or First Nations, regardless of their status under the *Indian Act*.
- 1.8 “Management” means the Executive Director of First Light St. John’s Friendship Centre Inc. and their delegates.
- 1.9 “Member” means a current member of First Light pursuant to Article 4 of this By-Law.
- 1.10 “Non-Indigenous” means all other peoples not included under Article 1.7.
- 1.11 “Quorum” means the required number of members to transact business at a meeting under Article 15.

ARTICLE II INTERPRETATION

- 2.0 Any ambiguity or differences of opinion concerning interpretations of any word or rule shall be settled bearing in mind:
- (a) the Canadian Charter of Rights and Freedoms;
 - (b) the *Human Rights Act, 2010*, SNL2010, Chapter H-13.1; and
 - (c) the *Corporations Act, R.S.N.L. 1990, c. C-36*.

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2.1 Any ambiguity or difference of opinion concerning the interpretation of any word or rule of this By-Law shall be settled by the written decision of the Board.

2.2 In this By-Law, the following rules of interpretation apply:

- (a) words in the singular include the plural, and words in the plural include the singular;
- (b) if a word or expression is defined, other parts of speech and grammatical forms of the same word or expressions have corresponding meanings;
- (c) the expressions “shall” is to be construed as imperative, and the expression “may” is to be construed as permissive;
- (d) unless the context indicates otherwise, “including” means “including, but not limited to”, and “includes” means “includes, but not limited to”; and
- (e) a reference to an enactment includes any amendment or replacement of it and every regulation made under it.

ARTICLE III **GENERAL**

3.0 The official name of First Light is “First Light St. John’s Friendship Centre Inc.”

3.1 The head office of First Light is located 716 Water Street, St. John’s, NL, A1E 1C1.

3.2 First Light is established for the purpose of serving the urban Indigenous and broader community by supporting our cultures through the provision of programs and services delivered in an atmosphere of trust, respect and friendship. First Light is a non-political, non-sectarian, autonomous service agency, operated as a benevolent, philanthropic, non-profit organization and governed by the *Corporations Act, R.S.N.L. 1990, c. C-36*.

3.3 First light is part of the Friendship Centre movement and a member of the National Association of Friendship Centres - an organization supporting the provision of services and advocating for Indigenous peoples living in urban centres in Canada - and First Light recognizes similar organizations in communities throughout the country.

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3.4 All services and facilities provided, owned, operated, and under the control of First Light will be available for use by Indigenous and non-Indigenous people.

3.5 The Board and/or Management may establish rules, schedules, policies and fees for the use of First Light's services and facilities, in line with this By-Law and any First Light policies and guidelines.

ARTICLE IV MEMBERSHIP

4.0 Any person or organization is eligible for membership with First Light and may become a Member by paying the membership fee that has been set by the Board.

4.1 Memberships shall be available for one- and five-year periods. Memberships are valid from the date of payment.

4.2 Any Member may withdraw their membership from First Light by providing written notice to the Secretary, the Executive Director or another person designated by the Secretary. The Member ceases to be a Member upon receipt of such notice. A copy of the resignation will be provided to the Board.

4.3 Any Member who acts in a manner deemed detrimental to the interests of First Light may have their membership withdrawn by a two-thirds (2/3) majority vote of the Board. Ten (10) days notice must be provided to the Member in advance of any such vote. The member shall have an opportunity to be heard prior to any vote on the matter by the Board.

4.4 A Member who has had their membership withdrawn may not rejoin First Light any earlier than five years after the date of withdrawal.

ARTICLE V GENERAL MEETINGS

5.0 General Meetings of First Light include the Annual General Meeting and Special General Meetings.

5.1 General Meetings are called by the Secretary when required by this By-Law and may be called by the Board.

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- 5.2 Matters put before a General Meeting are decided by a majority of the votes cast. In the event of a tie, the President casts the deciding vote.
- 5.3 No business shall be transacted at any General Meeting unless a Quorum of Members is present, as set out in Article XIV.
- 5.4 Resolutions adopted at any General Meeting apply to all Members and the Board.
- 5.5 The President or their delegate shall chair General Meetings.
- 5.6 The Chair of the General Meeting or the Executive Director may, at their discretion, ask anyone to leave a General Meeting if they are disruptive to the proceedings of the Meeting.

ARTICLE VI **ANNUAL GENERAL MEETING**

- 6.0 An Annual General Meeting must be held at least once every fifteen (15) months but no more than once in a single calendar year.
- 6.1 The date of the Annual General Meeting shall be set by the Board.
- 6.2 Anyone may attend an Annual General Meeting regardless of membership status in First Light.
- 6.3 The order of business at all Annual General Meetings is as follows:
- (a) Roll call of Members who are entitled to vote;
 - (b) Consideration of minutes of last Annual General Meeting;
 - (c) Consideration of the Board of Directors' Report;
 - (d) Consideration of Executive Director's Report;
 - (e) Consideration of Treasurer's Report;
 - (f) Consideration of Auditor's Report;
 - (g) Consideration of the Youth Director's Report;
 - (h) Appointment of Auditors for next year;
 - (i) Unfinished business;
 - (j) New business;
 - (k) Resolutions and other business;
 - (l) Election of Board Members; and

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(m) Adjournment.

ARTICLE VII **SPECIAL GENERAL MEETINGS**

7.0 Special Meetings may be called in order to deal with one or more specific matters.

7.1 All Members have the right to attend Special General Meetings.

7.2 Members may petition the Board to call a Special General Meeting. For any such petition to be valid, it must:

- (a) State clearly the matter or matters to be addressed at the meeting;
- (b) Be signed by at least fifteen (15) Members; and
- (c) Be delivered to the Secretary, Executive Director, or another person designated by the Secretary.

7.3 A Special General Meeting called upon petition of the membership shall be held no later than fifty (50) days after receipt of the petition by the Secretary.

7.4 If the Board fails to act upon a valid petition to hold a Special General Meeting within fifty (50) days, the petitioners have the right to convene the meeting, subject to First Light's rules governing the conduct and procedure of General Meetings.

7.5 If a Quorum is not met at a Special Meeting, then the meeting shall be abandoned rather than adjourned.

ARTICLE VIII **VOTING RIGHTS AND PROCEDURES**

8.0 Members who are natural persons and sixteen (16) years or older qualify as eligible voters at any General Meeting, provided they hold a valid membership at least two (2) weeks prior to the General Meeting.

8.1 All eligible voters shall have the following voting rights:

- (a) the right to cast one (1) vote on any resolution put before a General Meeting; and

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(b) the right to cast one (1) vote for each position on the Board that is up for election.

8.2 All votes must be cast in person. Proxy votes are not permitted.

8.3 Voting on motions and resolutions will, as a general rule, be conducted openly and publicly by a show of hands, or by any other comparable method.

8.4 Voting on specific resolutions may be conducted by secret ballot if approved by at least one quarter (1/4) of voting Members at the meeting.

8.5 Voting for Board Members shall always be conducted by secret ballot.

ARTICLE IX **NOMINATIONS AND ELECTIONS**

9.0 Throughout the year, the Board shall accept all valid Board nominations. Nominations must be submitted in writing to the Secretary, Executive Director or another person designated by the Secretary.

9.1 Only candidates who have been nominated in advance of the General Meeting may run without being present at the Meeting.

9.2 Nominations for additional candidates may be brought forward from among eligible voters at any General Meeting. Nominations do not require a seconder and self-nominations are acceptable.

9.3 The Board shall appoint from among the Employees an Elections Officer no less than twenty-one (21) days prior to an election to oversee the electoral process, and to prepare and count ballots. The Elections Officer may appoint Assistant Elections Officers from among the Members and Employees.

9.4 Candidates and Board Members may not serve as an Elections Officer or Assistant Elections Officer.

9.5 Elections to the Board shall be decided by a plurality of votes cast, which means that the successful candidates will be those who receive the greatest number of votes. In the event two or more candidates receive the same number of votes for a lesser number of positions on the Board, there will first be a recount and then a run-off ballot.

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9.6 In the event there are less than the minimum number of Board Members required by this By-Law following an election, the Board may appoint an appropriate number of Board Members to serve the remainder of the term(s) pursuant to Article 10.8.

ARTICLE X **BOARD OF DIRECTORS – COMPOSITION**

10.0 The Board is the governing body of First Light and shall be accountable to the membership. The Board shall adhere to this By-Law and follow the aims, objectives, policies, and procedures of First Light.

10.1 The Board is composed of between nine (9) and twelve (12) Board Members, as determined from time to time by resolution of the Board. The Board must be composed as follows:

- (a) One (1) youth (thirty years or less throughout their term), who must be Indigenous;
- (b) One (1) Elder, who must be Indigenous; and
- (c) At least half of the remaining Directors must be Indigenous.

10.2 All Board Members must be residents of the Avalon Peninsula and at least nineteen (19) years old.

10.3 The term of service on the Board is three (3) years and is renewable. No Board Member will serve longer than three (3) consecutive terms, with the exception of the Elder Board Member.

10.4 Board Members serve staggered terms so that approximately a third of the positions on the Board are up for election at each Annual General Meeting.

10.5 Board Members must maintain their membership in First Light for the duration of their terms.

10.6 Any Board Member may resign from the Board by submitting their resignation in writing to the Secretary. In the case of the Secretary's resignation, such resignation must be submitted in writing to the President or the Executive Director.

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- 10.7 Any Board Member may be removed from the Board for cause by a two-thirds (2/3) majority of voting Members at a General Meeting. The Board Member in question cannot vote on the question.
- 10.8 In the event of a vacancy on the Board between Annual General Meetings, the Board may appoint a new Board Member to serve the remainder of the vacating Director's term of service if the next Annual General Meeting is more than six (6) months away.
- 10.9 If at any time the number of Board Members on the Board is less than the minimum required to meet Quorum, a Special General Meeting shall immediately be called to elect new Board Members to complete the remainder of the terms of service for the vacant positions.

ARTICLE XI **BOARD OF DIRECTORS – POWERS AND PROCEDURES**

- 11.0 The Board shall meet at least once every three (3) months to conduct the business of First Light and may meet by telephone, video-conference or any other means that allow all participants to hear each other.
- 11.1 Board Meetings shall include at least the following items:
- (a) Declaration of Quorum;
 - (b) Adoption of agenda;
 - (c) Declaration of conflicts of interest;
 - (d) Consideration of the Executive Director's Report;
 - (e) Consideration of quarterly financial statement (quarterly);
 - (f) Closing; and
 - (g) An *in-camera* session.
- 11.2 Board Members have the right to cast one vote on any resolution before the Board. Matters are decided by majority vote, unless a higher threshold is required by law or by this By-Law. In the event of a tie, the President casts the deciding vote.
- 11.3 A written resolution, agreed to in writing by all Board Members entitled to vote, shall have the same force and effect as if it had been passed at a regular Board meeting.

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11.4 The Board shall have the power to constitute any committees for the running of the affairs and the realization of the objects of First Light. Committees shall be chaired by a Board Member who will report to the full Board on the committee's activities.

11.5 The Board is responsible for developing and ensuring adherence to First Light's human resources policies, and reviewing and revising the Human Resources Policy Manual at least every two years to ensure it complies with all current labour, employment, and human rights legislation.

ARTICLE XII **BOARD EXECUTIVE – COMPOSITION**

12.0 The Board Executive shall be composed of the following four (4) Board Members, chosen by the Board from amongst its members following the Annual General Meeting, for one-year terms, which are renewable for up to four consecutive years:

- (a) President, who shall be Indigenous and have demonstrable ties to an Indigenous community;
- (b) Vice-President, who shall be Indigenous and have demonstrable ties to an Indigenous community;
- (c) Secretary; and
- (d) Treasurer.

12.1 The President of the Board is the President of First Light and will perform the following functions and duties:

- (a) Presiding at all General Meetings of First Light, and all meetings of the Board;
- (b) Having a right to attend all committee meetings constituted by the Board or the membership;
- (c) Submitting a report to the Annual General Meeting covering the activities of the Board and First Light that took place since the previous Annual General Meeting;

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- (d) Maintaining regular contact with the Executive Director to ensure the aims, objectives, policies, and procedures described in this By-Law and First Light policy are followed; and
- (e) Discharging any other duties and functions specified in this By-Law or assigned by the Board.

12.2 The Vice-President of the Board is the Vice-President of First Light and shall perform the following functions and duties:

- (a) Acting in the capacity of the President, with all the powers and authority of that office, in the absence, unavailability or incapacity of the President; and
- (b) Discharging any other duties and functions specified in this By-Law or assigned by the Board.

12.3 The Secretary of the Board is the Secretary of First Light and shall perform the following functions and duties:

- (a) Ensuring that accurate minutes and all other appropriate records are kept for all General Meetings and all meetings of the Board;
- (b) Ensuring the safe keeping and availability of all records and documents of First Light; and
- (c) Discharging any other duties and functions specified in this By-Law or assigned by the Board.

12.4 The Treasurer of the Board is the Treasurer of First Light and shall perform the following functions and duties:

- (a) Reviewing all monies paid to First Light and ensuring they are deposited into appropriate accounts in bank or banks as the Board may determine;
- (b) In collaboration with Management, keeping all books of account for First Light and making the same available to the duly appointed auditors in time for preparation of the annual audit;
- (c) Reviewing financial statements and practices with Management on at least a quarterly basis;

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- (d) Preparing and submitting to the Annual General Meeting a financial report covering the most recent fiscal year along with the audited statements;
- (e) In collaboration with Management, preparing and submitting to the Board each quarter a comprehensive statement covering all financial transactions of First Light for the preceding quarter; and
- (f) Discharging any other duties and functions specified in this By-Law or assigned by the Board.

12.5 Any Executive Board Member may be removed from the Executive for cause by a two-thirds (2/3) majority vote of the Board. The Executive Board Member in question shall not vote upon the question.

ARTICLE XIII NOTICE OF MEETINGS

13.0 Notice must be given:

- (a) to Members at least thirty (30) but not more than fifty (50) days before the Annual General Meeting;
- (b) to Members at least twenty-one (21) but not more than fifty (50) days' before any Special General Meeting. Such notice shall state clearly the matter or matters to be addressed at the meeting; and
- (c) to Board Members at least seven (7) days before any regular Board meeting.

13.1 Where required by Article 13.0, notice may be provided by mail, e-mail, or telephone. When provided by telephone, the person providing notice shall keep records of such notice having been provided.

ARTICLE XIV QUORUM

14.0 Quorum for meetings of First Light shall apply as follows:

- (a) General Meetings require a minimum of thirty (30) Members; and

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- (b) Board Meetings require fifty percent (50%) plus one of the Board Members.

14.1 No business shall be transacted at any meeting without Quorum. If Quorum is not met within 30 minutes of the scheduled starting time, the meeting will stand adjourned at that time.

ARTICLE XV CONFLICTS OF INTEREST

15.0 In exercising their powers and discharging their duties, each Board Member and Employee shall:

- (a) act honestly and in good faith with a view to the best interest of First Light;
- (b) avoid or duly disclose any situation in which they may be, or perceived to be, in conflict of interest;
- (c) exercise the care, diligence and skill of a reasonably prudent person; and
- (d) conscientiously serve the Members and community of First Light.

15.1 A conflict of interest arises in any situation where a Board Member or Employee or an immediate family member of a Board Member or Employee has a personal, financial or business interest in the matter under consideration, or where the Board Member's or Employee's ability to act in the best interests of First Light may be, or may reasonably be perceived to be, compromised.

15.2 Board Members and Employees must avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some benefit or preferential treatment from them.

15.3 A Board Member who has a conflict of interest shall, as soon as possible, duly disclose the nature and extent of their conflict to the President or the Board as a whole prior to, or at a meeting of the Board.

15.4 An Employee who has a conflict of interest shall, as soon as possible, duly disclose the nature and extent of their conflict to their supervisor and the

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Employee shall absent themselves from any discussion or decision-making process regarding the subject of the conflict of interest.

- 15.5 In situations of conflict of interest of the Executive Director, they shall disclose the conflict to the President prior to, or at a meeting of, the Board.
- 15.6 Where a conflict of interest exists, the Board Member affected shall not:
- (a) participate in or attend the meeting while the matter is being considered;
 - (b) be counted in the quorum; or
 - (c) vote on the matter under consideration.
- 15.7 Where a Board Member or other person believes that a conflict of interest exists for another Board Member or Employee, and the Board Member or Employee with the conflict of interest has not declared the conflict, the person or other Board Member may raise the conflict of interest to the Board.
- 15.8 If a conflict of interest first becomes apparent at a Board meeting, and if this results in a loss of quorum, the hearing or matter shall be adjourned until a quorum can be obtained.
- 15.9 A Board Member or Employee must not accept any gift, hospitality or other benefit, whatever its value, that may impair their independence of judgment in carrying out the duties of office, or that may compromise their integrity, including any gift, hospitality or other benefit valued at more than five hundred dollars (\$500).
- 15.10 Notwithstanding Article 15.9, it is acknowledged that among the Indigenous people of Newfoundland and Labrador, gift exchanges and gestures of hospitality between Nations, communities and persons represents a long-standing tradition of greeting, trust and honour and accordingly, any Board Member or Employee may accept hospitality or a gift when receipt of such hospitality or gift:
- (a) is part of typical or traditional exchanges, or a customary gesture of courtesy and goodwill between person doing business together, or part of

normal protocol or cultural exchanges associated with the recipient's office or employment; and

- (b) could not be considered by an impartial observer as a bribe, pay off or improper or illegal payment.

ARTICLE XVI FINANCIAL POWERS AND PROCEDURES

- 16.0 The fiscal year of First Light begins on the first day of April and ends on the thirty-first day of March of the following year.
- 16.1 All revenue or other income of First Light shall be applied for promoting the objectives of First Light. At no time shall any dividend or bonus be paid to any Member of First Light.
- 16.2 The Board must ensure that a financial policy is in force at all times.
- 16.3 The banking business of First Light shall be transacted at the bank as the board of directors may designate by resolution.
- 16.4 The banking business or any part of it shall be transacted by an officer or officers of First Light and/or other persons as the Board may by resolution designate.
- 16.5 The books, accounts, and financial records of First Light must be kept at the First Light's headquarters, or any other place designated by the Board.
- 16.6 Financial records shall be open to the inspection of Board Members and, upon request, to Members.
- 16.7 The Board may exercise all the powers of First Light to borrow money and to mortgage or charge its undertaking and property, including any part thereof, and to issue debentures or other securities for any debts, liabilities, or obligations of First Light, subject to section 16.8.
- 16.8 The Board shall not obligate First Light for any amount if it brings First Light's total debt obligation beyond \$2,000,000 without the prior approval of a General Meeting.

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16.9 No member of the Board shall receive any salary or remuneration for their services as Board Member, except reimbursement for valid expenses as set out in First Light's financial policies.

ARTICLE XVII **AUDITORS**

17.0 The Organization shall, at each Annual General Meeting, appoint one or more professional auditors for the following year, and shall fix the remuneration, to be paid for their services.

18.0 No Board Member or representative of a Board Member shall act as an auditor.

18.1 If a vacancy occurs in the office of auditor, the Board shall appoint one or more new auditors who shall serve the remainder of the vacating auditor's term of appointment.

18.2 Every auditor shall have right of access at all times to the books, accounts, and vouchers of First Light and shall be entitled to require from the offices of the Organization or any committee such information and explanation as may be necessary for the performance of the auditor's duties.

ARTICLE XVIII **AMENDMENTS**

19.0 This By-Law may be amended at any General Meeting by a two-thirds (2/3) majority of voting members, provided the proposed amendments were first reviewed and approved by the Board and either:

- (a) submitted in writing and read over at the previous General Meeting; or
- (b) made available to all Members by mail, email, telephone, or web postings, at least thirty (30) days prior to the General Meeting that acts upon it.