

BY-LAW Number 1

CANADIAN MUSEUM FOR HUMAN RIGHTS

General By-law for the administration, management and control of the property, business, activities and affairs of the Canadian Museum for Human Rights

Approved: September 3, 2008

Corporation

FAA *Financial Administration Act*, RSC 1985, c. F-11, as amended from time to time;

member

committee or the Board, as applicable;

Museum

established as a Crown corporation under the *Act*;

officer

Act or by virtue of a By-law or a resolution of the Board, has the power to bind the Museum and is identified as such by the Board; and

policy

2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the following persons: the Chairperson of the Board, the Director, the Chief Operating Officer, the Chief Financial Officer and the Corporate Secretary. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal (if any) to any instrument. 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.

2.3 Execution in Counterpart

Any articles, notice, resolution, requisition, statement or other document required or permitted to be executed in several documents of like form each of which is executed by all persons required or permitted, as the case may be, to do so, shall be deemed to constitute one document and to bear date as of the date of execution thereof by the last person.

2.4 Banking Arrangements

Subject to the *FAA*, the banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking

(a) Regular Meetings:

(i)

- (c) vote at all meetings of committees;
- (d) shall ensure that the policies essential for achieving the purpose of the Museum as described in the *Act* are developed and applied;
- (e) shall submit, following its adoption, the Annual Report and Corporate Plan on behalf of the Museum;
- (f) determines who shall represent the Board at official events;
- (g) may request the res

- (vi) shall determine who is to be the recording secretary of a committee if the Board has not done so;
 - (vii) shall receive any complaints the Trustees may have regarding logistics
 - (viii) and shall report thereon to the Chairperson of the Board when requested to do so and at least every six months.
- (b)

ARTICLE 6 COMMITTEES

6.1 Executive Committee

- (a) The Board shall establish an Executive Committee.
- (b) The functions, duties and powers of the Executive Committee shall be as set out in the terms of reference of the Executive Committee approved by the Board.
- (c) The Executive Committee:
 - (i) shall be composed of up to five Trustees, including the Chairperson of the Board and the Vice-Chairperson of the Board; and
 - (ii) shall meet at the request of the Chairperson of the Board or at the written request of two members.

6.2 Audit Committee

- (a) The Board shall establish an Audit Committee.
- (b) The functions, duties and powers of which shall be as set out in the terms of reference of the Audit Committee approved by the Board, which shall be consistent with section 148 of the *FAA*.
- (c) The Audit Committee:
 - (i) shall be composed of at least three and up to five Trustees;
 - (ii) shall meet at least twice yearly; and
 - (iii) shall meet at the request of the chairperson of the Audit Committee or at the written request of two members.

6.3 Other Committees

Subject to this By-law, the Board may by means of a resolution:

- (a) create such other committees as it deems advisable and establish the number of committee members, appoint the members of those committees and designate a chairperson from among those members;
- (b) define the functions, duties and powers which shall be set out in the terms of reference of those committees, and specify the conditions governing the exercise of those powers; and
- (c) appoint an officer or employee of the Museum to be a member, but only with the prior approval of the Director.

6.4 Committee Procedures

Unless otherwise provided for herein, the *Act*, other applicable statutes, the By-laws or resolutions, the following rules shall apply to committees of the Board:

- (a) Appointment of a committee member shall be for the shorter of the following:
 - (i) two years; or,
 - (ii) in the case of a member who is a Trustee, the time remaining between the date on which his/her appointment came into force and the date of expiration of his/her term of office as Board member.
- (b) On the expiry date of a term, if a successor to a member has not been appointed, the term shall be extended to the next meeting of the Board.

- (a)

- (vii) shall recommend appropriate sanctions in cases of misconduct or repeated absence of a member.
- (c) The Corporate Secretary shall, in respect of each committee:
 - (i) prepare the notices of meetings and transmits them promptly to the members;
 - (ii) receive the meeting agenda and gather together the documents which must be sent with it and forwards the agenda and such documents to the members;
 - (iii) attend the meetings, write the minutes and coordinate preparation of the reports;
 - (iv) contact the persons invited to attend the meetings and sees to the logistics; and
 - (v) be the assigned guardian of the documents coming from the committee, as well as all the documents received and the minutes.
- (d) Th

- (f) have the right to renounce one or more rights which are theirs under the *Act*, the By-laws or the resolutions of the Board or a committee, before or after the exercising of those rights, on condition that:
 - (i) the right is not a public right;
 - (ii)

ARTICLE 8 DECISIONS

8.1 Quorum

For any Board or committee meeting, the quorum provided for in the *Interpretation Act* (i.e. at least one half) must be maintained except as otherwise lawfully modified by resolution of the Board, and only those decisions made when there is a quorum present shall be valid.

8.2 Voting

- (a) All Board and committee decisions shall be made by a simple majority of the

9.2 Copies to Ministers

CERTIFIED to be a true copy of By-law no. 1 of the Canadian Museum of Human Rights enacted on the 3rd day of September 2008.

Dated at Winnipeg this __ day of _____, 200_.

Per: _____

Name: Arni C. Thorsteinson

Title: Chairperson of the Board

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