

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

**GENERAL BY-LAW FOR THE ADMINISTRATION, MANAGEMENT AND CONTROL
OF THE PROPERTY, BUSINESS, ACTIVITIES AND AFFAIRS OF THE CANADIAN
MUSEUM FOR HUMAN RIGHTS**

BY-LAW NO. 1

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ARTICLE 1 INTERPRETATION

1.1 Definitions

In the By-laws of the Museum, unless the context otherwise requires, capitalized terms used but not defined in this By-law shall have the meanings attributed to them in the *Act* and the *FAA*, except that:

“**Act**” (Loi): means the *Museums Act*, SC 1990, C-3, coming into force on July 1, 1990, under PC order 1990-1337, as amended by Bill C-42, assented to on March 13 2008, coming into force on August 10, 2008, and the By-laws and other procedural documents made under that *Act*;

“**Board**” (Conseil) means the Board of Trustees of the Museum;

“**Board Officers**” (“Dirigeants du Conseil”) has the meaning given thereto in section 4.1;

“**By-law**” (Règlement) means any By-law adopted by the Board;

“**chairperson**” (président) a chair-person of a committee established under Article 6;

“**Chairperson of the Board**” (Président du Conseil) means chairperson of the Board of Trustees”;

“**committee**” (comité) means any committee established by the Board under Article 6;

“**corporate document**” (document sociétal) means any document which commits or binds the corporation, as well as all internal Board documents, including notices, agenda, By-laws, resolutions, minutes, written policies and administrative manuals;

“**Corporate Officers**” (Dirigeants du Musée) has the meaning given thereto in section 5.1;

“**Corporation**” (“Société”) means the Museum;

“**FAA**” (LGFP) means the *Financial Administration Act*, RSC 1985, c. F-11, as amended from time to time;

“**member**” (membre) means a person, including a Trustee, who is part of a committee or the Board, as applicable;

“**Museum**” (Musée) means the Canadian Museum for Human Rights, established as a Crown corporation under the *Act*;

“**officer**” (dirigeant) means any person who, under the *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**” (politique) means any statement of principles for the administration, management or control of the Museum’s business, activities, affairs or property.

1.2 Museums Act and Financial Administration Act

The *Act* and Part X of the *FAA* shall apply to the Museum.

1.3 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and defined in the *Act* or the regulations thereunder shall have the meanings given to such terms in the *Act* or such regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, syndicates, organizations, trusts and any number or aggregate of persons; and
- (c) the headings used in this By-law 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 any such terms or provisions.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation may have one or more different corporate seals which may be adopted or changed from time to time by the Board, on which the name of the Museum appears in both the English and the French Languages.

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 business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE 3 BOARD OF TRUSTEES

3.1 Duties and powers

- (a) The Board has all the powers and duties which fall to it under the *Act*, the *FAA* and any other applicable statute or regulation, and shall exercise those powers and perform those duties, except where the Board deems it appropriate to delegate them through a By-law or resolution.
- (b) In addition, and without limiting the generality of the foregoing, the Board shall oversee the development and implementation of all aspects of the design and construction of the facilities required to house the Museum and its collection.

3.2 Place of Meetings

Meetings of the Board of Trustees may be held at any place within Canada.

3.3 Board Meetings

The Board shall hold regular meetings and may hold special meetings.

- (a) Regular Meetings:
- (i) shall be set within twenty working days of the date set by the Chairperson;
 - (ii) shall be the subject of a written notice sent at least ten days and no more than twenty days before the date set; and
 - (iii) shall have an agenda which shall, as a matter of course, include adoption of the minutes of the last regular meeting and of any special meetings held since then and, as a standing item, a report on the activities of the Executive Committee since the last meeting of the Board.
- (b) Special Meetings:
- (i) shall be reserved for and limited to discussion of subjects which, if they were not brought before the Board for a decision, might harm or cause serious problems for the Museum or Her Majesty;
 - (ii) shall normally be the subject of a written notice to the Trustees at least three days before the meeting, which notice shall give the date, location and time of the meeting;
 - (iii) shall be held at the request of the Chairperson of the Board or at the written request of one third of the Trustees in office which notice shall be sent to the Chairperson and specify the reason or reasons for the holding of such a meeting, set out the proposed agenda and suggest a date and location;
 - (iv) shall be held within ten working days of the date on which the Chairperson's request is sent to the Corporate Secretary; and
 - (v) may be turned into regular meetings with the consent of all members.

ARTICLE 4 BOARD OFFICERS

4.1 Board Officers

The Board officers shall consist of the Chairperson of the Board and the Vice-Chairperson of the Board (collectively, the "**Board Officers**").

4.2 Chairperson of the Board

The Chairperson of the Board:

- (a) shall have the casting vote at Board meetings in the case of a tie;
- (b) shall be an *ex officio* voting member of all committees;

- (c) subject to the Museum’s conflict of interest guidelines, has the right to attend and 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 resignation of a Trustee who has been absent from three consecutive Board meetings without adequate justification.

4.3 Vice-Chairperson of the Board

The Vice-Chairperson of the Board has all the powers and responsibilities of the Chairperson of the Board in the event that the latter is absent or unable to act or if the office of the Chairperson of the Board is vacant.

ARTICLE 5 CORPORATE OFFICERS

5.1 Corporate Officers

The corporate officers of the Museum shall consist of the Director, the Chief Operating Officer, the Chief Financial Officer and the Corporate Secretary (collectively, the “**Corporate Officers**”).

5.2 Director

- (a) There shall be a Director of the Museum appointed in the manner set out in the *Act*. Until the Director has been duly appointed, the Board may delegate some of the Director’s duties and responsibilities to other Corporate Officers of the Museum.
- (b) The Director is the chief executive officer of the Museum and may be referred to as the “Director”, the “Chief Executive Officer” or the “Director/CEO”, or its French equivalent.
- (c) The Director, under the direction of the Board, has control and supervision of the work and staff of the Museum and is responsible to the Board for the exercise of the powers and the performance of the duties and functions of that office and such other duties as shall be assigned to the Director by the Board from time to time.
- (d) The Director shall fill the positions provided for in the Museum’s organizational structure. Pay and benefits granted to senior officers of the Museum shall be set in accordance with the *Act*, the *FAA* and the policies of the Board.

- (e) With respect to Board or committee meetings:
 - (i) when required by the chairperson, the Director shall attend;
 - (ii) in all other cases, the Director or his/her designated representative, may attend the meetings; and
 - (iii) the Director or his/her designated representative shall be excluded from any meeting at which the Director's or the designated representative's hiring, salary, conditions of employment, assigned objectives or performance evaluation is discussed, unless he/she is invited to attend by the chairperson.

5.3 Chief Operating Officer

The Chief Operating Officer shall:

- (a) be an officer of the Corporation; and
- (b) carry out any duties and responsibilities established by the Director/CEO in consultation with the Board in addition to those duties imposed under the Act and the FAA.

5.4 Chief Financial Officer

The Chief Financial Officer shall:

- (a) be an officer of the Corporation; and
- (b) carry out any duties and responsibilities established by the Director/CEO in consultation with the Board in addition to those duties imposed under the Act and the FAA.

5.5 Corporate Secretary

(a) The Corporate Secretary:

- (i) shall be an officer of the Corporation;
- (ii) following discussion with the Chairperson of the Board, shall issue directives regarding the form, general content and preparation deadlines for the Museum's minutes and resolutions, and shall ensure that each recording secretary observes such directives;
- (iii) with the agreement of the Chairperson of the Board, shall issue directives on the keeping of corporate documents;
- (iv) shall keep the corporate seal and see to its proper use;
- (v) shall certify the authenticity of corporate documents where required;

- (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 and the Board's operations; and
 - (viii) shall manage the budget assigned for the Board's operating expenses, and shall report thereon to the Chairperson of the Board when requested to do so and at least every six months.
- (b) In implementing the above, the Corporate Secretary shall use the Museum's human and materiel resources, and may, with the Chairperson's approval and the Director's financial approval, call on outside assistance.

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 until the appointment of the new member or the appointment of the incumbent to a new term in office becomes effective.
- (c) Where the office of any member becomes vacant, the vacancy shall be filled at the latest by the first regular meeting following the date on which the term of office ended.
- (d) The committees shall hold regular meetings and may hold special meetings.
- (e) The regular meetings:
 - (i) shall be held at the head office of the Museum or such other place within Canada as the Board may decide;
 - (ii) shall be set on a day that is within twenty working days of the date set by the chairperson of the committee;
 - (iii) shall be the subject of a written notice sent at least ten days and no more than twenty days before the date set; and

- (iv) shall have an agenda which shall, as a matter of course, include adoption of the minutes of the last regular meeting and of any special meetings held since then.
- (f) The special meetings:
 - (i) shall be reserved for and limited to discussion of subjects which, if they were not brought before the committee for a decision, might harm or cause serious problems for the Museum or Her Majesty;
 - (ii) shall normally be the subject of a written notice to the committee members at least three days before the meeting, which notice shall give the date, location and time of the meeting;
 - (iii) shall be held at the request of the chairperson of the committee or at the at the written request of a majority of the committee members and shall be held within ten working days of the date on which his/her request is sent to the Secretary; and
 - (iv) may be turned into regular meetings with the consent of all committee members.
- (g) Any committee meeting may be postponed for a good reason at the written request of the committee chairperson or of three committee members.
- (h) A committee may invite to its meetings Museum officers and employees, consultants and other persons, but, in the latter two cases, must provide prior notification to the Director with respect to funding for such persons to attend the meeting.

6.5 Committee Chairpersons and Secretaries

- (a) Each committee shall be chaired by a chairperson appointed by the Board from among the Trustees.
- (b) The chairperson of the committee:
 - (i) shall preside at committee meetings;
 - (ii) shall determine the date, location, time and agenda of meetings and promptly send this information to the secretary;
 - (iii) shall be the representative and spokesperson of the committee;
 - (iv) shall approve the minutes and submit the minutes, as well as any reports of the committee, to the authorities to whom he/she reports;
 - (v) shall have the casting vote in the case of a tie;
 - (vi) may assign tasks and duties to the other committee members; and

- (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) The Corporate Secretary may delegate any one or more of the duties in paragraphs 6.5(c)(i) to (iv) to a recording secretary who shall, in the performance of his/her duties, observe the rules set by the Corporate Secretary with respect to the form of the minutes and reports and the deadlines to be met.

ARTICLE 7
TRUSTEES AND COMMITTEE MEMBERS

7.1 Duties of Trustees and Committee Members

The Trustees and committee members shall, as applicable:

- (a) attend all meetings of the Board or committees;
- (b) vote, except where they are in conflict of interest, or where they are non-Trustees serving in an advisory capacity;
- (c) perform the duties which the Chairperson of the Board or chairperson of the committee may lawfully assign to them;
- (d) proceed with the election of a chairperson for the meeting in the absence of the Chairperson, Vice-Chairperson, chairperson and any person designated to preside over the meeting;
- (e) cooperate with the secretary in the performance of his/her duties;

- (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) the right is renounced by notice in writing;
 - (iii) the notice is given to the Chairperson of the Board or chairperson of the committee, and a true copy is given to the Corporate Secretary;
 - (iv) the Trustee or member indicates clearly in the notice whether a general or a specific renunciation is involved;
 - (v) the date on which the renunciation becomes effective and the duration of the renunciation is specified in the notice; and
 - (vi) the notice shall not have effect or be valid until it is received by the Chairperson of the Board or the chairperson of the committee;
- (g) have the right to terminate his/her renunciation at any time by giving notice of such termination to the Chairperson of the Board or the chairperson of the committee, with a true copy to the Corporate Secretary, provided that such notice shall not have effect or be valid until it has been received by the Chairperson of the Board or the chairperson of the committee; and
- (h) may resign from his/her position by giving notice to that effect to the Chairperson of the Board or the chairperson, with a true copy to the Corporate Secretary, which notice shall become effective upon receipt or on any later date as specified in the notice.

7.2 Remuneration and expenses

- (a) The Trustees are entitled to be remunerated at rates which are set by the Governor in Council. This remuneration consists of a per diem amount and an annual retainer.
- (b) Committee members that are not Trustees of the Museum may be remunerated at rates established by the Board.
- (c) Trustees and committee members are entitled to be reimbursed reasonable travel and living expenses incurred in connection with attendance at meetings of the Museum or while on the business of the Museum, which reimbursement shall be in accordance with the guidelines established by the Board.
- (d) A Trustee or committee member may decline to be remunerated and/or reimbursed for travel or living expenses.

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 voting Trustees or voting members participating in a legally held meeting or by resolution signed by all Trustees or members, as applicable.
- (b) Pursuant to section 110 of the *FAA*, a copy of every resolution referred to in subsection 8.2(b) shall be kept with the minutes of the proceedings of the Board of Trustees or committee of Trustees, as applicable.
- (c) Pursuant to subsection 4.2(a) hereof, the Chairperson of the Board shall have the casting vote at Board meetings in the case of a tie.
- (d) Pursuant to the *FAA*, a Trustee may, subject to the by-laws of the Museum, participate in a meeting of the Board or a committee of Trustees of the Museum by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.

8.3 Minutes

- (a) The record of Board and committee decisions shall be finalized within fifteen working days of the meeting in question, or within fifteen working days of the date of the last session, if the meeting takes place over several days; and
- (b) The minutes of the meeting shall be completed in time to be distributed before the following regular Board or committee meeting, as applicable.

ARTICLE 9 BY-LAWS

9.1 Enactment, Amendment and Repeal

By-laws may be enacted, amended or repealed by a majority of the Board present at a meeting thereof, provided that notice of the proposed enactment, amendment or repeal has been given to the Trustees in writing at least fourteen days in advance of the meeting.

9.2 Copies to Ministers

In accordance with the *FAA*, the Chairperson of the Board shall send a certified copy of any enactment, amendment or repeal of a By-law of the Museum to the Minister of Canadian Heritage and to the President of the Treasury Board.

ENACTED as By-law no. 1 of the Corporation on the 3rd day of September 2008.

Per:

Name: Arni C. Thorsteinson

Title: Chairperson of the Board

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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