

# **Appendix 3**

## **CPF Northwest Territories Bylaws**

The following Bylaws are for Canadian Parents for French, Northwest Territories Branch (CPF Northwest Territories), a branch of a national organization for the promotion of French second language opportunities for youth.

### **Goal**

To promote and support educational opportunities for young Canadians to learn and use the French language.

#### **0.01 Definitions**

- a) In these Bylaws and in all other rules and regulations and policies of CPF Northwest Territories, unless otherwise stated, the following terms shall have the meanings ascribed to them:

“Act” means *The Northwest Territories Societies Act*, as from time to time amended and any replacement statute enacted. The term “Act” shall also encompass any Societies regulations made pursuant to the Act.

“Adult” means a person deemed to be an adult by the provincial or territorial legislation applicable to the place of residence of a person applying for membership.

“Affiliate Branch” means the status of a provincial or territorial body which fails to satisfy the requirements of a branch, by having less than two (2) Chapters and less than fifty (50) Voting Members. An Affiliate Branch will be created at the discretion of the National Board of Directors.

“Associate Membership Organization (AMO)” means a national, provincial or local organization or group whose purpose allows for cooperation and exchange of information with Canadian Parents for French and which accepts a nonvoting membership in CPF.

“Branch” means Canadian Parents for French, Northwest Territories Branch, commonly known as “CPF Northwest Territories”, the part of Canadian Parents for French between the National and Chapters levels in the Province of Northwest Territories. There shall be at least two (2) Chapters and fifty (50) Voting Members in the jurisdiction before a branch may be recognized. At the discretion of the National Board of Directors, a provincial or territorial group not meeting the minimum requirements of a branch, having negotiated an agreement with CPF Northwest Territories, may be granted Affiliate Branch status.

“Chapter” means an organized group of CPF members residing in or affiliated with a jurisdiction and administered in accordance with the policy of CPF Northwest Territories.

There shall be at least ten (10) Voting Members in the jurisdiction before a Chapter may be recognized. Exceptions to this rule may be considered by the National Board of Directors, on the advice of the Branch Board of Directors, on a case-by-case basis.

“CPF” means Canadian Parents for French.

“Member” means any adult residing in or associated with the province of Northwest Territories who is interested in furthering the object of CPF and whose application for admission as a member has been processed in accordance with policies established by the National Board of Directors of CPF.

“Member Household” means a domestic establishment occupied by at least one adult person who has purchased a membership in Canadian Parents for French in accordance with policies established for membership by the National Board of Directors.

“National Board of Directors” means the National Board of Directors of the Corporation as constituted pursuant to *The Canada Corporations Act R.S.C. 1970, c. C 32* as from time to time amended and any replacement statute subsequently enacted, any regulations pursuant thereto, and the CPF National Bylaws.

“Notice in writing” includes notice attempted to be delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.

- b) In these Bylaws, unless otherwise stated, the use of the masculine or feminine form is intended to denote both genders.
- c) All terms which are used in the Bylaws of CPF Northwest Territories which are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.

## **Corporate Seal**

### **1.01 Keeping and Using the Corporate Seal**

CPF Northwest Territories shall have a seal in such a form as may be authorized by the Branch Board of Directors. The corporate seal shall be safeguarded in the custody of the President.

The President, or someone appointed by the President, shall have the authority to affix the seal as required.

## **Membership**

### **2.01 Membership Fees**

Membership fees and their distribution shall be established from time to time by the National Board of Directors.

## **2.02 Members**

Any adult resident in or associated with the Northwest Territories who is interested in furthering the object of CPF and whose application for admission as a member has been processed in accordance with policies established by the National Board of Directors shall have the right to be a Voting Member.

## **2.03 Voting Members**

A Voting Member:

- a) is an adult person who has paid the appropriate membership fee and whose application has been accepted under the voting member designation. A maximum of two adult persons of a member household shall be deemed Voting Members.
- b) shall have the right to vote at all general meetings held at the Chapter and Branch level. Only Voting Members may be, or be nominated to be, Directors or Delegates.
- c) A member household may designate up to two Voting Members at the time of application. Changes to voting member designation may be made with the approval of the Branch Board of Directors.

## **2.04 Distinguished Life Members**

Distinguished Life memberships may be awarded by the National Board of Directors to Voting Members who have provided outstanding leadership to CPF at the national level and/or significant national contributions to CPF in its mandate of improving French language learning opportunities for young Canadians. Distinguished Life Members have the rights of Voting members. Membership fees are waived for Distinguished Life Members.

## **2.05 Associate Member Organization**

A national, territorial or local organization located in or associated with the Northwest Territories may become an Associate Member Organization (AMO) in order for such organization to endorse the goals and activities of Canadian Parents for French. The AMO is entitled to newsletters and other designated reports or mailings sent to the organization's headquarters. The AMO is entitled to send representatives to Canadian Parents for French, Northwest Territories Branch meetings as non-sponsored, non-voting delegates. AMO status confers no right to vote.

## **2.06 Termination of Membership**

A member shall be expelled for actions that are contrary to the goals and or objectives of CPF upon a recorded two-thirds (2/3) vote of the National Board of Directors.

A member shall be deemed to have been withdrawn from membership when the member dies.

## **2.07 Resignation of Membership**

A member may resign at any time by notifying the National Office of CPF. The resignation will take place immediately upon receipt by the National Office.

A member shall be deemed to have resigned from membership ninety (90) days after the expiration of his membership.

## **2.08 Voting Restrictions on Members Receiving Remuneration**

Voting Members who receive remuneration from CPF Northwest Territories for other than reasonable out-of-pocket expenses shall not have the right to vote at general meetings of the Branch during their terms of employment or during the period of any service contracts with CPF.

## **2.09 Record of Membership**

A record of all members will be kept at the National Office of CPF. Applications and fees received at any level of CPF shall be forwarded immediately to the appropriate level (as determined from time to time by the National Board of Directors).

# **Branch and Branch Board of Directors**

## **3.01 Branch and Branch Board of Directors**

CPF Northwest Territories will be governed by a Branch Board of Directors, which will ensure that the Branch complies with CPF policy and Northwest Territories legislation. Affiliate Branch status entitles such a group to representation on the Branch Board of Directors. Chapters of Affiliate Branches become Chapters of CPF Northwest Territories.

# **Annual & Special General Meetings of the Branch**

## **4.01 Branch Annual Meeting**

The Branch Annual General Meeting shall be held at the Branch Office or such other place in its jurisdiction and at such time as the Branch Board of Directors shall designate.

## **4.02 Special General Meeting**

The Branch Board of Directors may call a Special General Meeting of the Voting Members at any time, and shall call a Special General Meeting upon the written request of twenty five percent (25%) percent or more of the Voting Members or twenty (20) Voting Members, whichever is the greater.

## **4.03 Mandatory Functions**

The following functions shall be performed at the Branch Annual General meeting (AGM):

- a) receive the reports of the President and Executive Director;
- b) elect the President and Vice President in the appropriate year;
- c) elect the remaining positions of the Branch Board of Directors in the appropriate year;
- d) receive financial statement(s) and auditor's report(s), if any; and
- e) any other business that it considers appropriate and is brought before it by the Branch Board of Directors or voting members.

#### **4.04 Notice of Meetings**

Notice of the Annual or Special General Meetings of the Voting Members shall be conveyed by postal mail, e-mail, facsimile, or phone such that it is received at least thirty (30) days before the day of the meeting. Notice by regular mail will be considered to be received within five (5) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Voting Members to form a reasoned judgment on it.

The CPF National Executive Director, although having no vote, is entitled to receive notice of and to attend and to address any Branch Annual General or Special General Meeting.

#### **4.05 Quorum and Voting**

Each Voting Member present has one vote to be exercised in person at the Branch Annual or Special General Meeting. A quorum at any general meeting shall be the lesser of ten percent (10%) of the Voting Members or twenty (20) Voting Members.

Except as provided by this bylaw or otherwise required by Northwest Territories legislation, questions shall be decided by a simple majority vote of those Voting Members present in person.

#### **4.06 Chairperson**

The Branch Board of Directors shall appoint one of its members to be the chairperson of meetings of the Voting Members and shall preside at all Branch Annual or Special General Meetings. In the absence of the appointee the Branch President shall preside. In the absence of the Branch President, the Voting Members present shall choose one of themselves as chairperson.

#### **4.07 Minutes of Meetings**

The Branch Board of Directors shall appoint one of its members to be responsible for recording and keeping the minutes of all Annual and Special General Meetings of the Voting Members in accordance with the procedures, rules, and policies adopted by the Board of Directors.

## **Branch Board Officers**

### **5.01 Branch Board Officers**

The Branch Board Officers shall be the Branch President and Branch Vice President, but the Branch Annual General Meeting may establish other officers to carry out prescribed duties.

### **5.02 Election of Branch Board Officers**

The Branch Board officers shall be elected at the Branch Annual General Meeting, for a term not to exceed two (2) years set by the Branch General Meeting. Vacancies occurring in these offices may be filled by the Branch Board of Directors. Branch Officers who have served two consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

### **5.03 Resignation of Branch Board Officers**

A Branch Board officer may resign from office at any time by giving notice in writing delivered to the Branch President or Acting Branch President in care of the Branch Office. The resignation shall be effective on the date specified in the resignation or, in the absence of such date, on the date the resignation is accepted by the Board of Directors. Any officer who ceases to be a Voting Member shall be deemed to have vacated the office of Branch Director.

### **5.04 Removal of Branch Board Officers**

The Branch Board of Directors may remove a person from office at any time in the event of improper conduct or action that might bring CPF into disrepute or is contrary to the objects of Canadian Parents for French. The officer is entitled to a fair hearing before the Branch Board of Directors before the office is withdrawn.

## **Branch Staff Officers**

### **6.01 Executive Director**

The Branch Board of Directors shall appoint an Executive Director, who is accountable to the Branch Board of Directors.

## **Branch Board of Directors**

### **7.01 Composition of the Branch Board of Directors**

The Branch Board of Directors shall consist of not fewer than five (5) and not more than nine (9) Voting Members elected at the Branch Annual General Meeting in the appropriate year to the following categories of positions:

- a) Branch Officers;

- b) from three (3) to seven (7) other Directors as determined from time to time by a vote of the members present at the Annual General Meeting.

There should not be more than two Voting Members from any one Chapter elected to the Branch Board of Directors. However, if there is more than three chapters, then the maximum number of members elected to the Branch Board of Directors from each Chapter cannot exceed two (2).

Where possible the Directors should be members with legal, financial, management, leadership, or other desirable expertise such as CPF volunteer involvement.

### **7.02 Term of Office**

The term of a Branch Director is two years. A Branch Director may be re-elected to additional terms to a maximum of six years. The terms of office of the Branch President and Branch Vice President may exceed the normal maximum of six years, but under no circumstances will the total term of service on the Branch Board of Directors exceed ten consecutive years. A person who has served on the Branch Board of Directors for the maximum term possible may be nominated and re-elected to any Branch Board of Directors' office after two years following the last term during which the person previously served as a Branch Director.

The term of a Branch Director shall be from the end of the Annual General Meeting at which the Branch Director was elected to the end of the Annual General Meeting at which the successor is elected.

### **7.03 Duties**

All Directors sit on the Branch Board of Directors in a personal capacity. They are to uphold the mission; oversee the officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties to the Branch, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of CPF.

### **7.04 Role of Branch Board of Directors**

The Branch Board of Directors carries out the objects of CPF in accordance with the mission of Canadian Parents for French, and serves as a link between CPF Northwest Territories and its members and the public. More particularly, and without restricting its powers under Northwest Territories legislation, the Branch Board of Directors:

- a) may establish governing policies that at the broadest levels, address:
  - i) Ends: which comprise the mission statement, operating philosophy and focus statements, and ends policy statements for CPF Northwest Territories;
  - ii) Executive Limitations: which comprise constraints on executive authority establishing the prudent and ethical boundaries within which all Branch executive activity and decisions must take place;

- iii) Governance Process: which specifies how the Branch Board of Directors conceives, carries out and monitors its own role; and
  - iv) Branch Board of Directors - Branch Executive Director Relationship: which denotes how power is delegated and its proper use monitored, and defines the Branch Executive Director's role, authority and accountability.
- b) shall monitor performance at all levels of the Branch to ensure compliance with governing policy; and,
  - c) shall approve the financial statements of the Branch.

### **7.05 Delegation**

The Branch Board of Directors may delegate power to any officer or committee except the power:

- a) to submit to the Branch Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies on the Branch Board of Directors or in the office of auditor;
- c) to issue debt obligations except as previously authorized by the Branch Board of Directors;
- d) to purchase, redeem or otherwise acquire debt obligations issued by the Branch;  
or
- e) to approve annual financial statements

### **7.06 Meetings**

The Branch Board of Directors shall meet at least three times a year at the call of the Branch President, at a place determined by the Branch Board of Directors or the Branch President. One of these meetings is to be in conjunction with the Branch Annual General Meeting. With the consent of all Branch Directors, a meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other, and a Branch Director participating in a meeting by that means shall be deemed to be present at the meeting.

### **7.07 Notice of Meetings**

Notice of a meeting of the Branch Board of Directors, shall be delivered at least twenty-one (21) days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended:

- a) to submit to the Branch Board of Directors any question requiring their approval;
- b) to fill vacancies among the Branch Board of Directors or in the office of auditor;  
and

- c) to approve annual financial statements.

Notice of any meeting may be waived by a Branch Director and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this section.

The National Executive Director, although having no vote, is entitled to receive notice of and to attend and to address any meeting of the Branch Board of Directors.

### **7.08 Quorum**

A majority of Branch Directors currently serving constitutes a quorum. As long as a quorum exists, continuing Branch Directors may act, despite any vacancy on the Branch Board of Directors.

### **7.09 Voting at Meetings**

Each member of the Branch Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Branch Board of Directors shall be decided by a simple majority of those Branch Directors present and voting. With the consent of the chairperson, a Branch Director may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Branch Director participating in a meeting by that means shall be deemed to be present at the meeting.

### **7.10 Chairperson**

The Branch President shall be the chairperson of the Branch Board of Directors and shall preside at all meetings of the Board of Directors. In the absence of the Branch President, the Branch Vice President shall preside. In the absence of both the Branch President and the Branch Vice President, the Branch Directors present at the meeting shall choose one of themselves as chairperson.

### **7.11 Minutes of Meetings**

The Branch Board of Directors shall appoint one of its members to be responsible for recording and keeping the minutes of all meetings of the Branch Board of Directors in accordance with the procedures, rules, and policies adopted by the Board of Directors.

### **7.12 Book and Records**

The Branch Board of Directors shall appoint one of its members to be responsible for the preparation and keeping of the financial books and records in accordance with the procedures, rules, and policies adopted by the Board of Directors.

### **7.13 Cessation of Directorship**

An individual shall cease to be a Branch Director:

- a) if the Branch Director resigns from office by delivering a written resignation to the Branch President in care of the Branch Office;

- b) if the Branch Director is found by a court of competent jurisdiction to be mentally incapacitated;
- c) if the Branch Director becomes bankrupt;
- d) if at a Branch Special General Meeting or at a meeting of the Branch Board of Directors a resolution is passed that the Branch Director, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring CPF into disrepute or is contrary to the objects of Canadian Parents for French;
- e) on the Branch Director's death;
- f) if the Branch Director ceases to be affiliated with CPF Northwest Territories;
- g) if the Branch Director vacates or is deemed to have vacated the office of Director; or
- h) if the Branch Director withdraws from or has been withdrawn from voting membership.

#### **7.14 Filling of Vacancies**

A majority of Branch Directors may fill a vacancy among the Branch Directors, except a vacancy resulting from an increase in the number or minimum number of Branch Directors, or from a failure by the Branch Annual General Meeting to elect five (5) Branch Directors.

### **Branch Delegate**

#### **8.01 Branch Delegate**

A Branch Delegate shall be the official representative of the Branch at the Annual and Special General Meetings of Canadian Parents for French.

#### **8.02 Number of Branch Delegates**

The number of Branch Delegates shall be determined by policy of the National Board of Directors.

#### **8.03 Appointing Branch Delegates**

The officers of the Branch shall act as Branch Delegate(s) in the following order of precedence: President, Vice President. In the event that there are more Branch Delegates or that an Officer is unable to attend a general meeting of CPF, the Branch Board of Directors shall appoint another Director(s) as Branch Delegate(s).

## **Committees of the Branch Board of Directors**

### **9.01 Committees**

The Branch Board of Directors may establish committees for purposes that are considered proper and fall within the Branch governance policy model. The Branch Board of Directors shall define the duties and powers of any committee of the Board of Directors it establishes and may prescribe the procedures, rules and policies to be followed by it. The Branch Executive Director shall be a member of any committee the Branch Board of Directors establishes but shall neither vote at its meetings nor act as chair.

### **9.02 Bylaws**

The Branch Board of Directors shall either appoint or act as a Bylaws Committee to set appropriate guidelines for continuous review of the bylaws of the Branch. The Bylaws Committee shall table a statement at each Branch Annual General Meeting that the Bylaws have been reviewed.

### **9.03 Nominations**

The Branch Board of Directors shall appoint a Nominations Committee to set appropriate guidelines for nomination for the positions of Branch Directors and for the positions of Branch President and Branch Vice President, to seek recommendations for nominees, and to nominate suitable candidates. The Nominations Committee shall circulate to members the list of nominees at least thirty (30) days before the Branch Annual General Meeting.

## **Property**

### **10.01 Control**

All property of every nature and kind, both real and immovable, personal and movable, that is the custody of any committee, officer, employee or other person on behalf of the Branch shall be subject to the direction of the Board of Directors. This includes, without limitation, cash, debentures, bonds, stock or other securities and every estate or interest therein, donations, whether solicited or unsolicited and whether arising from fund-raising campaigns, legacies, bequests, and other testamentary gifts or otherwise. All legacies, bequests and other testamentary gifts, unless subject to a trust requiring them to be otherwise controlled, shall be at the appropriate office subject to the direction of the Board of Directors. When any property is impressed with a trust that is not within the principles of the Branch, acceptance of it may be refused by the Branch. Any property of the Branch acquired in the form of a gift, whether testamentary or otherwise, may be retained in the form in which it was when acquired by the Branch for such length of time as the Board of Directors determines, according to the Branch's current investment policy.

## **10.02 Acquisition and Improvement of Property and Capital Expenses**

Within limits set by the Board of Directors, real or immovable property may be purchased and expenditures for capital purposes may be made by the Board of Directors, or by persons authorized by the Board of Directors.

## **10.03 Sale of Property**

Within limits set by the Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the Board of Directors.

## **10.04 Borrowing**

The following functions may be performed at any Branch Annual General Meeting or Special General Meeting or Branch Board of Directors meeting from time to time:

- a) borrow money upon the credit of the Branch, or
- b) limit or increase the amount to be borrowed.

By Special Resolution the Voting Members may secure any present or future borrowing or liability of the Branch, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or immovable, or personal or movable, property of the Branch and the undertaking and rights of the Branch.

# **Financial**

## **11.01 Remuneration and Expenses**

No remuneration shall be paid to any elected officer or to any member or any volunteer for services rendered to or on behalf of CPF Northwest Territories. However, reasonable out-of-pocket expenses may be paid, in accordance with CPF Northwest Territories policy, to elected officers, members, and volunteers performing duties or attending meetings of the Branch as authorized by the Board of Directors or its delegate. This provision shall not be construed to prevent paid employees and contract workers of CPF Northwest Territories from becoming members of Canadian Parents for French.

## **11.02 Annual Budget**

The Branch Executive Director shall act within the executive limitations set by the Branch Board of Directors in the preparation and implementation of an annual budget.

## **11.03 Annual Financial Statements**

The Branch Executive Director shall present annually to the Branch Board of Directors annual audited statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures for the previous fiscal year for CPF Northwest Territories.

#### **11.04 Records**

The books, records, and financial statements of CPF Northwest Territories may be inspected by any member of the Branch at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Branch Board of Directors shall at all times have access to such books and records. The Branch Executive Director shall provide to each member of the Board of Directors at least one in every three (3) months a balance sheet and a statement of revenue and expenses.

#### **11.05 Delegation to Branch Executive Director**

Within limits set by the Branch Board of Directors, the Branch Executive Director may borrow money upon the credit of the Branch, and authorize others to borrow, without the prior approval of the Branch Board of Directors.

#### **11.06 Auditor**

The auditor(s) shall be appointed at the Annual General Meeting of the Branch to hold office until the next Annual General Meeting, at a rate of remuneration that it or the Board of Directors may fix from time to time.

#### **11.07 Fiscal Year End**

The fiscal year end of Canadian Parents for French, Northwest Territories Branch shall be March 31<sup>st</sup>.

### **Execution and Certification of Instruments**

#### **12.01 Execution and Certification of Instruments**

Any two of the Branch President, Branch Vice President, another Branch Director appointed by the Branch Board of Directors and the Branch Executive Director or a person authorized by Branch Executive Director have authority to sign in the name of the Branch all instruments in writing. Any instruments signed accordingly shall be binding upon the Branch without further authorization or formality. Copies of the Branch bylaws, resolutions of any Branch Annual General Meeting or Branch Special General Meeting or of the Branch Board of Directors, or any other documents issued by the Branch, shall, when certified by any one of the above officers under the corporate seal of the Branch, be evidence of the validity of such documents.

The term "instruments in writing" means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers, and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts, and discharges for the payments of money or other obligations, conveyances and transfers.

#### **12.02 Delegation of Signing Authority**

Despite any other provision of these bylaws, the Branch Board of Directors may from time to time authorize any person or persons to sign any instruments in writing on behalf

of the Branch for general or specific purposes as determined by the Branch Board of Directors and may establish policies and executive limitations in respect of this delegation of authority.

## **Indemnification of Branch Directors and Officers**

### **13.01 Indemnification of Branch Directors and Officers**

Every Director or Officer of the Branch, and his respective heirs and legal representatives, shall from time to time and at all times, both while a Director, or Officer, and after ceasing to be a Director or Officer, be indemnified and saved harmless out of the funds of the Branch from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer in respect of any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against the Director or Officer for or in respect of any act, deed, matter, or thing whatsoever made, done, or committed or permitted by the Director or Officer in or about or in respect of the duties of the Director or Officer of the Branch, if:

- a) the Director or Officer acted honestly and in good faith in the matter with a view to the best interests of CPF; and
- b) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director or Officer were not occasioned by his own willful neglect or default.

## **Dispute Resolution**

### **14.01 Dispute Resolution**

Any dispute arising between levels of CPF and any dispute concerning the dissolution of Chapters, that cannot be resolved through the use of appropriate dispute resolution methods and approaches, shall ultimately be referred to the National Board of Directors.

## **Amendment and Effect**

### **15.01 Amendment**

The Bylaws of the Branch may be repealed or amended by Special Resolution if made or approved by an affirmative vote of at least three quarters (3/4) of the Voting Members voting in person at an Annual General Meeting or Special General Meeting. However the repeal or amendment of the bylaws shall not be enforced or acted upon until the approval of the appropriate Minister of the Government of Northwest Territories.

### **15.02 Effect**

The Bylaws of the Branch that were in force immediately prior to these bylaws coming into force are hereby repealed. No act, thing, document or deed voluntarily done, made or executed or resolution previously passed and not rescinded under any previous bylaw shall be prejudiced or invalidated by the repeal of that bylaw. Upon coming into force,

these bylaws shall be the consolidated general bylaws of the Branch. If any provision of these bylaws is inconsistent with any policy, rule or regulation of the Branch, the provision of these bylaws prevails. Headings are for ease of reference only.

## **Dissolution**

### **16.01 Dissolution**

Upon the dissolution of the Branch any assets remaining after the payment and satisfaction of the debts and liabilities shall be distributed to one or more recognized charitable organization in Canada with similar or related objectives.