

**MÉTIS NATIONAL COUNCIL SECRETARIAT INC.
CONSOLIDATED BY-LAWS**

BY-LAW NO. 1

Be it enacted and it is hereby enacted as a by-law of the Métis National Council Secretariat Inc. (hereinafter called the “**Corporation**”) that:

Registered Office

1. The Registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario and shall be located therein at such address as the Board of Governors may from time to time determine or in such other city, province and address as the Board of Governors may hereafter determine.

Seal

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Métis National Council Secretariat Inc.



Membership

3. Membership in the Corporation shall be the Métis Nation of Alberta and the Métis Nation - Saskatchewan (hereinafter referred to as the “**Founding Members**”), the Métis Nation of Ontario and the Métis Nation British Columbia, hereinafter along with the Founding Members referred to as the “**Members**” and individually, a “**Member**”.
- 3.(a) It is a condition of membership in the corporation that each member association or corporation shall have in its own Provincial By-Laws provisions covering elections of the Provincial Executive and Board of Directors with such provisions to include the following:
 - (i) Each Provincial Executive including the President shall be elected by Province wide ballot with each member in good standing of the Provincial Association or Corporation entitled to vote for each position on the Executive.
 - (ii) Each Provincial Association or Corporation shall also have a Board of Directors, with such Board members to be elected by region (i.e. one Board member per Region) with each member of the Association or Corporation in good standing entitled to vote for the director position for the Region in which they reside. The requirement for determining residency or membership in good standing shall be as prescribed by the Provincial Association or Corporation in its By-Laws.
4. The Founding Members may upon unanimous vote of their respective Presidents sitting as Governors of the Corporation admit additional members on such terms and conditions as they deem meet.

5. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and leaving a copy of the same with the Secretary of the Corporation.
6. At all meetings of members, each member shall be represented by the President.

Organizational Structure

- 6.(a) The Métis National Council Organizational Structure shall consist of a Métis National Council General Assembly, the Board of Governors and the Office of the President.

Métis National Council General Assembly

- 6.(b) (i) The annual meeting of the Métis National Council General Assembly shall be held no later than 15 months after the prior annual meeting of the Métis National Council General Assembly but not later than six months after the end of the Corporation's preceding financial year at the call of the Board of Governors.
- (ii) Representation of each Métis Member Association at the Métis National Council General Assembly shall be determined by the Board of Governors of the Métis National Council but shall include a minimum of 15 elected provincial voting delegates from Founding Members and 5 elected provincial voting delegates from non-founding Members.
- (iii) The method of selection of delegates to a Métis National Council Assembly shall be determined by the respective provincial Members.
- (iv) The Métis National Council General Assembly shall have responsibility for the formulation of national policies.
- (v) Decisions of the Métis National Council General Assembly shall be by a 50% plus one of the votes cast.

Governors

7. The Board of Governors shall manage the affairs and business of the Association.

Métis National Council Board of Governors

8. The Board of Governors shall consist of the Presidents, or designated representative, of each member association and the President of the Métis National Council who shall be the Chief Executive Officer.

- 8.(a) The Board of Governors shall have responsibility for carrying out the mandate as set out by the Métis National Council General Assembly.

Office of the President of the Métis National Council

- 8.(b) (i) The President of the Métis National Council shall be elected by the Métis National Council General Assembly by 50% plus one of the votes cast.
- (ii) The election for the President shall take place between the second and third year of the President's term and the date for the election shall be set by the Board of Governors.
- (iii) The President of the Métis National Council shall be responsible for the management of the Secretariat and shall be the Chief Spokesperson for the Métis National Council, responsible for enhancing and promoting the cultural, social, economic and political interests of the Métis Nation in the spirit of the Riel Government.
- (iv) The position of President of the Métis National Council shall not be held by an elected person at the provincial level and will be a full-time salaried position with the remuneration determined by the Board of Governors.
- (v) Notwithstanding (iv), a person who holds an elected position at the provincial level may be elected as President of the Métis National Council provided that the person relinquishes the position at the provincial level within a reasonable period of time but no later than 90 days following the date of said election.
- (vi) The President shall be responsible for chairing meetings of the Board of Governors and directing its debates.
- (vii) The Office of the President shall be automatically vacated:
- (1) upon death; or
 - (2) where the President resigns.
- (viii) In the event that the office of President becomes vacant during the term of office, Board of Governors shall appoint a replacement from among themselves until the next Métis National Council General Assembly at which time the Assembly shall elect a new President.
- (ix) The President may be suspended for just cause by the unanimous consent of the Board of Governors.
- (x) In the event that the President is suspended, a special Métis National Council General Assembly shall be called to review the matter within 90

days of the suspension. During the suspension period, the Board of Governors shall appoint a replacement from among themselves.

Voting

9. (a) For the purposes of determining the number of voting delegates for the election of a President of the Métis National Council at a General Assembly, the Presidents of the Founding Members shall have (5) votes each and, subject to paragraph (b), all other Members shall have a minimum of one vote each.
 - (b) Non-founding Members have the right to acquire one additional vote upon providing proof that its membership is equal to at least 40% of the average membership of the Founding Members, and, further they have the right to acquire an additional vote upon providing proof that its membership has increased by at least twenty percent of the average membership of the Founding Members to a maximum of five votes.
 - (c) Except for Bylaw changes, the Presidents of each Member Association shall have one vote each and the President of the Métis National Council shall vote only in the event of a tie.
 - (d) Notwithstanding any provision in this Bylaw, any resolutions to alter, amend, delete or in any way change the Bylaws shall require unanimous consent of the Founding Members and ratified by the Métis National Council Assembly.
10. At all meetings of Governors and Members every question except altering, amending or deleting by-laws shall be determined by a majority of votes unless otherwise provided by statute or these by-laws. Any resolution to alter, amend, delete or in any way change the by-laws shall require the consent of the founding members by their Presidents.

Quorum

11. At all meetings of the Board of Governors a quorum shall be four Governors and shall include the President and two of the Founding Members.
12. The by-laws of the Corporation may be amended only by the Board of Governors at any meeting at which the Presidents of the Founding Members are present such amendments shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
13. The office of Governor shall be automatically vacated:
 - (a) if a Governor shall resign his office by delivering a written resignation to the secretary of the corporation or to the Board;

- (b) on death.

Notice of Meetings

14. (a) The President shall be responsible for calling meetings of the Board of Governors, *provided that* if a majority of the Governors in writing request a meeting of the Board of Governors, the President shall call and preside at such meeting, and in the event the President is unwilling or unable or fails to call and preside at such meeting, the request shall be send to the Legal Counsel for the Métis National Council who shall call the meeting and the Governors shall select one Governor to preside over such meeting.
- (b) Notice of the meeting shall be communicated to each Governor not less than 7 days before the meeting and confirmed by telefax or letter.
- (c) Subject to any consent of the Governors required under applicable law, a Governor may participate in a meeting of the Board of Governors or of a committee of the Board by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Governor so participating is deemed to be present at such meeting.
- (d) Meetings of the Board of Governors may be held at any time without notice if all the Governors have waived notice of the meeting in any manner.
15. Governors as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Governors, expenses of their attendance at each regular or special meeting of the Board of Governors.
16. The Board of Governors may appoint such agents and engage such employees as it shall deem necessary from time to time such persons shall have authority and shall perform such duties as shall be prescribed by the Board of Governors.
17. The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Governors.

Indemnities to Governors and Others

18. Every Governor or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which any Governor, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges or expenses which he sustains or incurs in or about or in relation to the affairs of thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Power of Governors

- 19. The Governors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 20. A chief administrative officer may be empowered by the Board of Governors, upon resolution of the Board of Governors to carry on the affairs of the Corporation generally under the supervision of the Governors thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings on the books to be kept for that purpose. He shall give or cause to give notice of all meetings of the members and of the Board of Governors, and shall perform such other duties as may be prescribed by the Board of Governors, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized to do so and to such person or persons as may be named in the resolution.

Execution of Documents

- 21. Contracts, documents or any other instruments in writing requiring the signature of the Corporation may be signed by any two Governors (one of whom must be a founding member) and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition to the Authority of those two Governors, the Governors shall have power by resolution to appoint a person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing or to provide that specific holder of an office of the Corporation may sign on behalf of the Corporation categories of contracts, documents and instruments in writing regarding specific types or matters of business and/or committing the Corporation to specified expenditures.

Minutes of Board of Governors and Members

22. The minutes of the Board of Governors and the minutes of the member meetings shall be available upon written request to the members of the Corporation and shall also be available to the Board of Governors, each of whom shall receive a copy of such minutes.

Financial Year

23. Unless otherwise ordered by the Board of Governors, the fiscal year-end of the Corporation shall be the 31st day of March.

Auditors

24. The members shall at each annual assembly appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Governors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Governors.

Books and Records

25. The Governors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

26. The Board of Governors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

Interpretation

27. In these by-laws and all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and the vice versa, and references to persons shall include firms and corporations.

BY-LAW NO. 2

Be it enacted and it is hereby enacted as a by-law of the Métis National Council Secretariat Inc. (hereinafter called the "**Corporation**") that:

1. The Governors of the Corporation shall have and be entitled to exercise all the borrowing powers which are set out in Section 65 of the *Canada Corporations Act*.
2. That in addition to the borrowing powers which the Governors of the Corporation shall be entitled to exercise as set forth in Section 65 of the *Canada Corporations Act*, the Governors shall be empowered to take such action on behalf of the Corporation for the purpose of lending money to any person or company, to raise and assist in raising guarantee of bonds, debentures or other securities, and to guarantee the performance of contracts of any such person or corporation, and for that purpose to negotiate for, prepare, execute and deliver such documents and writings as the Governors in their discretion consider necessary or advisable.