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BYLAW NO. 1

A Bylaw Relating Generally to the Conduct
of the Affairs of The Metis Women of Saskatchewan Inc.

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of The Metis
Women of Saskatchewan Inc. (hereinafter called Corporation).

DEFINITIONS

1. In this bylaw and all other bylaws of the Corporation unless the context otherwise
requires:

- (a) "Act" means The Non-Profit Corporations Act of the Province of Saskatchewan, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the bylaws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
- (b) "articles" means the articles attached to the Certificate of Incorporation of the Corporation amended or restated;
- (c) "bylaw" means any bylaw of the Corporation in force and effect;
- (d) "the directors" and "Board" means the directors of the Corporation who are presently elected;
- (e) "in writing" and "written" includes printing, typewriting, telecopy, telex and other modes of representing or reproducing words in visible form;
- (f) all terms contained in the bylaws which are not defined in the bylaws and which are defined in the Act shall have the meaning given to such terms in the Act;
- (g) words importing the singular number shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders;
- (h) the headings used in this bylaw are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

- (i) a member shall be any female person who is defined by the constitution of the Metis Nation of Saskatchewan
- (j) a chapter shall include any community based organization of Metis women who are affiliated with the Corporation and whose goals and objectives are consistent with those of the Corporation;
- (k) The Metis Nation of Saskatchewan is that organization representing all Metis people of the province and with which the Corporation is affiliated.

GOALS AND OBJECTIVES

- 2. The goals of the Corporation shall be to:
 - (a) promote the development of programs and services which seek to address issues and rights of Metis women and which improves conditions which are unique to their circumstances and needs;
 - (b) to support and act in solidarity with the Metis Nation of Saskatchewan in addressing issues, rights and needs which pertain to all of the membership of the Metis Nation.
- 3. The specific objectives of the Corporation include the following:
 - (a) to carry out ongoing consultations with its local chapters for the purpose of identifying the issues, concerns and needs of Metis women and their family;
 - (b) to plan programs and services and to seek funding resources for their delivery;
 - (c) to deliver culturally sensitive programs and services for which funding is obtained and which are tailored to the needs of Metis women and families and which are culturally sensitive;
 - (d) where program delivery by the Corporation or any of its chapters is not feasible, to negotiate with existing government or other organizations access to and availability of services which address the needs of Metis women and families;
 - (e) to share information with the Metis Nation of Saskatchewan from the community level concerning the needs and conditions of members which need to be addressed by the Metis Nation;
 - (f) to support and cooperate with the Metis Nation of Saskatchewan, Saskatchewan Provincial Government, and the Federal Government in seeking resources, developing programs and delivering services directed to the needs of all its members;

- (g) to support the Metis Nation in addressing and gaining recognition for the inherent rights of Metis people as an aboriginal people, including the right to self-government;
- (h) to support the Metis Nation in its effort to have such rights entrenched in the Constitution of Canada and/or in the Saskatchewan Legislation.

REGISTERED OFFICE

- 4. The Corporation may from time to time:
 - (1) by resolution of the directors change the address of the registered office of the Corporation within the municipality specified in the articles;
 - (2) by special resolution change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

SEAL

- 5. The seal of the Corporation shall be such as the directors may from time to time adopt and shall be in the custody of the Secretary or such other person as may be designated by the directors.

MANNER OF EXECUTION OF CONTRACTS

- 6. Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by the President and one other officer of the Corporation and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation.
- 7. Notwithstanding the foregoing, the Board may from time to time by resolution appoint any two officers on behalf of the Corporation either to sign contracts, documents, or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 8. The seal of the Corporation may, when required or advisable, be affixed to contracts, documents or instruments in writing, signed as aforesaid, in the presence of the President and the other signing officer.

ELECTION OF OFFICERS

- 9. (a) There shall be a president, a secretary, a vice president a treasurer, and twelve area directors.

DUTIES OF OFFICERS

10. The president shall:
 - (a) be chairperson
 - (b) be at all meetings of the membership and of the directors
 - (c) be ex-officio a member of all committees.
 - (d) be chief spokesperson on behalf of the corporation
 - (e) be accountable and follow the directive of the members of the corporation by majority.

11. The secretary shall:
 - (a) keep the records of the Corporation including a record of all meetings of the Corporation and of the directors;
 - (b) notify all members, directors and other persons of meetings of which they are entitled to notice;
 - (c) prepare and/or sign official correspondence of the Corporation as directed by the membership or the directors;
 - (d) keep a record of the names and addresses of members; and
 - (e) perform such other secretarial duties as may be assigned by the directors or the president.

12. The vice-president shall act in the absence of or inability of the president to act or shall act at the request of the president.

13. The treasurer shall be responsible for overseeing all financial and budgeting matters of the Corporation and shall report in writing to the board on such financial matters at all regular meetings of the directors and to the annual assembly. She shall also report at special meetings of members and directors or meetings of the finance committee as requested.

14.
 - (a) The term of office for officers shall be three years. Incumbents may be re-elected by the delegates at the Annual Assembly but no officer shall hold office for more than two (2) consecutive, 3 year terms;
 - (b) An officer shall be automatically removed from office for reasons specified in Section 14, a-d of these Bylaws;
 - (c) An officer may be removed by a special meeting of delegates provided that at least 2/3 thirds of the membership/locals are represented and that

2/3 thirds of the delegates present and voting approve a resolution for such removal;

- (d) Reasons for removal may include actions which reflect negatively on the Metis community, which are detrimental to achieving the goals and objectives of the Corporation or which violate decisions and resolution approved by the delegates at a membership meeting or by a majority of the directors at a directors meeting.

15. Upon the expiration or termination of their term of office, all officers shall transfer all official records and property of the Corporation then in their possession to their successors in office.

16. The area directors of the Corporation shall be elected at the annual assembly of the Corporation from a slate presented by the nominations committee. The slate shall include at least one nomination from each of the twelve (12) political areas of the Metis Nation of Saskatchewan. Additional nominations to any one of the twelve (12) areas may be made from the floor provided the mover and seconder have the written or verbal permission of the nominee. Voting shall proceed by area and may be by secret ballots if so requested by a motion of the Assembly. Where there is only one nominee for an area the Chairperson shall declare that nominee elected by acclamation. Where there is more than one nominee for an area the person receiving the most votes shall be declared elected.

17. The directors shall represent the Corporation and shall manage the activities and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the articles, the bylaws, or any special resolution of the Corporation expressly directed or required to be done on some other manner.

18. The term of office for a director shall be from the date of the meeting at which she is elected until the third annual meeting at which her successor is elected or until her earlier resignation, removal or otherwise ceasing to hold office; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which her successor is elected unless such meeting was called for the purpose of removing her from office as director in which case the director so removed shall vacate office forthwith upon the passing of the resolution for her removal; and further provided that a director appointed or elected to fill a vacancy on the Board shall hold office for the unexpired term of her predecessor.

19. Retiring directors, if qualified, are eligible for re-election.

20. Whenever at any election of directors of the Corporation the full number of directors are not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors constitute a quorum.

21. The office of any director shall be automatically vacated:

- (a) upon receipt by the Corporation of the written resignation of the director or upon the date specified in such resignation, whichever is earlier;
- (b) if the director is found by a court in Saskatchewan to be of unsound mind;
- (c) if the director declares personal bankruptcy or suspends payment to or proposes an orderly payment of debt
- (d) if at a special meeting of members an ordinary resolution is passed that the director may be removed from office;

provided that if any vacancy shall occur for any reason specified in this section, such vacancy shall only be filled by the Corporation in accordance with Schedule A to this Bylaw No. 1.

MEETING OF DIRECTORS

22. The directors may hold meetings at such place or places as they may from time to time determine.

23. A meeting of the directors may be called at any time by the President, or any two directors.

24. Except as otherwise provided by the Act and the bylaws, the directors may convene, adjourn and otherwise regulate their meetings as they think fit.

25. (a) Notice in writing of a meeting of the directors as required by the Act shall be delivered, mailed or faxed to each director at her place of residence at least ten days prior to the time when the meeting is to take place, provided however that a meeting of the directors or any committee thereof may be held at any time without formal notice if all the directors are present, including present by way of telephone participation, or if all the absent directors have waived notice;

(b) Special meetings of directors may be held by means of a telephone conference hook up.

26. Notice of any meeting of the directors shall state in reasonable detail the business to be conducted at the meeting.

27. Notice of any meeting of the directors or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

28. The directors may appoint the day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice, beyond an initial notice of the regular meeting day or days, need be sent.

29. A directors meeting may also be held without notice immediately following the annual meeting of the members or following any other meeting of members at which a director has been elected.

30. (a) A majority of the number of directors shall constitute a quorum for any meeting. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting;

(b) If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the Chairperson may adjourn the meeting to be convened on such date and at such time and place as the directors shall determine or the Chairperson may request a motion passed by the remaining directors to meet as committee of the whole to conduct necessary business;

(c) Any motion passed by the committee of the whole must be presented to the next meeting of directors at which a quorum is present and must be approved by a majority vote of directors present and voting.

31. The President or in her absence the Vice-President shall preside as Chairperson of every meeting of directors of the Corporation, but if at any meeting none of them are present within fifteen (15) minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairperson of the meeting.

32. Any questions arising at any meeting of the directors shall be decided by a majority vote of the directors present and voting and in case of a tie vote, the Chairperson shall be entitled to a second or deciding vote.

33. The chairperson of a meeting of directors may with the consent of the directors adjourn any meeting to be resumed at a fixed time and place. No notice for such adjourned meeting shall be required. Such adjourned meeting shall be held in accordance with the terms of the adjournment provided a quorum is present. If there is not a quorum present at the resumed meeting, the original meeting shall be deemed to have terminated at the time of its adjournment. Any business brought before or dealt with at the original meeting in accordance with the notice calling the meeting may be dealt with when the adjourned meeting resumes.

COMMITTEES

34. Unless a dispensation order has been obtained from the Director of Corporations, there shall be an audit committee composed of not less than three directors, a majority of whom are not officers or employees of the Corporation or any

of its affiliates, which committee shall review the financial statements of the Corporation prior to their submission to the directors for approvals. The auditors shall be entitled to notice of every meeting of the audit committee and, at the expense of the Corporation to have a representative attend and be heard thereat. The auditors or any member of the audit committee may call a meeting of the committee.

35. Subject to the restrictions contained in the Act, the directors may delegate any of their powers or authority to other special or standing committees consisting of such member or members of their body as they think fit. Committees so formed shall, in the exercise of the powers so delegated, conform to any terms of reference or regulations that may be imposed upon them by the directors.

36. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority vote of those members present and voting, and in case of tie votes, the chairperson shall have a second or the deciding vote.

37. (a) The directors of the Corporation shall annually appoint a nominations committee consisting of not less than three persons one of whom shall be a director of the Corporation and who shall chair the committee. The committee shall annually prepare a slate of nominees for officers of the Corporation for presentation to the annual assembly. The committee will in addition consult with the members in each area for the purpose of soliciting nominees for area directors and shall prepare a slate of nominees for presentations to the annual assembly. When a vacancy occurs in any of the executive offices or area directors for reasons specified in Section 14. a-d of these Bylaws, the nominations committee will be requested to solicit nominees for the vacant position(s) and the vacancy(s) shall be filled in accordance to Schedule A to these bylaws;
- (b) The officers of the Corporation shall constitute the Executive Committee which may meet and conduct business between directors meetings as necessary. All decisions and actions of the Executive Committee shall be presented to the next meeting of directors for ratification;
- (c) The directors may establish such other standing or Ad Hoc Committees from time to time as they deem necessary.

38. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

RESOLUTION OF DIRECTORS

39. A resolution in writing, signed by all the directors entitled to vote on that resolution shall satisfy all the requirements of the Act.

PROTECTION OF DIRECTORS AND OFFICERS

40. Subject to the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through a deficiency of title to any personal property acquired by resolution of the directors for or on behalf of the Corporation, or for a deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be lodged, or for any loss occasioned by an error of judgment or oversight on her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her office in relation thereto unless the same shall happen through her own dishonesty.

41. Subject to the Act, every director and officer of the Corporation and her heirs and legal representatives shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation and from and against:

- (a) all costs, charges and expenses whatsoever which such director or officer reasonably incurs in respect of any civil, criminal or administrative action or proceeding to which she is made a party by reason of being or having been a director or officer of the Corporation where:
 - (i) she acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she had reasonable grounds for believing that her conduct was lawful; and
- (b) all other costs, charges and expenses which she incurs on behalf of the Corporation as a director or officer.

RENUMERATION OF DIRECTORS

42. (a) The directors may be remunerated for out of pocket expenses incurred while carrying out business on behalf of the Corporation, including attendance at directors meetings and committee meetings. Such expenses may include mileage, accommodation, meals and other necessary incidental expenditures;
- (b) Unless otherwise approved by a resolution of the members at a membership meeting no director may receive a salary for services rendered as a director.

MEMBERSHIP IN THE CORPORATION

43. (a) Individual members of the Corporation shall be as defined in Section 1 (i);
- (b) Members may attend all Membership Meetings at their own expense;
- (c) Only members elected as delegates by Chapters of the Corporation shall have the right to vote. Such delegates shall also be eligible to be reimbursed for expenses incurred for attending a membership meeting(s);
- (d) To be eligible to be elected as a voting delegate the person must be a member of the Metis Nation of Saskatchewan and be at least 16 years of age;
- (e) Delegates must have a letter from their chapter president confirming their election as a delegate. Such letters must be presented to the Secretary at the time of registration.

MEETING OF MEMBERS

44. Subject to the Act, the annual general meeting of the Corporation shall be held within 90 days of the end of the Corporations fiscal year.
45. A resolution in writing signed by the delegates satisfies all of the requirements of the Act relating to meetings of members, including annual general meetings.

AUDITORS

46. Auditors of the Corporation shall be appointed annually at the general meeting of the Corporation and the financial statements of the Corporation for its fiscal year must, when presented to the annual assembly, be accompanied by a report of the auditors.

FISCAL YEAR

47. The fiscal year of the Corporation shall be from April 1 to March 31 of each year.

ANNUAL FINANCIAL STATEMENTS

48. In accordance with Section 142 (4)(b) of the Act, the Corporation may, in lieu of publishing its financial statements and other documents mentioned in Section 138, publish a notice stating that such documents are available at the registered office of the Corporation to be examined during the usual business hours of the Corporation by any member and that this member may make extracts there from free of charge.

RESOLUTIONS SIGNED BY ALL MEMBERS OR DIRECTORS

49. The signatures of all the directors of the Corporation or all of the delegates of the Corporation to any instrument or to any minutes of any meeting (which may be signed in counterpart) setting out a resolution or resolutions which might be adopted by the directors or delegates, as the case may be, shall give to such resolutions the same force and effect as if the same had been unanimously adopted by vote of the directors or delegates at a meeting duly convened and held.

GENERAL PROVISIONS

50. The Corporation is and shall remain an affiliate of the Metis Nation of Saskatchewan or its successors.

51. The Annual Assembly may elect at large senators, elders and youth, one each from the Northern Administration district and one from that portion of the province South of the Northern Administration district.

52. Persons so elected may attend meetings of directors and meetings of the membership where they shall have voice but no vote. They shall be entitled to be reimbursed for expenses incurred for attendance at such meetings in accordance with the policies and procedures of the Corporation.

AMENDMENT OF BYLAWS

53. Bylaws of the Corporation may be enacted, and the bylaws repealed or amended at an annual assembly provided that Notice of Motion of such Amendments are mailed to each chapter at least 30 days in advance of the Assembly. Notwithstanding the above the delegates at an annual assembly may enact bylaws or amend bylaws provided that such enactments are unanimously approved by the delegates.

ENACTED by the directors in accordance with the Act on this _____ day of _____, A.D. 1995.

President

Secretary

CONFIRMED by the members in accordance with the Act on the _____ day of _____, A.D. 1995.

SCHEDULE A

A vacancy for any area occurring as specified under Section 14, a-d, of Bylaw No. 1 shall be filled as follows:

- (a) the nominations committee shall be asked to consult with the women(s) chapter(s) on the vacant area to solicit one nominee for the vacant position;
- (b) when the area chapter(s) propose a nominee the committee shall forward such nomination with the necessary chapter(s) resolution and a letter of acceptance by the nominee to the Secretary of the Corporation;
- (c) the remaining directors shall then appoint such nominee to serve the unexpired term of the area director.