

CONSTITUTION AND BYLAWS OF METIS SOCIETY EASTERN REGION III INC.

Preamble

The Metis people are an aboriginal peoples of Canada which are distinct from Indian and Inuit.

Having experienced physical and political conflicts and dispossession in the late 1900's, we are engaged in a struggle to rebuild and revive our communities. We are striving for constitutional recognition that guarantee rights to our people. This includes the right to a land, a resource base, self-government and self-government institutions.

In order to achieve these objectives, we established the Metis Society Eastern Region III Inc., a non-profit entity representing the Metis people of Southeastern Saskatchewan. Our organizational strength is developed through a continuing collaborative process at the community level. The political constitution of Metis Society Eastern Region III Inc. is the reflection of the development and initiatives to meet the aspirations, directions and decisions of our people.

While pursuing these objectives in Southeastern Saskatchewan, we are also committed to collaborating and cooperating with other groups and organizations such as the Metis Society of Saskatchewan Inc. in developing Provincial and National Forums designed to represent the collective needs of Metis people at Provincial, National and International levels.

BYLAW NO. 1

A Bylaw Relating Generally to the Conduct
of the Affairs of the
METIS SOCIETY EASTERN REGION III INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of Metis Society Eastern Region III Inc. (hereinafter called the "Corporation") as follows:

1. **Definitions**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means *The Non-Profit Corporations Act*;
- (b) "Articles" means the Articles of Incorporation of the Corporation as from time to time amended or restated;
- (c) "Bylaw" means any bylaw of the Corporation from time to time in force and effect;
- (d) All terms contained in the bylaws and which are defined in the *Act* shall have the meanings given to such terms in the *Act*;

- (e) "the directors", "Board", "Board of Directors" and "Eastern Region III Council" mean the directors of the Corporation for the time being;
- (f) "in writing" and "written" includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;
- (g) Word importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate or persons;
- (h) The headings used in the bylaws 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.

2. Name of Organization

The official registered name of the Corporation shall be "Metis Society Eastern Region III Inc.". For most purposes the Corporation shall operate under the trade name "Southeast Area Eastern Region III of The Metis Society of Saskatchewan".

3. Registered Office

The Corporation may from time to time (i) by resolution of the Eastern Region III Council change the location of the registered office of the Corporation within the place in Saskatchewan designated as such by the Directors or by special resolution of the Corporation, and (ii) by special resolution change the municipality or geographic township in which its registered office is located to another place within the geographic proximity of the Eastern Region III area.

4. Seal

The seal of the Corporation shall be such as the Eastern Region III Council may by resolution from time to time adopt.

5. Execution of Contracts

Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two executive officers of the Eastern Region III Council. All said contracts, documents or instruments in writing so signed shall be binding upon the Corporation if approved by motion at a duly called meeting of the Eastern Region III Council.

The Eastern Region III Council may from time to time by resolution, appoint any officer or officers or any other person or persons 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.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the Eastern Region III Council.

6. Membership

GENERAL

- (a) Membership is comprised of the aboriginal people known as "Metis" and who meet the criteria outlined below.

Definitions of Metis: Includes the group historically known as Metis, half breed or mixed bloods and specifically includes those who are not entitled to be Indian as described in the Indian Act and who:

- (i) can provide proof of his/her ancestry;

- (ii) has declared himself/herself to be a Metis; and
- (iii) meets one of the following tests:
 - (a) is accepted as a Metis by the Metis community;
 - (b) has traditionally held himself/herself out to be a Metis; and
 - (c) has been recognized by the community at large as a Metis.
- (b) Any person who is eligible for membership in the Metis Society of Saskatchewan Inc. and living in the geographic proximity of the Eastern Region III area may upon application for membership to the community local in which they reside, become a member of the Corporation.
- (c) Any member may withdraw from the Corporation at any time by notice to the Corporation, but upon withdrawal the membership shall not be entitled to a refund of any portion of fees he may have paid.
- (d) Any member who ceases to be eligible for membership in the Metis Society of Saskatchewan Inc. shall automatically cease to be a member of the Corporation.
- (e) Any person who moves his permanent residence from the geographic proximity of the Eastern Region III area shall automatically cease to be a member of the Corporation.
- (f) All members shall be issued a membership card if they meet the membership criteria.
 - (i) Subject to the Articles of Incorporation and this Bylaw, this card shall provide lifetime membership in the Corporation.
 - (ii) Any fee for membership cards will be determined by the Metis Society of Saskatchewan Inc.

- (iii) Membership cards shall be numbered and registered in the Metis Society Eastern Region III Inc. office by the Metis Society Eastern Region III Inc. secretary. Replacement cards shall retain the original number.
- (iv) Membership cards shall be issued by the Metis Society of Saskatchewan Inc.
- (g) Where there is a dispute as to membership, a ruling shall be made by the Eastern Region III Council. All decisions may be appealed to a membership meeting. Their decision shall be final and binding.
- (h) The members of the Corporation may by special resolution revoke the membership of any member of the Corporation.
- (i) Membership in the Corporation shall not be transferrable under any condition or circumstances.

7. A. Directors

- (a) The Board of Directors of the Corporation shall consist of
 - (i) the elected area representative of the Southeast Area Eastern Region III of the Metis Society of Saskatchewan Inc.; and
 - (ii) all duly elected Presidents of the community locals situated within the Eastern Region III area.
- (b) The Board of Directors shall manage and supervise the management of the affairs and business 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 Statute, the Articles, the Bylaws or any special resolution of the Corporation expressly directed or required to be done in some other manner. The Board of Directors shall be known as the Eastern Region III

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Council and shall consist of an elected Executive comprising the following:

- (i) Chairperson;
- (ii) Vice-Chairperson;
- (iii) Treasurer; and
- (iv) Secretary.

The remaining Board of Directors being known as Directors-at-large.

- (c) If a vacancy in any of the Executive positions occur, the Eastern Region III Council may elect or appoint any Director-at-Large to fill the position, except in the case of a vacancy in the position of Chair. In that case, the Vice-Chair shall assume the position of Acting Chair and the person appointed shall assume the position of Vice-Chair.
- (d) The President's position shall at all times be filled by the duly elected area representative of the Southeast Area Eastern Region III of the Metis Society of Saskatchewan.
- (e) The Eastern Region III Council shall meet at such times as may be directed by the Executive. A quorum for any meeting of the Board of Directors of the Corporation shall be a majority of the Directors personally present or their duly appointed designate from the executive community local from which the director has been elected, with such appointment to be confirmed in writing by the absent Director, prior to the meeting.
- (f) Where there is a vacancy or vacancies on the Board of Directors, the remaining Directors may exercise all of the powers of the Board so long as a quorum of the Board remains in office. Vacancies in those Directors' positions consisting of the duly elected Presidents of the community locals situated within the Eastern Region III area shall be filled through the appointment or election of a replacement Director from the community local to which they vacant Director represents.

- (g) The Eastern Region III Council shall provide written reports to the Annual Meeting.
- (h) The Eastern Region III Council shall have the opportunity to appoint any of its Board members to affiliate organizations, programs, commissions or committees which are deemed necessary in order to effectively carry out the activities and functions of the Corporation. These appointments are subject to the Bylaws of the affiliate programs, organizations, commissions or committees.
- (i) The Eastern Region III Council shall perform these duties without any remuneration, per diem, etc. However, they are entitled to reimbursement of expenses for travel, meals and accommodations as approved by the Executive.
- (j) A Director ceases to hold office when:
 - (i) when he or she dies or resigns;
 - (ii) their term of office expires;
 - (iii) when he or she becomes disqualified or is removed in accordance with the provisions of *The Non-Profit Corporations Act*.

B. Meetings of Directors of the Eastern Region III Council

- (a) Meetings of the Eastern Region III Council and of any committee of the Council may be held at any place within Saskatchewan. A meeting of the Council may be convened by the Chairperson or the Vice-Chair at any time. A meeting of any committee may be convened by the Chair of the committee or any two (2) members of the committee and the Secretary shall upon the direction of either of the foregoing convene a meeting of the said committee. Except as otherwise provided by the *Act* and these Bylaws, the directors either

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as a board or as a committee thereof may convene, adjourn and otherwise regulate their meetings as they think fit.

- (b) Notice of the time and place of each meeting of the Eastern Region III Council and of any committee of the Council shall be given in the manner provided in these Bylaws to each director or member as the case may be, in the case of notice given by personal delivery or by telex, telephone, telegram or cable, not less than forty-eight (48) hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than ten (10) days before the time when the meeting is to be held; provided that meetings of the Council or of any committee of the Council 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 waive notice.
- (c) Notice of any meeting of the Eastern Region III Council or of any committee of the Council 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.
- (d) Any meeting of the Eastern Region III Council or of any committee of the Council may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to an announced time and place. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat.

The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

- (e) Questions arising at any meeting of the Eastern Region III Council shall be determined by a majority of votes of the directors present, provided that in the case of an equality of votes, the chair shall be entitled to a casting vote.

- (f) The President, or in his absence the Vice-President, shall preside as Chair of every meeting of Directors of the Corporation, but if at any meeting the Chair is not present within thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.

8. Meetings of Members

A. Annual or Special Meetings

- (a) The Eastern Region III Council may, by resolution, subject to compliance with the Act, the Articles and these Bylaws, at any time call an annual or special meeting of the members.
- (b) A quorum for an annual general meeting or any special meeting of the members shall be a majority of the members personally present at the opening of the meeting, provided that there must be at a minimum, twenty-eight (28) members present as represented by at least 51% of the community locals comprising the Eastern Region III area.
- (c) Any member who is sixteen (16) years of age or older and in good standing with the Corporation and the community locals comprising the Southeast Area Eastern Region III of the Metis Society of Saskatchewan has the right to vote at the meeting of the members.
- (d) The members shall be provided with notice of the annual meeting. Notice shall be deemed to have been received if notice of such meeting was:
- (i) given by personal delivery, mail, telex, telegram or cable, to each of the duly elected President of the community locals situated within the Eastern Region III area; and

- (ii) was posted in various locations with the communities comprising the Eastern Region III area as approved by the Eastern Region III Council.

- (e) Notice of the annual or other special meeting of the members as provided for in paragraph (d) above shall be given to the members not less than fifteen (15) days or more than fifty (50) days before the scheduled meeting; provided that any meeting of the membership may be held at any time without formal notice if a quorum can be established and all members present waive notice of the meeting.

- (f) The fiscal year end shall be March 31 of each year.

- (g) The Directors of the Eastern Region III Council shall present at the annual meeting, the financial reports for the Corporation. The financial report shall be reviewed by an outside party or an auditor if finances are available. Copies of the document need not be provided to the members in advance of the annual meeting, however, the Directors of the Corporation shall publish a notice stating that the financial statement and report of auditor, if any, are available at the registered office of the Corporation to be examined during the usual business hours of the Corporation by any person, and that person may make extracts therefrom free of charge. This notice shall be published at least twenty-one (21) days before the date of the annual meeting.

- (h) The Chair of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place and subject to the Act no notice of the time and place for the holding of the adjourned meeting need be given to any member. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or

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dealt with at the original meeting in accordance with the notice calling the same.

- (i) Except as may be otherwise required by any statute, voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member entitled to vote at the meeting, and in the event that there may be an equality of votes, the Chair of the meeting shall both on a show of hands and on a ballot be entitled to a casting vote.
- (j) At any meeting, unless a ballot is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (k) Members shall not be entitled to vote at meetings of members by proxy.
- (l) A member shall be entitled to cast only one vote at a meeting of members.
- (m) The Chairperson, or in his/her absence the Vice-Chairperson of the Eastern Region III Council, shall preside as Chair of every meeting of Members of the Corporation. If there is no such Chair, or if at any meeting (s)he is not present within thirty minutes after the time appointed for holding the meeting, or is unwilling to act as Chair, the Members present shall choose one of their number to be Chair.

B. Local Meetings

- (a) Community local meetings shall be held at such places and at such times as the Executive and members of each community local shall determine.
- (b) A quorum for a community local meeting shall be a majority of the members in attendance at the meeting.

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C. Ballots By Members By Mail

The Board of Directors may, by resolution, or, if directed by resolution of the members, shall submit questions for determination by members to such members by mail in accordance with the following:

- (a) the question or questions to be determined shall be included in a ballot to be mailed to each regular member in accordance with these bylaws;
- (b) the ballot shall specify an address and a date for return, which date shall not be less than twenty-one (21) days after the mailing of the ballot to members;
- (c) the Board of Directors may adopt rules relating to the counting of ballots returned provide however, no ballots returned after the date for return specified in the ballot shall be counted;
- (d) a majority of those members returning ballots shall determine any questions submitted to the members in accordance with this provision.

9. Elections

The Community Local Presidents

The election of community local Presidents shall be determined in accordance with the rules and procedures as established by each of the community locals comprising the Eastern Region III area.

10. Fiscal Year

The fiscal year of the Corporation shall terminate on such day in each year as the Board of Directors may from time to time by resolution determine.

11. Officers

The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer. The duties of the officers of the Corporation shall be as follows:

(a) Chairperson

- (i) Preside at all general meetings of the Corporation;
- (ii) Preside at all Directors' meetings;
- (iii) Be an ex officio member of all committees established by the Corporation at general meeting or by the Directors;
- (iv) Report in writing to each annual meeting of the members of the Corporation concerning the operations of the Corporation;
- (v) Represent the Corporation at public or official functions; and
- (vi) Perform such other duties as may from time to time be determined by the Board or at a general meeting.

(b) Vice-Chairperson

The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President, together with such other duties, if any as may be from time to time assigned to him by the Board.

(c) Secretary

The Secretary and/or their appointed designate shall:

- (i) Attend at all meetings of the Board;
- (ii) Record minutes of all meetings;

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- (iii) Attend to correspondence;
 - (iv) Prepare all reports required under *The Non-Profit Corporations Act*;
 - (v) Be the custodian of all minute books, documents and registers of the Corporation;
 - (vi) Be the custodian of the seal of the Corporation;
 - (vii) Perform such other duties as may be established from time to time by resolution of the Board.
- (d) Treasurer

The Treasurer and/or their appointed designate shall:

- (i) Be the custodian of the Books of account and accounting records of the Corporation;
- (ii) Submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (iii) Have the financial reports reviewed by an outside party or auditor, as may be required by the Board of Directors;
- (iv) Prepare the annual budget and program forecasts;
- (v) Perform such other duties as may be established from time to time by resolution of the Board.

12. Affiliate Organizations

The Corporation has interests in a number of affiliate organizations which provide services to Metis people in the Eastern Region III area. The following

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describes the structural relationship between the affiliate organizations and the Directors of the Corporation.

(a) The Lebret Farm Land Foundation Inc.

The Directors have the right to appoint three (3) members to this Corporation's Board of Directors from the Directors of the Eastern Region III Council as described in accordance with the Articles and Bylaws of The Lebret Farm Land Foundation Inc. The remaining Directors will be elected or appointed in accordance with the Articles and Bylaws of The Lebret Farm Land Foundation Inc.

(b) Fort Qu'Appelle Ka-pa-chee Centre

The Directors have the right to appoint three (3) members to this Corporation's Board of Directors from the Directors of the Eastern Region III Council as described in accordance with the Articles and Bylaws of the Fort Qu'Appelle Ka-pa-chee Centre. The remaining Directors will be elected or appointed in accordance with the Articles and Bylaws of the Fort Qu'Appelle Ka-pa-chee Centre.

13. Protection of Directors, Officers and Others

Every Director and Officer of the Corporation exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or default of any other Director or Officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or 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 tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by an error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; PROVIDED THAT nothing herein shall relieve any

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Director or Officer from the duty to act in accordance with *The Non-Profit Corporations Act* and the regulations thereunder or from liability for any breach thereof.

14. Indemnification

Subject to the limitations contained in *The Non-Profit Corporations Act* the Corporation shall indemnify a Director or Officer, against any costs and expenses incurred to defend any action or to satisfy a judgment reasonably incurred by him in respect of any civil action or proceeding to which he is made party by reason of being a Director or Officer of the Corporation if he acted honestly and in good faith with a view of the best interests of the Corporation.

15. Resolution in Writing

A resolution in writing signed by all the directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Eastern Region III Council.

16. Number and Gender

The terms and reference herein in the singular number and masculine gender shall also include the plural number and feminine gender where the context so requires.

17. Headings

The headings used in the Bylaws 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 term or provision.

18. Amending Bylaws

The Bylaws of the Metis Society Eastern Region III Inc. may be amended as provided by *The Non-Profit Corporations Act*.

Approved by the Board of Directors this _____ day of _____, 1993.

_____, 1993
President

_____, 1993
Secretary

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Approved by the membership of Metis Society Eastern Region III Inc. Annual Meeting this ____ day of _____, 1993.

_____, 1993
President

_____, 1993
Secretary

BYLAW NO. 2

A Bylaw Respecting the Borrowing
of Money by the Corporation

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of METIS SOCIETY EASTERN REGION III INC. (hereinafter called the "Corporation"), as follows:

1. The directors of the corporation shall have and be entitled to exercise all of the borrowing powers which are set out in Section 171 of *The Non-Profit Corporations Act*.

2. That in addition to the borrowing powers which the Directors of the Corporation shall be entitled to exercise as set forth in Section 171 of *The Non-Profit Corporations Act*, the Directors shall also 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 by any such person or corporation, and for that purpose to negotiate for, prepare, execute and deliver such documents and writing as the Directors may in their discretion consider necessary or advisable.

ADOPTED and ENACTED by the Board and Membership on the _____ day of _____, 1993.

Position:

Position: