

## REVISED BY-LAW CHANGES

I Section 3 of MNC Bylaw No.1 is hereby repealed and the following Membership provision enacted:

3. Membership in the Corporation shall be the Metis Nation of Alberta, Manitoba Metis Federation, Metis Nation of Saskatchewan (hereinafter referred to as Founding Members), the Metis Nation of Ontario and the Metis Nation in British Columbia.

II The following new Bylaw provisions are hereby enacted:

### **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.

### **Metis National Council General Assembly**

6. (b) (i) A Métis National Council General Assembly shall be held at least once every 12 to 18 months and at the call of the Board of Governors.
- (ii) Representation of each Métis Member Association at the Metis National Council General Assembly shall be determined by the Board of Governors of the Metis 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 Metis 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 Metis National Council General Assembly shall be by a 50% plus one of the votes cast.



GM  
F.T.

### Metis National Council Board of Governors

III Section 8 of MNC Bylaw No.1 is hereby repealed and the following Directors' provision enacted:

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

8.1 The Board of Governors shall have responsibility for carrying out the mandate as set out by the Metis National Council General Assembly.

IV The following new Bylaw provisions are hereby enacted:

#### Office of the President of the Metis National Council

8 (b) (i) The President of the Metis National Council shall be elected by the Metis 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.

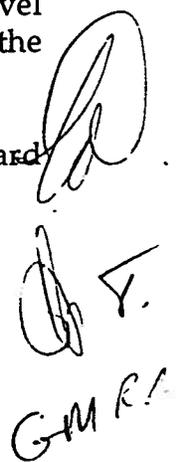
(iii) The President of the Métis National Council shall be responsible for the management of the Secretariat and shall be the Chief Spokesperson for the Metis National Council, responsible for enhancing and promoting the cultural, social, economic and political interests of the Métis Nation in the spirit of the Riel Government.

(iv) The position of President of the Metis 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 Metis 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 the 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, the Board of Governors shall appoint a replacement from among themselves until the next Metis National Council General Assembly at which time the Assembly shall elect a new President.

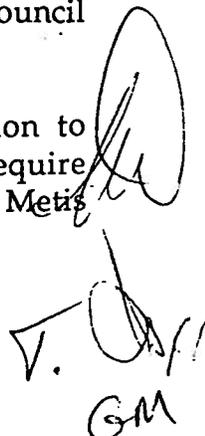
(ix) The President may be suspended for just cause by the unanimous consent of the Board of Governors.

(x) In the event that the President is suspended, a special Metis 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.

V Section 9 of MNC Bylaw No.1 is hereby repealed and the following Voting provisions enacted:

### Voting

9. (a) For the purposes of determining the number of voting delegates for the election of a President of the Metis 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 Metis National Council shall vote only in the event of a tie.
- (d) Notwithstanding any provision in this Bylaw, any resolution to alter, amend, delete or in any way change the Bylaws shall require unanimous consent of the Founding Members and ratified by the Metis National Council Assembly.

  
 V. O. M.  
 GM

VI Section 11 of MNC Bylaw No.1 is hereby repealed and the following Quorum provisions enacted:

### 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.

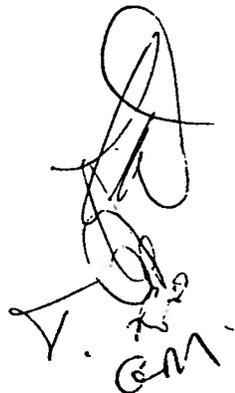
VII Section 14 of MNC Bylaw No.1 is hereby repealed and the following Notice provisions enacted:

### Notice of Meetings

14. (a) The President shall be responsible for calling meetings of the Board of Governors or the President shall call and preside at a meeting of the Governors where three Governors in writing request a Board meeting, two of which must represent Founding Members.

(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) A Governor may, if all the Governors of the Corporation consent, participate in a meeting of the Board of Governors or of a committee of the Board by means of such telephone or other communications facilities as permit all persons to participate in such a meeting and is deemed to be present at the meeting.

  
Y. K. G.M.

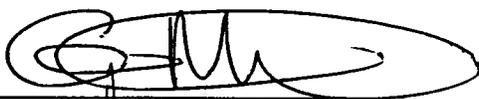
(d) Meetings of the Board of Governors may be held at any time without notice if all the Governors have waived notice of the meeting in any manner.

Notes:

New numbering to be integrated within existing text.

Wherever the term "Directors" is used, change to "Governors".

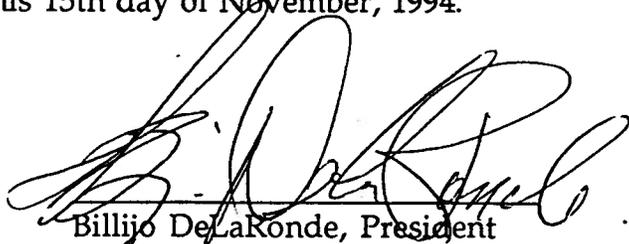
SIGNED AT WINNIPEG, MANITOBA this 15th day of November, 1994.



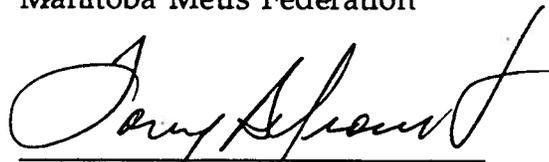
Gerald Morin, President  
Metis Nation of Saskatchewan



Gerald Thom, President  
Metis Nation of Alberta



Billijo DeLaRonde, President  
Manitoba Metis Federation



Tony Belcourt, President  
Metis Nation of Ontario



Rick Poitras, Spokesperson  
Metis Nation in British Columbia



BY-LAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the METIS NATIONAL COUNCIL SECRETARIAT INC. (hereinafter called the "Corporation") that:

REGISTERED OFFICE

1. The Registered Office of the Corporation shall be in the City of Saskatoon, in the Province of Saskatchewan and shall be located therein at such address as the Board of Directors may from time to time determine or in such other city, Province and address as the Board of Directors may hereafter determine.



SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the METIS NATIONAL COUNCIL SECRETARIAT INC.

MEMBERSHIP

3. Membership in the Corporation shall be the METIS ASSOCIATION OF ALBERTA, MANITOBA METIS FEDERATION INC., ASSOCIATION OF METIS AND NON-STATUS INDIANS OF SASKATCHEWAN (hereinafter referred to as "FOUNDING MEMBERS") and the LOUIS RIEL METIS ASSOCIATION OF BRITISH COLUMBIA and the NORTHWESTERN ONTARIO METIS FEDERATION.

→ 3(a) *Amended*  
4. The Founding Members may upon unanimous vote of their respective Presidents sitting as Directors 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, ~~or his designate only.~~

#### DIRECTORS

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

8. The Board of Directors shall consist of the Presidents of each member and Founding Member.

8a. The office of Director shall be automatically vacated:

- a) if a director shall resign his office by delivering a written resignation to the secretary of the Corporation;
- b) if he is found to be a lunatic or become of unsound mind;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) if at a special general meeting a resolution is passed 75% of the members present at the meeting that he be removed from office;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors may by majority vote, by appointment, fill the vacancy with a member of the Corporation.

#### VOTING

9. AT ALL MEETINGS OF DIRECTORS AND MEMBERS

The Presidents (~~or their assignees~~) of the Founding Members shall have five (5) votes each; the Presidents of all other members shall have one (1) each and may have the right to acquire and vote one (1) further vote upon their providing evidence, satisfactory to the Presidents of the Founding Members, that the membership of the member they represent equals at least 40% of the number of the membership of the largest Founding Member, and, further they may have the right to acquire and vote an additional vote for every increase in the membership of their member organization which represents 20% of the membership of the largest Founding Member to a maximum of five (5) votes.

10. AT ALL MEETINGS OF DIRECTORS 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 DIRECTORS AND MEMBERS

A quorum shall be 3 and must include at least two of the Founding Members as represented by their Presidents ~~or their assignees~~

→ *amended*

12. The by-laws of the Corporation may be amended only by the Board of Directors at any meeting at which the Presidents of the Founding Members are present and for which 14 days notice in writing has been given. Such amendment 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 Director shall be automatically vacated:

- a) if a director 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. Any two Directors (representing the Founding Members) may at any time, convene a meeting of the Board of Directors. Notice of the meeting shall be communicated to each Director not less than 7 days before the meeting by telephone, telex or letter.

A Director may, if all the Directors of the Corporation consent, participate in a meeting of the Board of Directors or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting is deemed to be present at that meeting.

Meetings of the Board of Directors may be held at any time without notice if all the Directors have waived notice of the meeting in any manner.

15. Directors as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses of their attendance at each regular or special meeting of the Board of Directors.

16. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board of Directors.

17. The remuneration of all officers, agents and employees and committee members shall be fixed by the Board of Directors.

#### INDEMNITIES TO DIRECTORS AND OTHERS

18. Every Director 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 Director, 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, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

#### POWERS OF DIRECTORS

19. The Directors 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 herinafter 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 Directors, upon resolution of the Board of Directors to carry on the affairs of the Corporation generally under the supervision of the Directors 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 Directors, and shall perform such other duties as may be prescribed by the Board of Directors, 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 instruments in writing requiring the signature of the Corporation, shall be signed by any two Directors of Founding Members and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

## MINUTES OF BOARD OF DIRECTORS AND MEMBERS

22. The minutes of the Board of Directors 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 Directors, each of whom shall receive a copy of such minutes.

## FINANCIAL YEAR

23. Unless otherwise ordered by the Board of Directors, 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 Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## BOOKS AND RECORDS

25. The Directors 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 Directors 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.

IN WITNESS WHEREOF we have set our hands at the City of Ottawa in the Province of Ontario on the 6th day of December A.D. 1985.

My Commission for M.O.F.  
J. J. Sinclair  
J. J. Sinclair  
J. J. Sinclair  
J. J. Sinclair  
P. M. O. - 12

BY-LAW NO. 2

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of METIS NATIONAL SECRETARIAT INC. (hereinafter called the "Corporation") as follows:

1. The Directors 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 Directors of the Corporation shall be entitled to exercise as sete forth in Section 65 of the Canada Corporations Act, the Directors 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 Directors in their discretion consider necessary or advisable.

ENACTED by the Board the 15<sup>th</sup> day of December A.D. 1985.

  
\_\_\_\_\_  
POSITION

Confirmed by the members in accordance with the Canada Corporations Act on the \_\_\_\_\_ day of \_\_\_\_\_ A.D. 1985.

  
\_\_\_\_\_  
POSITION

METIS NATIONAL COUNCIL SECRETARIAT INC.  
AMENDMENT TO BY-LAW NO. 3

BE IT RESOLVED that By-Law #3 of the Metis National Council Secretariat Inc. By-Laws be amended by adding the following sub-sections to the existing By-Law #3:

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.

METIS NATIONAL COUNCIL SECRETARIAT INC.  
AMENDMENT TO BY-LAW NO. 11

BE IT RESOLVED that By-Law No. 11 to the By-Laws of Metis National Council Secretariat Inc. be amended as follows:

By adding the following provisions to the existing By-Laws:

- provided however that when there is a quorum of members or directors as required by the By-Laws at the opening of any meeting and thereafter any member or members or director or directors leave the meeting resulting in the quorum disappearing, then in that event the meeting shall be considered or deemed adjourned and must be reconvened within 45 days of the deemed adjournment at the same location or a substitute location agreed to by the members or directors as the case may be, and the members or directors shall continue with the meeting until all matters which were to have been dealt with at the meeting and any additional matters the parties may agree upon are finished or the meeting is further adjourned by actual vote of the directors or members as provided in By-Law No. 9 hereof.

CERTIFIED to be a true copy of the Resolution passed by the Directors and Members of the Corporation on the 31 day of OCTOBER, A.D. 1986.



METIS NATIONAL COUNCIL  
SECRETARIAT INC.

Per:

*Supplement*  
*S.J. Simili*  
*P. M. J. J.*  
*J. J. J.*  
*J. J. J.*

C A N A D A

LETTERS PATENT

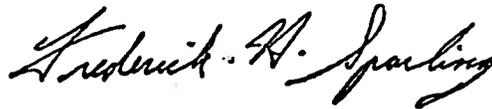
WHEREAS an application has been filed to incorporate a corporation under the name

METIS NATIONAL COUNCIL SECRETARIAT INC.

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - December 19, 1985

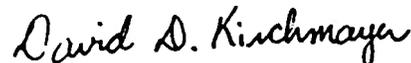
GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



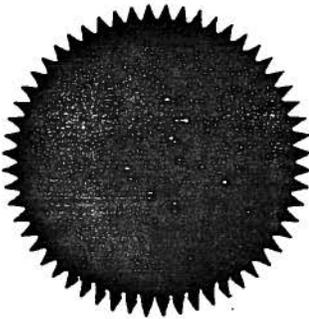
for the Minister of Consumer and  
Corporate Affairs

RECORDED March 25, 1986

Film 547 Document 186



Deputy Registrar General of Canada



Canada

To the Minister of Consumer and Corporate Affairs of Canada

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a Charter by letters patent under the provisions of The Canada Corporations Act, Part II, the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of:

METIS NATIONAL COUNCIL SECRETARIAT INC.

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated the same as to be calculated to deceive except that of the Metis National Council Secretariat Inc., a non-profit corporation incorporated under the laws of the Province of Saskatchewan, and Metis National Council Secretariat (1984) Inc. incorporated under The Canada Corporations Act and such corporations have consented to the use of their names and will be winding-up upon the grant of letters patent to the Metis National Council Secretariat Inc.

The applicants are individuals of the full age of twenty-one with power under law to contract. The name, place of residence and the calling of each of the applicants is as follows:

JIM SINCLAIR

[REDACTED]  
[REDACTED]  
President, Association of Metis  
and Non Status Indians of Saskatchewan  
Canadian Citizen

FRED HOUSE

[REDACTED]  
[REDACTED]  
VIG 1X4  
President, Louis Riel Metis  
Association of British Columbia  
Canadian Citizen

SAM SINCLAIR

[REDACTED]  
[REDACTED]  
President, Metis Association of  
Alberta  
Canadian Citizen

YVON DUMONT

[REDACTED]  
[REDACTED]  
President, Manitoba Metis  
Federation Inc.  
Canadian Citizen

PATRICK MacGUIRE, SR.

[REDACTED]  
[REDACTED]  
President, Northwestern Ontario  
Metis Federation  
Canadian Citizen

II

The said Jim Sinclair, Fred House, Sam Sinclair, Yvon Dumont and Patrick MacGuire Sr. will be the first directors of the Corporation (Presidents of the Applicant members).

III

The objects of the corporation are:

Without limiting the corporation's objects and its rights, powers and privileges and having regard to the fact that the Metis people of Canada are recognized as a distinct people in the Constitution of Canada, the primary objective of the Corporation shall be to determine and express the rights and aspirations of the Metis people of Canada both nationally and internationally as they relate to the Constitution of Canada.

IV

The operations of the corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the corporation is to be situated is in the City of Saskatoon, in the Province of Saskatchewan.

VI

It is specially provided that in the event of dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognizable charitable organizations in Canada.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two thirds of the votes cast at a special general meeting of the members duly called for considering the by-laws, the directors of the corporation may from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

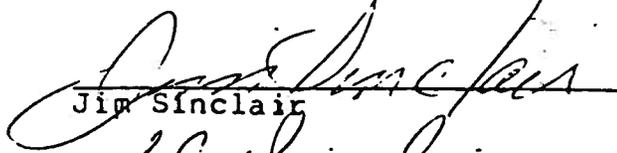
The by-law of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

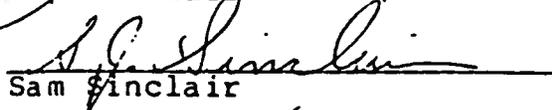
IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its

objects.

DATED at the City of Ottawa, in the Province  
of Ontario, this 6<sup>th</sup> day of December, 1985.

  
Jim Sinclair

  
Sam Sinclair

 for M.M.F.  
Yvon Dumont



