



RÉSEAU
de la communauté
autochtone à Montréal

Montreal
Indigenous
Community
NETWORK

By-Laws

Ver. 2

Adopted by the Board of Directors on September 25, 2019

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A by-law relating generally to the conduct of the affairs of Montreal Indigenous Community NETWORK (the "Corporation")

1. Definitions

In this by-law and all other by-laws of the NETWORK, unless the context otherwise requires:

"**Act**" means the Companies Act (Québec), CQLR, chapter C-38 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "**director**" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as written or amended and which are, from time to time, in force and effect;

"**Indigenous**" means a person belonging to an Indigenous group, nation, or community. Indigeneity implies a relationship to both territory and people; this means that a person can clearly identify the name of the Indigenous territory that they are from, the relationship that they hold to that community, as well as the Indigenous group, nation, or community that belongs to that territory. The group, nation, or community recognizes and accepts that individual as belonging to their community.

"**Indigenous Organization**" means any organization (including service providers, grassroots groups, businesses, non-profit and governments) that was founded by an indigenous person or group, or that is lead by indigenous people or where there is a majority of indigenous staff or where the board is indigenous. An exception would be a group experimenting growth.

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**notice**" includes written communications, either by email or in its newsletter, or published on the NETWORK's website, so as to communicate with the intended member or members.

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

"**participant-member**" means a person who participates in NETWORK programming or activities.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, a body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Name

The organization's official name is "Montréal Indigenous Community NETWORK" and, in its shortened form, "the NETWORK". In French the name of the organization is "RÉSEAU de la communauté autochtone à Montréal", with its shortened form being "le RÉSEAU". Throughout these bylaws, "the NETWORK" means "Montréal Indigenous Community NETWORK".

4. Mandate

The mandate of the NETWORK is to act as a gathering space within the ecosystem of individuals and groups committed to improving the quality of life of the Indigenous community living in Montreal to:

1. Share information and transfer knowledge about the needs of Indigenous Peoples;
2. Prioritize needs and identify solutions;
3. Develop joint projects that address gaps and duplication of services;
4. Create and strengthen working relationships among partners.

5. Head Office

The Head Office of the NETWORK shall be in Montreal, Quebec. In addition to its Head Office, the NETWORK may establish other offices or places of business as determined by the board.

6. Membership

Membership is open to anyone who agrees with and supports the mandate, goals and activities of the NETWORK. Members must fill out an application, which will be used by the board to keep records of the membership. The term of membership shall be annual, subject to renewal.

The NETWORK recognizes two categories of members: full members and associate members. The following conditions of membership shall apply:

a. Full Membership

Any Indigenous individual living, working, or studying in the greater Montreal area, permanently or temporarily who agrees with and supports the mandate, goals, and activities of the NETWORK may be eligible for membership. The term of membership shall be annual, subject to renewal in accordance with the policies and procedures of the NETWORK.

Any Indigenous organization (refer to previous definition of 'Indigenous Organization' under 1. Definitions on page 2), (including service providers, grassroots groups, companies, businesses, government agencies and non-profit organizations) operating in the greater Montreal area, who agrees with and supports the mandate, goals, and activities of the NETWORK may be eligible for Full membership. The term of membership shall be annual, subject to renewal in accordance with the policies and procedures of the NETWORK.

A full member is entitled to receive notice of, attend, and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.

In accordance with the policies and procedures of the NETWORK, organizational members must delegate a representative to vote on their behalf, and if a person is representing an organization and is also themselves a community member, they are only entitled to (1) vote.

b. Associate Membership

An associate member is an individual, a company, a government agency, a non-profit organization, or other association that does not meet the criteria for Full Membership, and that supports the goal and the activities of the NETWORK.

Associate membership may be available to persons who have applied for membership in the NETWORK.

Associate memberships are non-voting members and shall be entitled to receive notice of and observe meetings of the members of the NETWORK.

c. Obligations of Membership

To ensure meaningful collaboration and alliances, all members must abide by the by-laws and the policies and procedures of the NETWORK.

d. Ending Membership

Membership ends after one (1) year and is renewable in accordance with the membership policy. A member can terminate their membership at any time, but either a verbal or written notice to the NETWORK is required; in which case such resignation shall be effective on the date specified in the resignation.

Memberships end in instances where the member dies, or, in the case of a member that is a corporation, the corporation is dissolved. If the NETWORK dissolves, membership ends.

Membership can be ended if a member is expelled in accordance with any discipline of members section, or is otherwise terminated in accordance with the policies, procedures, or by-laws.

e. Effect of Ending Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the NETWORK automatically cease to exist.

f. Discipline of Members

Upon such recommendation(s) of NETWORK staff, the board shall have authority to suspend or remove any member from the NETWORK for any of the following reasons:

1. violating any provision of the articles, by-laws, or written policies and procedures of the Corporation;
2. inappropriate behavior and/or conduct considered harmful to the NETWORK or its members; or,
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NETWORK.

In such event, a representative of the board shall provide an immediate notice and reason(s) to the member for the proposed suspension or removal. The member may respond through written or oral submissions to the board within one (1) month of receiving the notice to suspend or remove their

membership. In the event that no submissions are received by the board, the decision of suspension or removal is final. When submissions are received, the board will consider such submissions in arriving at a final decision and shall notify the concerned member within a month from the date of receipt of the submissions.

Any member who has had their membership removed loses the rights associated with NETWORK membership for the period of time specified in the notice rendered by the board.

g. Membership Dues

There shall be no membership dues unless the board of directors decides otherwise.

7. Membership Meetings

a. Annual General Meetings

The Annual General Meeting (AGM) of NETWORK members shall be held by the board within four (4) months of the fiscal year on such dates, and in such location in Montreal, as decided by the board no later than July 31st of each year.

Business at the AGM shall consist of receiving and considering reports from the NETWORK and auditor, electing new directors of the board, appointing the auditor for the year, and transacting any other business which, by law, ought to be transacted at an annual meeting, or such other business that may be proposed by members on the agenda for consideration.

b. Special General Meetings

Any issue needing attention between AGMs can be discussed and voted on at a Special General Meeting (SGM). The board of directors shall call a SGM on requisition of members and can be called for by resolution of the board or by petition of at least 25% of the voting Membership on the updated membership list.

If an SGM is called by petition, the board of directors will hold a meeting within fourteen (14) days of receiving the petition.

If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Special Meetings are held at a location in Montreal decided by the board or by the persons who are calling the meeting.

c. Gatherings

The NETWORK shall hold gatherings throughout the year. Each gathering shall have a clear objective and will bring together specific members who are best positioned to reach that objective.

d. Persons Entitled to Attend Meetings

Members, directors, guests invited by members and directors, staff, the public accountant of the NETWORK are entitled to be present at a meeting of members. However, only those with full membership are entitled to cast a vote at the meeting.

e. Notice of Members Meetings

At least twenty-one (21) days prior to the date determined for any Gathering and AGM and at least fourteen (14) days prior to the date fixed for a SGM, notice of the time and place and an agenda of items to be discussed shall be given to members of the Corporation in the following manner:

- Public notices will be posted on the NETWORK's website; or
- at least once in a regular publication or email of the Corporation that is sent to all its members.

No error or omission in giving notice of any Gathering, AGM, or SGM shall invalidate such meeting or make void any proceedings taken thereat.

f. Quorum

The quorum at AGMs and SGMs shall consist of 10 members present at the assembly; the members of the board of directors and the staff members do not count towards quorum. If a quorum is present at the beginning of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is lost during the meeting.

If no quorum is present at an AGM, the meeting shall be adjourned for at least one week to the same time; the location will be dependent on availability of space.

g. Voting

At any meeting of members, the preferred mode of decision-making shall be done by consensus. In instances where consensus cannot be reached, decisions shall be determined by a simple majority vote (50% +1). In case of a tie, the Chairperson of the general assembly will break the tie by voting.

8. Board of Directors

The general purpose of the board of directors is to maintain the vision and integrity of the NETWORK. Their work must be done in the best interest of the organization and be demonstrated through their performance and willingness to collaborate and maintain reciprocal alliances with our partners and members. Indigenous organizations are not a part of or represented on the board of directors.

a. Composition

The board shall consist of seven (7) seats and among this number, a President, Vice-President, Secretary, and Treasurer will be elected. Board seats shall be filled by Indigenous individuals who are Full Members of the NETWORK.

b. Powers

The board of directors manages the affairs of the NETWORK and exercises all the powers necessary for that purpose. The Executive Committee is given powers authorized by the board.

c. Executive Committee

The Executive Committee of the Board of Directors shall be comprised of a President, Vice-President, Secretary, and Treasurer. Their collective duty is to manage and supervise the activities being carried out by the NETWORK.

i. President

The President of the Executive Committee shall be the main representative of the board of directors. The president shall, among other tasks that are asked by the board, have general supervision of the affairs of the Corporation. Other duties include, but are not limited to:

- Chairing meetings of the board;
- Preparing agendas for board meetings and overseeing the preparation of annual reports;
- Ensuring that all orders and resolutions of the board are carried into effect.

ii. Vice-President

The Vice-President will have the same powers and responsibilities as the President and will co-Preside the NETWORK's board of directors with the President.

iii. Secretary

The Secretary shall be responsible for keeping minutes for all board meetings (including executive meetings) and all other records pertaining to said meetings. The Secretary maintains an accurate list of NETWORK members and is in charge of giving notice for meetings, as well as other tasks that are asked by the board.

iv. Treasurer

The Treasurer is responsible for receiving and depositing such monies paid to the NETWORK in the correct bank account, ensuring that complete and accurate accounts are maintained, as well as other duties asked by the board.

d. Election

Candidates for board positions are invited to put their candidacies forward throughout the year, in accordance with the Election policy. Full members of the NETWORK may make formal nominations of these candidates at the AGM. The Chair of the AGM will then list the candidates and call for a vote, in accordance with the Election policy. The election of board seats will occur by a majority of members present at the AGM.

Specific executive positions of the board shall be decided at the first Board meeting following the AGM.

e. Term of Office

In accordance with the policies, with the exception of the first AGM, the directors will be elected for two (2) year terms. At the end of their term, board members may be re-elected for a maximum of 3 consecutive terms to board positions.

f. Vacancies

In case of resignation, removal of a director being unable to fulfill their responsibilities, the vacancy may be filled for the unexpired portion of their term by an election at a SGM called for such purpose.

Alternatively, the board of directors may, by resolution, decide to appoint a temporary board member for the remaining portion of the term or until the next AGM. This appointment must be confirmed at the following AGM by a majority of voting members present at said AGM. The term of this board seat will begin retroactively to the date of the board meeting appointing the board member.

g. Resignation

Board members can resign by informing the Secretary in writing. A board member may be considered to have resigned if they have been absent without good reason for three (3) consecutive meetings of the board.

h. Removals

Directors may be removed from their position upon the vote of a majority of the members at an SGM called for such purpose. Reasons for removal may include the refusal to follow NETWORK by-laws, exhibiting behaviour that is harmful to NETWORK staff and members, or committing an act that contradicts the NETWORK's mandate.

i. Indemnity and Limited Liability of the Board

The NETWORK will indemnify its directors past or present, all costs or expenses of whatever nature, arising from a civil, criminal, or administrative lawsuit of which they are a party as a result of their involvement with the organization, except if these persons have committed a grave error, gross negligence or a fraudulent act.

The NETWORK does not otherwise pay or compensate its directors for their services to or involvement with the Board.

9. Board Meetings

a. Quorum

Quorum is 50% + 1 of occupied seats. Vacancies shall not count towards quorum.

b. Voting

The board will favour decision-making by consensus. When consensus cannot be reached, a vote will be held, and passed by a simple majority (50% +1).

c. Standing Committees

There shall be four permanent standing committees of the board of directors: the Executive Committee, the Finance Committee, the Human Resources Committee, and the Public Relations Committee. The board of directors shall appoint the chairman and members of each committee. At least one member of each committee shall be from the board of directors; other members shall be members or associate members of the Corporation. The board members on each committee will report to the board on the activities of their Standing Committee.

d. Other Committees

In accordance with policies and procedures, the board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes. The Terms of Reference for the other committees or advisory bodies are set by the Board of Directors and these other committees operate at the will of the board and for the purposes set out by the board.

e. Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named; the board is required to meet on a quarterly basis minimum, plus the AGM, and plus any other pertinent meetings;

f. Notice

Notice of board meetings shall be sent out seven (7) days in advance by the Secretary, unless otherwise specified.

g. Alternative Methods of Participating

In accordance with the Board Meeting Policy, in circumstances where board members cannot physically attend meetings, they may participate and vote by phone, video conference, web-conference, email, or any other means of communication that permits all participants communicate clearly with each other.

h. Signed Resolution

A written Resolution, adopted in writing by a majority of the directors of the board, is valid and has the same effect as if it would have been adopted at a meeting of the board of directors. Such a Resolution shall be included in the NETWORK records, the same as for regular minutes of meetings. It shall note the results of the written vote accepting the written motion. For clarity, a written resolution may be adopted by electronic means.

i. Conflicts of Interest

A conflict of interest happens when a board member's personal interest could reasonably be perceived as conflicting with their obligation to further the NETWORK's interests. Conflicts of interests could be either legal, financial or relational in context.

A board member must disclose any conflict of interest to the board.

For greater certainty, directors who are participant-members shall not vote, participate in deliberations, or be present when personnel files or other individual participant-members are discussed.

10. Dispute Resolution Process

In the event that a dispute or conflict among the NETWORK's membership cannot be resolved in private meetings between those involved, such dispute or disagreement shall be settled by the process as laid out in the policies and procedures of the NETWORK.

11. Finances

a. Financial Year

The fiscal year of the NETWORK shall be from the 1st day of April to the 31st day of March the following year.

b. Availability of Financial Report

The most up-to-date financial statements shall be presented at the AGM and they will be available for membership and third parties to consult upon request. The annual audited financial statements will be available online with the annual report.

c. Signing Officers

The signing officers shall be the President, the Treasurer and the Executive Director. In the instance that there are no board members available to sign required documents, the board may designate, appoint, or authorize signing officers of the NETWORK by ordinary resolution.

d. Auditors

At each AGM, members will appoint an Auditor to audit the Financial Books of the NETWORK. The Auditor will hold office until the next AGM. Remuneration of the Auditor will be fixed by the board of directors.

12. Disposal of Assets

If, for any reason, the NETWORK shall terminate its activities or operations then, after payment of all its liabilities of every nature and kind, all assets, including any lands and buildings, shall be turned over without charge whatsoever to a registered charitable Corporation or Corporation's having objectives the same as or similar to those of the NETWORK, such charitable Corporation or Corporation's to be determined at a special general meeting of the members called for the purpose aforesaid.

13. By-laws and Effective Date

The board of directors may, by resolution, adopt, amend, or enact new by-laws that regulate the activities or affairs of the NETWORK, in keeping with the Act and to Letters Patent. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.