

**WHEREAS the Métis & Non-Status are recognized as Indian in section 35 of the Canadian Constitution 1982 and,**

**WHEREAS, the Association of Métis, Non and Status Indians Saskatchewan is created to be the democratic and self-governing representative body of the Saskatchewan Indigenous community; and**

**WHEREAS, the Association of Métis, Non and Status Indians Saskatchewan has been created as a body corporate in order to conduct political, financial and administrative affairs relating to the Saskatchewan Indigenous community and to otherwise carry out its objectives; and**

**WHEREAS, the Association of Métis, Non and Status Indians Saskatchewan comprises members from Indigenous communities, villages, towns & cities in Saskatchewan;**

**BE IT HEREIN ENACTED:**

**BYLAW NO. 1 A.M.N.S.I.S. PURPOSE, MEMBERSHIP, OPERATIONAL FRAMEWORK.**

**BYLAW NO. 2 A.M.N.S.I.S. ORGANIZATIONAL FRAMEWORK**

**BYLAW NO. 3- A.M.N.S.I.S. ELECTIONS**

**BYLAW NO. 4 A.M.N.S.I.S. GOVERNANCE**

 **Of the**

**ASSOCIATION OF MÉTIS, NON AND STATUS INDIANS SASKATCHEWAN CORP. HEREAFTER REFERRED TO AS THE A.M.N.S.I.S.**

 **Version 2.0 16 AUGUST 2023**

**BYLAW NO. 1 – PURPOSE, MEMBERSHIP, OPERATIONAL FRAMEWORK**

**ARTICLE I: PURPOSE & OBJECTIVES OF THE A.M.N.S.I.S CORPORATION**

AMNSIS is the political advocacy organization of Saskatchewan’s off-reserve First Nations, Métis and Non- status, and Southern Inuit peoples who have chosen to be represented by AMNSIS, and who are recognized under Section 35 of the Constitution Act, 1982.

The Association of Métis, Non-Status & Status Indians, Saskatchewan (AMNSIS) is the only not- for- profit corporation in Saskatchewan that is an admitted provincial territorial organization (P.T.O.) of the National Indigenous Organization known as the Congress of Aboriginal Peoples, (CAP).

1.2 The goal and objectives of AMNSIS are:

a. To provide a political voice for off reserve First Nations, Métis and Non- status and southern Inuit peoples in Saskatchewan toward the implementation of the inherent right to self-determination and self-governance.

b. To advocate for a renewed, nation-to-nation relationship between the Crown and Indigenous peoples based on recognition of rights, respect, cooperation and partnership, and rooted in the principles of the United Nations Declaration on the Rights of Indigenous Peoples.

c. To represent the collective and individual interests of its Saskatchewan Indigenous constituency.

d. To be a political forum for determining and harmonizing effective measures toward reaffirmation, protection and implementation of Indigenous, Treaty and Land Claim Rights as Indigenous peoples in Saskatchewan.

e. To promote, preserve and protect the right to maintain and strengthen indigenous political, legal, economic, social and cultural institutions.

f. A.M.N.S.I.S. will foster nation-to-nation relationships with those other Indigenous organizations who act for and in the common good for the advancement of Indigenous peoples.

g. To build and maintain an AMNSIS citizen’s database based on the kinship of off- reserve First Nations, Métis, and Non-Status Indians and southern Inuit residing in Saskatchewan.

**ARTICLE II: POLITICAL AFFILIATION**

The organization shall not be affiliated with any political party

**ARTICLE III: MEMBERSHIP**

DEFINITIONS AND APPLICATIONS FOR MEMBERSHIP

(a) **“Métis”** means an Indigenous person who self-identifies as Métis;

(b) **“Non-Status**” means an Indigenous person who self-identifies as Non-Status;

(c) **“Off-Reserve”** First Nation means a status, treaty Indigenous person who chooses to live off of their home reserve lands.

(d) **“Bylaw”** means statutory authority to set, pass and regulate laws of governance.

d) **“Board”** means AMNSIS Board of Directors.

e) **“AGA**” means Annual General Assembly.

f) **“Special Assembly”** means a General Assembly called for a specific purpose by the Board of Directors.

g) **“Community”** shall include any Indigenous community recognized by the AMNSIS Board of Directors.

h) **"Executive"** shall mean the Executive members of the A.M.N.S.I.S. who are elected province- wide and includes the President, Vice-President, Treasurer, and Secretary.

(i) **"General Assembly"** shall mean a meeting of the A.M.N.S.I.S. as set out in the Articles of Incorporation.

(j) **"Charter Community Entity**” is an Indigenous multi-distinct community that has entered into an A.M.N.S.I.S Community Entity Charter agreement with A.M.N.S.I.S.

(k) **"Community Entity Charter Agreement"** means the written agreement that sets out the terms of the relationship between a Community, within a geographical constituency and the A.M.N.S.I.S.

l) **“President”** means the President of the AMNSIS Board of Directors.

m) **“Vice President”** means the Vice President of the AMNSIS Board of Directors.

n) **“Director”** means a Director elected to the Board of Directors for the AMNSIS.

o) **“Committee”** means any standing or ad hoc group of people officially established by the Board of Directors, AGA or Special Assembly to perform a specific function.

p) **“Committee Chairperson”** means a Director of the Board chosen to lead a standing or ad hoc

 committee of the AMNSIS Board.

q) **“Consensus”** means all Board of Directors present at a duly-constituted meeting support a proposed decision.

r) **“Majority”** means more than fifty percent (50%).

s) **“Ex-Officio”** means membership by virtue of office or position and furthermore that such person is not granted voting privileges and is not counted in the quorum of committee.

t) **“In writing”** includes print in hard copy and/or electronic form.

**CLASSES OF MEMBERSHIP**

The classes of membership in the organization are as follows;

(a) Individual Member

Any person, who is of Indigenous ancestry, is 16 years of age and a resident of Saskatchewan is entitled to membership in the A.M.N.S.I.S.

**ARTICLE IV: TERMINATION OF MEMBERSHIP**

Individual membership shall terminate upon the happening of one or more of the following events;

1. Death

2. It is determined by the A.M.N.S.I.S. that membership was granted as a result of the member:

(a) Misrepresenting that he/she is Indigenous; or

(b) Providing false information or documentation related to the application for membership or;

(c) Concealing information which was required to be provided to the A.M.N.S.I.S. as part of the application process.

**ARTICLE V: A.M.N.S.I.S ORGANIZATIONAL STRUCTURE**

1. A.M.N.S.I.S is the Provincial Territorial Organization (P.T.O.) of the Congress of Aboriginal People, (CAP) for the Province of Saskatchewan. A.M.N.S.I.S is divided into five (5) Saskatchewan provincial constituencies. ( **Schedule “A” ).**

2. The five constituencies are:

Northwest Constituency

 Northeast Constituency

West Central Constituency

East Central Constituency

South Constituency

3. Each constituency represents one or more Community Charter Entities. These Community Charter Entities must enter into an AMNSIS Community Charter Agreement **(Schedule “B“ )**

4. The boundaries and governance protocols establishing “AMNSIS Provincial Constituencies, charter community entities and constituency councils” are as set out in A.M.N.S.I.S .By-Law No. 1.and Schedule “A”.

**ARTICLE VI: A.M.N.S.I.S. BOARD OF DIRECTORS - FAILURE TO ATTEND MEETINGS**

A member of the Board who fails to attend three consecutive Board meetings without cause acceptable to the Board shall be liable to dismissal ipso facto. For greater certainty, the dismissal shall take effect from the date of the relevant third meeting unless cause acceptable to the Board is shown at that meeting.

**ARTICLE VII: A.M.N.S.I.S. BOARD OF DIRECTORS: POWER TO REMOVE MEMBERS**

1. The A.M.N.S.I.S. Board shall have the power to remove any officer or director for behavior which is contrary to, or detrimental to, the objectives of the A.M.N.S.I.S., or for behavior which would tend to bring the organization into disrepute.

2. No motion for removal shall apply unless Notice in Writing of Intention to remove the officer/director is delivered to such officer/director seven (7) days in advance of a scheduled Board Meeting.

3. The director in question will have an audience with the A.M.N.S.I.S. Board to plead their case.

4. The A.M.N.S.I.S. Board shall set out a process for the removal of any officer and or member.

5. If at an A.M.N.S.I.S. Board meeting a ‘Recall’ of a board officer has been set as an Order of Business and Article VII: 3 has been applied the following will be deemed grounds for immediate removal:

a. if a majority vote is achieved at said meeting or alternatively;

b. without restricting the generality of the foregoing any petition signed by a majority of voting directors, who by witness to their signature on such petition, are in support of the immediate removal of an officer or director.

**ARTICLE VIII: A.M.N.S.I.S. PRESIDENT**

1. The President shall be the Chief Executive Officer. The President and CEO shall chair all meetings of the Board or, alternatively, with the majority approval of the Board, assign a Director of the Board or a Guest Chair to oversee AMNSIS Board proceedings.

2. The President shall hold office for a term, or terms, each of which shall not exceed four years and three months from the date of election. The date will commence from the date such President is declared elected by the Chief Voting Officer.

3. A candidate for President must have served at least one year as an elected director of the A.M.N.S.I.S. Board.

In the event of an election for the position of President, or any other executive vacancy, an election shall be held in accordance with AM.N.S.I.S Election Bylaw No. 3.

**ARTICLE IX: A.M.N.S.I.S. BOARD MEETINGS**

1. The Board shall meet in person at least 3 (three) times in each calendar year.

2. A meeting of the Board may be convened at the request of the President, or at the request of the majority of the Board members.

3. QUORUM: A majority of the Board shall constitute a Quorum.

**ARTICLE X: A.M.N.S.I.S. GENERAL ASSEMBLIES**

1. An Annual General Assembly (AGA) shall be called once in every calendar year and notice of the meeting date provided to the membership 30 days in advance of the set date.

2. The following business shall be transacted at every annual (AGA), namely;

(a) The Board shall inform the members regarding A.M.N.S.I.S. activities in the previous year:

(b) The members may by resolution of a simple majority in actual attendance at the AGA make, change or revoke Articles of Incorporation or bylaws. Proper notice of the AGM meeting must be given as per Article X.1 and such notice provides the nature of the resolution(s) proposed for amendment.

3. Voting at Annual & Special General Assemblies. Each constituency will be entitled to one delegate per thirty-five (35) members and each of those delegates will have one vote.

4. Constituent Membership lists for all Charter Community charter entities must be provided to AMNSIS, in writing, thirty days prior to all Annual and Special General Assemblies

5. Notice concerning an Annual General Assembly (AGA) shall be sent from the A.M.N.S.IS. Head Office postmarked not less than thirty (30) days before the date set for the AGA to all Community Charter constituencies. Each notice shall provide for the opening and adjournment times which shall be confirmed by a majority vote at the outset of each assembly.

6. The notice concerning an AGA shall specify the place and time of the meeting and shall state the business to be transacted.

7. Providing that proper and sufficient notice, as set forth in Article X: 4 , has been given, there shall be no minimum nor maximum number of constituent delegates entitled or required to conduct or hold any meeting of the assembled. Any motion to extend the time set for adjournment shall require an affirmative vote of a simple majority.

8. The Assembly may, by majority vote, move to adjourn at any time prior to the times so determined.

9. Quorum for the purpose of an Annual General Assembly shall be a majority of the registered delegates in attendance.

**ARTICLE XI: A.M.N.S.I.S. SPECIAL GENERAL ASSEMBLY**

10. A Special General Assembly of the members may be called at any time, by the A.M.N.S.I.S. Board, provided that the notice required for an AGA (Article X. 1) is complied with and that the purpose for the assembly, and the business proposed for consideration is stated in the notice of such Special General Assembly.

**ARTICLE XII: A.M.N.S.I.S. ELECTION OF OFFICERS AND EXECUTIVE**

11. The A.M.N.S.I.S Annual General Assembly or a Special Assembly held for that purpose shall enact an Election bylaw for the regulation of the A.M.N.S.I.S. elections of its Executive Officers; namely: President, Vice-President, Secretary and Treasurer.

12. The A.M.N.S.I.S. Elections for its Executive Officers shall commence by August 31st, 2024 and every four years, thereafter.

***ARTICLE XIII EXECUTIVE OFFICER VACANCIES***

***In the event a vacancy occurs in any one (1) of the four (4) Executive Officer’s positions due to the following reasons:***

1. ***the officer's resignation or removal,***
2. ***such officer ceasing to be a director or***
3. ***such officer's death.***

***The directors may, by resolution, appoint a director to fill such vacancy for a term the Board deems appropriate. Two or more offices may be held by the same person.***

**ARTICLE XIV: MISCELLANEOUS**

13. No elected officer or Director of the A.M.N.S.I.S. board may work for the corporation, either as an employee or by contract, other than the fulfillment of the obligations of his or her position.

14. For greater clarity, and not restricting the generality of the foregoing, no person who receives remuneration either by way of Officer/Director’s fees or as payment for the holding of any office within a constituent community charter entity shall be considered an employee of the corporation. No person elected to office shall; by reason only, of having failed to be re-elected to such office, be entitled to any further or other notice, or to any severance pay or any other employee benefit.

**ARTICLE XV: A.M.N.S.I.S. BYLAW AMENDING FORMULA**

1. The Bylaws shall be amended by fifty one percent (51%) of the registered delegates only at an Annual General Assembly or a Special Assembly held for that purpose.

**ARTICLE XVI: A.M.N.S.I.S BYLAW(S) IMPLEMENTATION**

1. The Bylaw(s) shall take effect upon adoption at an Annual General Assembly or at a Special Assembly called specifically for such purpose and is subject to amendments validly passed as per Article XIV by the Assembly present.

**BYLAW NO. 2 – A.M.N.S.I.S. ORGANIZATIONAL FRAMEWORK**

Relating to the organizational framework of the Association of Métis, Non and Status Indians Saskatchewan (hereinafter called the “Corporation”)

**PURPOSE:**

On November 17, 2020, a Certificate of Amendment was filed with the Government of Saskatchewan’s Director of Corporations, amending its articles under The Non-Profit Corporations Act, 1995 changing its name and restoring the Association of Métis, Non and Status Indians Saskatchewan Inc. (AMNSIS). The A.M.N.S.I.S Bylaw No. 1 is herein enacted to establish the structural and organizational framework for how the entity of the Association of Métis, Non and Status Indians Saskatchewan will conduct business.

A.M.N.S.I.S is the Provincial Territorial Organization (P.T.O.) of the Congress of Aboriginal People for the Province of Saskatchewan. A.M.N.S.I.S is herein divided into five (5) Saskatchewan provincial constituencies. The five constituencies are:

Northwest Constituency

Northeast Constituency

West Central Constituency

East Central Constituency

South Constituency

Each constituency represents one or more Community Charter Entities. These Community Charter Entities must enter into an AMNSIS Community Charter Agreement (Schedule ”B“)

The objective is to create a model of governing that is responsive to the needs and interests of the Indigenous constituents of Saskatchewan for which it advocates while establishing a uniform rule of law by which the communities within its jurisdiction will operate.

**DEFINITIONS:**

**“Community”** mean those individuals who, residing in an recognized village, town, city within a defined AMNSIS constituency geographical area; and who are related to each other through kinship connections of a historical, cultural, or traditional nature

**“Community charter entity**” means an incorporated non-profit Indigenous community organization that has experience with unmet human, educational, environmental, or social development needs; and meets other such criteria as the A.M.N.S.I.S may establish.

**‘A Constituency Council”** is a Council comprised of charter community entity Presidents within a defined A.M.N.S.I.S. Constituency Boundary

**“Elder, Women & Youth Secretariat(s**) “mean an incorporated administrative group of AMNSIS that supports the work of the AMNSIS President & Board of Directors. The AMNSIS Board is the central decision-making body of the organization; and as such the AMNSIS Board is the forum in which the Executive and Directors of the Board reach agreement on goals, policies, and programs.

**ARTICLE I: COMMUNITY CHARTER ENTITIES**

1.1 The A.M.N.S.I.S. identifies governance objectives for growth within its defined constituency geographic boundaries, while recognizing the right of self-determination for those community charter entities within each of its five (5) constituency defined boundaries.

1.2 Community charter entities are responsible for the development of community capacity. The progress and development of community capacity will be facilitated and/or augmented whenever possible, through A.M.N.S.I.S. bilateral agreements and resources for related programs and services.

1.3 The incorporated community charter entity members are the principal owners of the Community charter entity. A.M.N.S.I.S. Community charter entities whose elected presidents are authorized signatories to an A.M.N.S.I.S. Community charter entity Agreement are responsible to exercise the tenets and spirit of the Charter agreement. The charter community as owners is responsible to resource day- to -day community and constituency operations.

1.4 Only those Community charter entity Presidents whose entity is incorporated and in good standing can stand for and/or vote to elect a Constituency Director to the A.M.N.S.I.S. Board.

**ARTICLE II: CONSTITUENCY COMMUNITY CHARTER ENTITIES SIGNATORIES**

The Constituency Council is composed of all duly constituted Community charter entity Presidents within a geographical A.M.N.S.I.S. Constituency boundary. A.M.N.S.I.S Community charter entities and Constituency Councils shall abide by the structural and organizational requirements outlined in this Bylaw, its license of agreement, and other Constituency governance documents approved from time to time.

I.2 At all times, the Constituency Council(s) and Community Charter Entities will comply with all applicable laws including, without limitation The Non-profit Corporations Act,1995 (Saskatchewan), and any applicable laws of the A.M.N.S.I.S.

1.3 Community charter entities are responsible for the investigation and development of local program and economic opportunities. The Constituency Council must facilitate mutually-beneficial strategies that ensure the broad participation and engagement of community entities within its respective AMNSIS constituency boundary.

1.4 Community charter entities within a defined A.M.N.S.I.S constituency must make decisions consistent with A.M.N.S.I.S. Duty to Consult Policy and Stakeholder Engagement Protocols.

**ARTICLE III: CONSTITUENCY COUNCIL OF COMMUNITY CHARTER ENTITIES: REPRESENTATION ON THE A.M.N.S.I.S. BOARD OF DIRECTORS**

1.1 A Constituency Council comprised of Community Charter Entity Presidents is required to facilitate the election/appointment of a constituency director to the A.M.N.S.I.S. Board of Directors.

*1.2* In the event that a Community Charter Entity President holds an Executive Officer position on the AMNSIS Board and if that community entity is the singular registered charter entity within a specific defined constituency border that community charter entity will be represented on the AMNSIS Board by its Vice-President.

1.3 Each Constituency Council of A.M.N.S.I.S. Community Charter Entity presidents will appoint/elect its Director to the A.M.N.S.I.S. Board of Directors for a minimum term of two (2) years and/or a maximum of four (4) years, three months.

1.4 In the event that an AMNSIS Constituency has only two (2) registered charter community entities the appointment to the AMNSIS Board will fall to the community entity President with the larger registered membership

1.5 In the event that an AMNSIS Constituency has three (3) or more community entities the appointment to the AMNSIS Board will follow the process as set out in Article III 1.2

1.6 The elected/appointed Constituency Council Board Director must report on Constituency progress, operations, investment and business plans as well as any corporate and financial affairs annually at the A.M.N.S.I.S Annual General Assembly.

1.7 A.M.N.S.I.S. Constituency Directors who have been appointed/elected to the A.M.N.S.I.S. Board of Directors must report to Constituency Entity presidents on all A.M.N.S.I.S. Board Decision and Information items and any/all proposed bylaw procedural items.

1.8 Community entities and Constituency Councils must preserve and maintain the assets entrusted to it;

1.9 Community entities and Constituency Councils must provide a mentorship environment in which all employees learn the operation, understand the philosophy, and have the potential to advance within the charter entity/council.

1.10 The Constituency Council must ensure all Community Charter Entity Presidents are confirmed through an election process by their respective community entity. This verification process ensures entity presidents are authorized to act as entity representatives to the Constituency Council.

1.11 AMNSIS Community Charter Entities must ensure their entity remains in good standing with incorporation requirements. This will ensure the facilitation and flow of resources, programs and services as well promotes transparency and good governance practices.

**ARTICLE IV: COMMUNITY CHARTER ENTITY PRESIDENT(S):**

1.1 The A.M.N.S.I.S. Constituency Council will be comprised of Community Charter Entity President(s) and a Constituency Charter Council Director will be elected from amongst the Community charter entity presidents by majority vote to represent the constituency on the A.M.N.S.I.S. Board of Directors.

1.2 Community charter entity President Qualifications & Criteria:

 The Community charter entity president must:

a. not have been declared mentally incompetent.

b. not have declared bankruptcy within the last seven (7) years.

c. not been convicted of an indictable offence within the last five years and provide a CPIC and a vulnerable sector check.

1.3. On an annual basis must provide proof of corporate entity registration and be in good standing for their entity.

1.4 Must be prepared as Presidents of the Community charter entity Agreement to undertake continuous learning and grow the value of A.M.N.S.I.S through knowledge, relationships, learned techniques, procedures, and innovations.

1.5 Facilitate and conduct ratification of a community election and governance bylaws for the community they represent including a Code of Conduct & Ethics Policy.

**ARTICLE V: COMMUNITY CHARTER ENTITIES: TERMS OF OFFICE**

1. The executive officers of Community charter entities shall hold office for a term, or terms, each of which shall not exceed a minimum of two years and up to four years and three months from the date of election, and each of which shall commence from the date such officers shall be declared elected by Community charter entity election bylaws and continue until the date of the next following election pursuant to its community election bylaw.

**ARTICLE VI: COMMUNITY CHARTER ENTITY BOARD POSITIONS**

1. The Community charter entity Board shall consist of:

a) Those individuals who have been elected to the executive officer position of President, Vice-President, Secretary, Treasurer and;

b) Those individuals who have been elected as Directors-at-Large.

2. The Community charter entity Board will be comprised of four (4) executive and those directors-at-large as set out in in a community elections bylaw and thereby shall have the power to manage and administer the affairs of the Community charter entity.

3. Vacancies between regulation elections shall be filled in accordance with the community election bylaws at a special bi-election called for that purpose.

(b) Executive Officers:

(I) The Community charter entity Board shall be administered by a President, Vice- President, Secretary, Treasurer and Directors-at-large, who shall sit on the Community charter entity Board.

(ii) The Community Charter Entity Board shall be elected in accordance with the election bylaw of its incorporation.

(iii) In the advent of “start-up” for a newly constituted community charter entity, constituents can appoint an “Acting Entity Board” providing a local community election is held within 90 days of the incorporation date.

**ARTICLE VII: COMMUNITY CHARTER ENTITY BOARD OF DIRECTORS - FAILURE TO ATTEND MEETINGS**

A member of the Board who fails to attend three consecutive Board meetings without cause acceptable to the Board shall be liable to dismissal ipso facto. For greater certainty, the dismissal shall take effect from the date of the relevant third meeting unless cause acceptable to the Board is shown at that meeting.

**ARTICLE VIII: COMMUNITY CHARTER ENTITY BOARD: POWER TO REMOVE MEMBERS**

1. The Community charter entity Board shall have the power to remove any officer or member of the community charter entity for behavior, which is contrary to, or detrimental to, the objectives of the entity, or for behavior which would tend to bring the community into disrepute.

2. The Community charter entity Board shall set out a process for the removal of any officer and or member.

3. Where the members have complied with the process defined by its community Charter Entity Board, they shall declare the position of such officer/director vacant and institute an election as provided in the election bylaw.

**ARTICLE IX: COMMUNITY CHARTER ENTITY PRESIDENT**

1. The President shall be the Chief Executive Officer of the Community charter entity and shall chair all meetings of the Board.

2. The President shall hold for a term, or terms, each of which shall not exceed four years and three months from the date of election. The date will commence from the date such President is declared elected by the community Chief Voting Officer.

3. A candidate for a community Board Executive officer (President, Vice-President, Secretary, Treasurer must have served at least one year as an elected director of the community board entity.

4. In the event that a vacancy occurs in the office of the President before the expiration of a term, the Board shall appoint a member to the Community charter entity Board in accordance with Article VI 3. (b) (iii) to fill the vacancy unless more than one year remains in the term of that vacancy. In that event an election for the position of President, or any vacancy, shall be held in accordance with Community charter entity bylaws.

**ARTICLE X: COMMUNITY CHARTER ENTITY BOARD MEETINGS**

1. The Board shall meet in person at least 4 times in each calendar year.

2. A meeting of the Board may be convened at the request of the President, or at the request of the majority of Board members.

3. At least ten (10) business days written notice shall be given for Board meetings provided that the notice requirement may be waived with the agreement of the Board.

4. QUORUM: A majority of the Board shall constitute a Quorum.

ARTICLE XI: COMMUNITY CHARTER ENTITY GENERAL ASSEMBLIES

1. An Annual General Assembly (AGA) for all members of the Community charter entity shall be called once in every calendar year and notice of the meeting date provided to the membership 30 days in advance of the set date.

2. The following business shall be transacted at every annual (AGA), namely;

(a) The Board shall inform the members regarding the entity’s activities in the previous year:

(b) The members may by resolution of a simple majority in actual attendance at the AGA make, change or revoke entity articles of incorporation or bylaws. Proper notice of the AGM meeting must be given as per article XI.1 and such notice provides the nature of the resolution(s) proposed for amendment. Any bylaw changes being put forth by the Community charter entity board must accompany the notice of the AGA meeting

3. VOTING: At all General Assemblies, each voting member shall have one vote.

4. Notice concerning an Annual General Assembly (AGA) shall be sent from the Community charter entity office postmarked not less than Thirty (30) days before the date set for the AGA to all registered members of its Entity community. Each notice shall provide for the opening and adjournment times which shall be confirmed by a majority vote at the outset of each assembly.

5. The notice concerning an AGA shall specify the place and time of the meeting, and shall state the business to be transacted.

6. Providing that proper and sufficient notice, as hereinafter set forth, shall have been given, there shall be no minimum nor maximum number of constituents entitled or required to conduct or hold any meeting of the membership. Any motion to extend the time set for adjournment shall require affirmative vote of a simple majority of the members pre-registered or as walk-in constituents and subsequently confirmed to be a member on the first day of such meeting. The Assembly may, by majority vote, move to adjourn at any time prior to the times so determined.

7. Quorum for the purpose of an Annual General Assembly shall be a simple majority of the registered community charter entity constituents in attendance.

**ARTICLE XII: COMMUNITY CHARTER ENTITY SPECIAL GENERAL ASSEMBLY**

A Special General Assembly of the members may be called at any time, by the Board, provided that the notice required for an AGA is complied with and that the purpose for the assembly, and the business proposed for consideration is stated in the notice of such Special General Assembly.

**ARTICLE XIII: ELECTION OF COMMUNITY CHARTER ENTITY OFFICERS AND EXECUTIVE**

The Community charter entity Executive Board shall pass bylaws for the regulation of the elections of community members to its Community charter entity Board.

**ARTICLE XIV: MISCELLANEOUS**

1. No elected officer of the Community charter entity board may work for the corporation, either as an employee or by contract, other than the fulfillment of the obligations of his or her position within the entity.

2. For greater clarity, and not restricting the generality of the foregoing, no person who receives remuneration either by way of Officer/Director’s fees or as payment for the holding of any office within the community charter entity shall be considered an employee of the corporation. No person elected to office shall by reason only of having failed to be re-elected to such office be entitled to any further or other notice, or to any severance pay or other employee benefit.

**ARTICLE XV: COMMUNITY CHARTER ENTITY BYLAW AMENDING FORMULA**

l. The Community charter entity bylaws shall only be amended by 51% of the members of the Annual General Assembly and ratified by a 51% majority.

2. All proposed amendments to the Community charter entity Bylaws must be registered with the A.M.N.S.I.S. Head Office thirty days prior to the Community charter entity Annual General Assembly.

**ARTICLE XVI: IMPLEMENTATION**

l. The Community charter entity Bylaws shall take effect upon its adoption at its Annual General Assembly subject to amendments validly passed by the Assembly present, and at the conclusion of the Assembly.

**ARTICLE XVII: REMOVAL OF COMMUNITY CHARTER ENTITY PRESIDENTS**

Community charter entity presidents must, at all time act honestly and in good faith. If Community charter entity presidents fail to discharge their duties, they can be removed subject to a Community charter entity board resolution. Community charter entity presidents will be removed in the following circumstances:

1.1. Failing to attend three (3) consecutive meetings without reasonable cause;

1.2. Failing to be in compliance with Community charter entity requirements;

1.3. Conviction of an indictable offense;

1.4. Resignation;

1.5. Other egregious circumstances;

1.6. Death.

**ARTICLE XVIII: CONSTITUENCY COUNCIL OF CHARTER COMMUNITY ENTITIES: ROLES AND RESPONSIBILITIES**

All Constituency Councils of Community charter entities within an AMNSIS geographical constituency having duly elected/appointed a director, to the A.M.N.S.I.S. Board of Directors must adhere to the following roles and responsibilities:

1.1 Participate in strategic and business planning activities with Constituency community charter entity presidents and ensuring Charter operations are reflective of the goals and objectives of A.M.N.S.I.S.

1.2 Ensure at all times, a strong collaborative relationship exists between the A.M.N.S.I.S.

P.T.O. and its other Constituency charter entity councils within the constituency.

1.3. Represent kinship through the advocacy representation of all Indigenous peoples within its constituency jurisdiction;

1.4. Develop Council Policies, and other rules and procedures aligned with and complimentary to the A.M.N.S.I.S. P.T.O. as required for ethical, efficient, and fiscally sound management.

1.5 Ensure that Council and community charter entity operations are reflective of the AMNSIS Purpose and objectives as set out in the AMNSIS Bylaws.

1.6 Organization and engagement in both formal and informal activities to intervene and act in the best interests of its Indigenous constituents.

1.7 Prepare a communication plan to confer and collaborate with communities within the Council Constituency boundary.

1.8 Table a Constituency Council report to be presented by the constituency AMNSIS Board representative at the A.M.N.S.I.S Annual General Meeting. Information to include but not limited to membership growth, community needs assessments, progress reports and community business plans.

**ARTICLE XIX: AMNSIS ELDER, WOMEN AND YOUTH SECRETARIATS**

1. Purpose

The creation of the AMNSIS Elder, Youth and Women’s Secretariat supports the principal of meaningful participation. This translates into the objective of meaningful participation of all segments of the AMNSIS community to have the opportunity to participate in decision making, including needs assessments, planning, and implementation. Meaningful participation will:

I. Result in meaningful influence of all relevant rights- holders and stakeholder groups, and includes consultation and free, prior and informed consent.

II. Integrates diverse knowledge systems, histories, traditions, languages, and cultures of Indigenous communities in decision-making processes.

III. Requires that communities are enabled and administratively assisted to participate fully.

IV. Requires the AMNSIS to operate in a transparent manner with regard to opportunities for community input.

2. Composition of Secretariat(s)

The Secretariat(s) shall consist of:

I. Each Secretariat will consist of five (5) representatives representing one each of the five AMNSIS constituencies in the Province of Saskatchewan.

II. Each Secretariat will be an incorporated body in its own right.

3. Reporting To:

3.1 The spokesperson for each of the Women’s, Elder and Youth Secretariats will report directly to the President of the AMNSIS Board of Directors.

4. Secretariat(s) Spokesperson

4.1 Each of the Secretariats and the five representatives representing one each from the five AMNSIS constituencies shall designate a member from within each of the respective Secretariat(s) to act as its Spokesperson for a term as set out by that Secretariat.

5. AMNSIS Mandated Secretariat(s) will be set out as follows:

5.1 AMNSIS Women's Secretariat (A.W.S.) - Mandate

The AMNSIS Women’s Secretariat provides assistance to promote the legal, health, social and economic equality of women. The Secretariat works in partnership with its five constituencies and their communities to develop projects, programs and services that benefit Indigenous women from Saskatchewan. A.W.S. endorses and seeks to advance the three priority areas at Women and Gender Equality Canada (WAGE) these are:

I. increasing women’s economic security and prosperity;

II. encouraging women’s leadership and democratic participation; and

III. Ending violence against women and girls.

IV. Assist in the in the promotion and protection of gender equality.

V. Provide assistance to promote the legal, health, social and economic equality of women.

VI. Partner with community on projects that promote the status of women and develop projects, programs and services that benefit women.

5.2 AMNSIS Elder's Secretariat (A.E.S.) - Mandate

To protect the rights of Saskatchewan’s Indigenous elders by promoting direct and meaningful participation in decisions that affect their well-being. The Secretariat will guide in the development of AMNSIS Board policy and programs to ensure the independent self-fulfillment and dignity of elders and ageing constituents.

 AES will facilitate the planning and development of services and programs for elders and the aging by:

(a) co-ordinating plans, policies and programs for the Indigenous elderly

(b) Developing plans, policies and programs for and with Indigenous elderly

The AES will:

I. Protect and promote the rights of elders.

II. Identify the problems faced by the elders and make the policies accordingly and implement them.

III. implement various types of programmes by using elder knowledge, skills and experience

IV. Conduct pre-retirement awareness, readiness and access to social programs.

V. Advance healthcare needs and priorities.

VI. Maintain a database relating to elders.

5.3 AMNSIS Youth Secretariat (A.Y.S.)- Mandate

The AYS will promote, amplify and advance the Truth & Reconciliation Call To Action #66

“We call upon the federal government to establish multi-year funding for community-based youth organizations to deliver programs on reconciliation, and establish a national network to share information and best practices.”

Youth issues are intersectional as youth identify with multiple identities, such as, languages, culture, abilities, conditions of health, occupation, sexual identity, and more. These issues fall under the responsibility of multiple federal departments’ mandates and priorities. The Youth Secretariat will serve as an information portal and resource hub for themselves and youth-serving community initiatives.

The AYS will undertake this by:

I. facilitate youth engagement

II. help intensify youth voices to affect positive change

III. ensure youth perspectives are taken into consideration in policy and decisions

IV. facilitate community-based solutions

V. establish youth-led solutions in leadership & impact, health & wellness, innovation, skills& learning, Employment

**ARTICLE XX: AMENDMENT PROCESS**

1.1 The Bylaw(s) shall only be amended by 51% of the registered delegates of the Annual General Assembly

A.M.N.S.I.S. BYLAW NO. 3- ELECTIONS

A Bylaw relating to the Election regulations of the Association of Metis, Non & Status Indians of Saskatchewan (hereinafter called the “Corporation”)

**ARTICLE I**

This bylaw applies to elections held by A.M.N.S.I.S. for the Board Executive positions of the A.M.N.S.I.S., namely President, Vice-President, Secretary and Treasurer.

**ARTICLE II**

For the purposes of this bylaw the following definitions apply:

1. **Candidate”** – means a member of A.M.N.S.I.S. who:

a) is entitled to hold an elected office in the A.M.N.S.I.S.; and

b) is duly nominated as a candidate for office.

2**. “Chief Voting Officer”** – means the person appointed by A.M.N.S.I.S. Executive Board to fulfill the position of Chief Voting Officer.

3. **“Deputy Chief Voting Officer”** – means a person appointed by the Chief Voting Officer to assist him/her in carrying out the duties and responsibilities of Chief Voting Officer.4**. “Election”** – means an election called pursuant to the bylaws of the A.M.N.S.I.S.

6**. “Voting delegate”** – means a constituent member of the A.M.N.S.I.S. who is entitled to vote pursuant to this bylaw.

8. **“Election Officer”** – means the Chief Voting Officer and any Deputy Chief Voting Officer, Deputy Returning Officer and Poll Clerk appointed by him/her for a particular election.

9**. “List of Delegates”** – means the Preliminary List of Delegates s of A.M.N.S.I.S. as determined and identified by community charter entity & Constituency charter affiliation.

10.**“Community”** – means the association of constituents established at the community level pursuant to the Bylaws of A.M.N.S.I.S.

11. “**Community Executive”** – means the President, Vice-President, Secretary, Treasurer and Directors-at-large of A.M.N.S.I.S community charter entity affiliates.

12**. “Constituent Member”** – means a member of A.M.N.S.I.S.

13**. “Presidential Candidate”** – means a nominated member who is meets the criteria to run for the office of President of A.M.N.S.I.S.

14. “**Community charter entity”** – means a duly constituted community incorporated entity made up of a minimum of 35 members created at the community level in accordance with the Bylaw(s) of the A.M.N.S.I.S.

15**. “Community Elected Officials “–** means the office of the four (4) officers; President, Vice- President, Secretary, Treasurer and Directors-at-Large elected by the voting members in a community.

16. “**Constituency Council”** means a group of elected Constituency community chartered entity Presidents that form a Constituency Council of Presidents within the boundaries of a specific A.M.N.S.I.S. Region.

17**. “Constituency Council or Charter Community Entity elected/appointed A.M.N.S.I.S. Board Member”** - means the individual appointed/elected to represent its Constituency as a Director and voting member to the Board of A.M.N.S.I.S.

**ARTICLE III CHIEF VOTING OFFICER**

1. Annual General Assembly delegates shall determine a person to serve as Chief Voting Officer for each election .The person so appointed shall also have the responsibility to conduct any necessary by-elections while his/her appointment remains in effect.

2. The Chief Voting Officer shall set, manage and conduct the election.

3. The duties and powers of the Chief Voting Officer shall include but not be limited to:

(a) Creating all forms, notices, ballots and documents as may be required.

(b) Appointing a Deputy Chief Voting Officer.

(c) Deciding the eligibility of all candidates to run for office. The decision of the Chief Voting Officer shall be final and not the subject of appeal.

(d) Deciding all challenges to candidates. The decision of the Chief Voting Officer shall be final and not the subject of appeal.

(e) Deciding the eligibility of all members to vote and all challenges to members. The decision of the Chief Voting Officer shall be final and not the subject of appeal

(f) Preparing the List of Voting delegates.

(g) Providing a written report to A.M.N.S.I.S. within 14 days from the date of the election.

(h) Taking all reasonable actions to ensure compliance with this bylaw.

4. The Chief Voting Officer shall ensure that all eligible voting delegates of the A.M.N.S.I.S. are permitted to vote and that no clerical mistake or omission results in the disenfranchisement of eligible voting delegates.

**ARTICLE IV TIMING OF ELECTION**

1. The timing of the election will be held in accordance with AGA provisions.

**ARTICLE V PREPARATION OF LIST OF VOTING DELEGATE**

1. A.M.N.S.I.S. Chief Voting Officer shall post the Preliminary List of voting delegates, within three

(3) Days of the Chief Voting Officer announcing the date and time of the election.

2. The Chief Voting Officer shall decide the procedure to be followed to allow for the revision of the List of Voting Delegates by adding or deleting the names of members including challenges to members.

4. The Chief Voting Officer shall if necessary revise the Preliminary List of Voting Delegates and shall post the List of Delegates.

5. No names shall be added to the List of Delegates by a Deputy Returning Officer on Election Day.

7. The Chief Voting Officer may add the name of a member to the List of Delegates on Election Day after consulting with a Deputy Returning Officer only when there has been an obvious clerical mistake or omission and the member to be added satisfies the Chief Voting Officer that he/she is a voting delegate member of the A.M.N.S.I.S.

**ARTICLE VI: QUALIFICATIONS OF DELEGATES**

1. A member whose name appears on the List of Delegates may vote in an A.M.N.S.I.S. Election.

2. A member can only belong to one community charter entity at any given time.

**ARTICLE VII APPOINTMENT OF CHIEF VOTING OFFICER**

1. The Chief Voting Officer shall appoint a Deputy Returning Officer.

2. A person appointed as Deputy Returning Officer shall hold office from the time appointed until after the election and all recounts and appeals have been completed.

**ARTICLE VIII: NOMINATIONS OF CANDIDATE**

The Chief Voting Officer shall determine when nominations close. The notice shall be posted by A.M.N.S.I.S.

1. Nominations shall be in writing and shall include the candidate’s written acceptance.

2. A member may not be nominated for more than one position.

**ARTICLE IX: QUALIFICATION OF CANDIDATES**

1. Only members of A.M.N.S.I.S. who are residents of Saskatchewan and named delegates to the A.M.N.S.I.S. A.G.A. are entitled to stand for election.

2. To run for a position a person must be a member in good standing of A.M.N.S.I.S. for a minimum of six (6) months and reside within its constituency boundaries.

3. To run for the position of President, Vice- President, Secretary, Treasurer, a member must at some time have held office for at least one (1) year as an officer of the corporation or any of its community charters

4. A member who has a debt or financial obligation owing to A.M.N.S.I.S. that is more than thirty

(30) days in arrears at the date nominations close may not be a candidate. Any member against whom A.M.N.S.I.S. holds an unpaid judgment must pay such judgment in full on or before the date nominations close in order to be eligible to be a candidate.

5. A member who has a contract or an interest in a contract for pecuniary (monetary or financial) gain with A.M.N.S.I.S. at the date nominations close may not be a candidate.

6. A candidate who is employed by A.M.N.S.I.S. must apply for a leave of absence without pay effective on or before the day on which nominations close. A.M.N.S.I.S. shall grant all such applications for a leave of absence.

7. A candidate who is employed by A.M.N.S.I.S. shall, at the time of applying for a leave of absence, submit and be paid all outstanding holiday pay, wages, claims and disbursements.

8. A candidate must meet the requirements of the A.M.N.S.I.S. Code of Ethics & Conduct.

**ARTICLE X CHALLENGE TO CANDIDATES**

1. Within close of nominations, any voting delegate may submit a written challenge to the right of a candidate to run for the office to which he/she has been nominated.

2. The challenge shall be provided to the Chief Voting Officer, along with any documents or other material that support the challenge

3. A copy of the challenge and supporting material shall also be made available to the person being challenged.

4. A voting delegate may only challenge a candidate for the Executive Board of A.M.N.S.I.S. where the challenger is entitled to vote.

5. The Chief Voting Officer may decide a challenge on the basis of the written material, or may set a time when the challenger and the candidate may present their arguments in person.

6. The onus to prove a challenge to the satisfaction of the Chief Voting Officer is upon the challenger.

**ARTICLE XI: ACCLAMATION**

Whereupon at the close of nominations, the number of candidates nominated for an office equals the number to be elected, the Chief Voting Officer shall declare the nominated candidates to be elected.

**ARTICLE XII TOO FEW CANDIDATES**

*Where insufficient candidates are nominated to fill a position, the Chief Voting Officer shall declare a call for further nominations*

**ARTICLE XIII POLL REQUIRED**

Where more candidates are nominated for an office than are to be elected, the Chief Voting officer shall:

1. Announce the names of the candidates that have been nominated, and

2. Announce the times when voting will take place.

**ARTICLE XIV: WITHDRAWALS**

1. A candidate who has been nominated may send a written notice to the Chief Voting officer withdrawing his or her nomination.

2. If such a withdrawal results in insufficient candidates to fill a position, the Chief Voting Officer shall set a time for the receipt of further nominations.

3. If a member who wishes to run for President has already been nominated for another position, he or she shall withdraw from it and if there are not sufficient nominees to fill that position, the Chief Voting Officer shall call for further nominations.

**ARTICLE XV POLLING STATION**

1. A Polling Station shall be established in such places as the Chief Voting Officer may decide.

2. A Polling Station shall not be in premises owned by a candidate or a member of his/her immediate family.

3. Polling Stations in public buildings shall be accessible to disabled and handicapped persons.

4. A Polling Station cannot be established in a private residence

**BYLAW NO. 4: GOVERNANCE**

A By-law relating to the conduct of the Association of, Non & Status Indians of Saskatchewan (hereinafter called the “Corporation”)

**PURPOSE:**

Bylaw No. 3 defines the scope of the A.M.N.S.I.S Board’s responsibilities in the sharing of joint responsibility for organizational and financial well-being.

These Articles represent the Bylaw No. 4 of the A.M.N.S.I.S. and are herein enacted;

**ARTICLE I: INTERPRETATION**

1.1. This bylaw will be interpreted in accordance with and consistent with the A.M.N.S.I.S Bylaw No. 1, Bylaw No. 2: Organizational Structure: A.M.N.S.I.S. Bylaw No. 3. Election

**ARTICLE II: HEAD OFFICE**

1. The head 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.

**ARTICLE III: ANNUAL GENERAL ASSEMBLY**

1. The Annual General Assembly (AGA) shall be held as specified in the Bylaws of AMNSIS.

2. The Board of Directors will make a call for resolutions and recommendations at least forty-five(45) days prior to the date set for the Annual General Assembly. All resolutions and recommendations must be in writing and moved and seconded by full members of AMNSIS.

3. A notice describing the resolutions and recommendations will be sent to all AMNSIS members and by posting on the AMNSIS website and/or official AMNSIS Facebook page.

4. Amendments to the AMNSIS bylaws can be voted on only at Annual General Assemblies or Special Assemblies.

5. The Board of Directors shall prepare and approve the agenda for the Annual General Assembly or Special Assembly.

6. Considerations for AGA agenda items shall be submitted in writing and received by the Board of Directors no less than fourteen (14) calendar days prior to a scheduled meeting of the Board of Directors.

7. The A.M.N.S.I.S. Officers and Directors of the Board must strictly adhere to the AMNSIS Conflict of Interest Policy as referenced in Article 12 (Sections 12.01.02,03 04)

8. A conflict of interest arises when the private interests of a Board of Director or member supersedes or competes with the interests of AMNSIS.

9. Whenever a Board of Director or member has a real, potential or apparent conflict of interest in any matter coming before the Annual General Assembly or Special Assembly that Director or member shall fully disclose the nature of the interest and shall withdraw from discussion, lobbying, and voting on the matter.

10. The AMNSIS AGA shall take place annually as determined by the Board. The AGA is the forum where AMNSIS members set the goals, priorities, policies and business related to the operations of AMNSIS. The AGA also approves any Codes, governing legislation or amendments to the AMNSIS bylaws. The AMNSIS AGA shall decide all appeals which shall be final and binding.

11. At least fourteen (14) days and not more than thirty (30) days written notice shall be given to each member of AMNSIS of any Annual General Assembly or Special Assembly. Notice of any meeting of the Annual General Assembly or Special Assembly where Special Resolutions will be proposed shall be at least thirty (30) days and not more than sixty (60) days and shall contain the text of the Special Resolutions to be submitted at the AMNSIS General Assembly or AMNSIS Special Assembly

12. The AMNSIS delegates shall choose the Chair for the AMNSIS Annual General Assembly or an AMNSIS Special Assembly.

13. Only delegates from the AMNSIS Charter communities have the right to vote in an AMNSIS Annual General Assembly or an AMNSIS Special Assembly.

14. Any individual member of AMNSIS Charter Communities, who is not a delegate of AMNSIS, who has duly registered his or her attendance shall be entitled to be present at a AMNSIS General Assembly or Special Assembly and is entitled to be recognized by the Chair for the purpose of discussion on the floor of the AMNSIS General Assembly, but such individual shall not be entitled to vote.

15. Once the AMNSIS General Assembly or Special Assembly is convened, the Assembly shall appoint a Dispute Resolution Committee comprised of three (3) persons. Board members are ineligible to sit on the committee. The Committee shall select its own Chair. The Committee shall be responsible for resolving any dispute relating to the AMNSIS Annual Assembly or Special Assembly. The Committee shall decide upon its own procedure and the decision of the Committee will be by majority vote and shall be binding unless overturned by the General Assembly.

16. The AMNSIS Board may call Special Assemblies from time to time to deal with specific issues. Special Assemblies have the same authorities of an AGA but confined to only those specific issues on its agenda.

17. The bylaws of AMNSIS may be repealed or amended by a simple majority vote of registered delegates at an AMNSIS Annual General Assembly or Special Assembly.

**ARTICLE IV: ROLE OF THE BOARD**

1. The property and business of the AMNSIS shall be managed by the Board.

2. Board responsibilities shall be that of a governance board that oversees operations by periodically meeting to discuss and vote on the affairs of AMNSIS visions and strategies to set the direction for the organization, as an inductive process where broad ranges of data are reviewed to identify patterns, relationships, and trends. The Board will provide oversight on financial management policies and the protection of personal information; establish governance policies relating to AMNSIS operations; provide recommendations to the AGA, and the tabling of resolutions and policies related to AMNSIS relationships with external bodies and its stand on public policy issues.

3. The Board shall have the power to enter into contracts and may exercise all other powers such as opening bank account(s), issue cheques, enter into loans and lines of credit and the use of credit cards.

4. The Board may from time to time:

a. Borrow money on the credit of the AMNSIS; or

b. Issue, sell or pledge securities of the AMNSIS; or

c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of AMNSIS in order to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Corporation.

5. The Board may authorize any director or employee of AMNSIS or any other person to make arrangements with reference to the monies borrowed or to be borrowed including:

a. terms and conditions of the loan,

b. securities to be given thereof,

c. power to vary or modify such arrangements, and

 authority to generally manage, transact and settle the borrowing of money by AMNSIS.

6. All members of AMNSIS Board shall follow the Articles of Incorporation and bylaws of AMNSIS. The AMNSIS Board shall ensure that AMNSIS practices fiscally sound management. The AMNSIS Board shall have unlimited and timely access to all documents requested, except personal information of employees and members prohibited by law. These documents and their access shall be governed by the Personal Information Protection and Electronic Documents Act.

**ARTICLE V: DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS**

1. Responsibilities - Each Director is expected to become an active participant in a board that functions effectively as a whole.

A Director is responsible to:

a. Be informed of the documents and legislation under which the Corporation exists; its By-laws, mission, values, codes of conduct, and policies as they pertain to the duties of a Director;

b. Keep generally informed about the activities of the Corporation and the Indigenous community, and general trends in the sector(s) in which it operates;

c. Attend Board meetings regularly, serve on committees of the Board when requested and contribute from personal, professional and life experience to the work of the Board;

d. Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Director pursuant to the laws under which the Corporation is incorporated;

e. Be independent and impartial;

f. Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;

g. Act with honesty and integrity and conduct themselves in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the Board’s business;

h. Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision;

i. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;

j. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts;

k. Ask the Directors to review a decision, if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership;

l. Work with the staff of the Corporation on committees or task forces of the Board when requested;

m. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;

n. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation’s By-laws and policies and;

o. Comply with all other codes and policies approved by Bylaws and Board majority.

2. Conduct of Directors. A Director at all times must, conduct themselves in a manner that:

a. Supports the purposes and objectives of the Corporation;

b. Serves the overall best interests of the Corporation;

c. Subordinates’ personal interests, and those of any particular constituency, to the best interests of the Corporation;

d. Brings credibility and goodwill to the Corporation;

e. Respects principles of fair play and due process;

f. Demonstrates respect for individuals and human rights;

g. Respects and gives fair consideration to diverse and opposing viewpoints;

h. Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the Corporation;

i. Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of the Corporation;

j. Ensures that the financial affairs of the Corporation are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship;

k. Avoids real or perceived conflicts of interest;

l. Conforms to the By-laws ratified by the membership..

m. Endorses and exercises the Oath of Office and A.M.N.S.I.S. Non-Disclosure Agreement.

**ARTICLE VI: COMPOSITION OF BOARD OF DIRECTORS**

1.The Board of Directors shall be made up of a maximum nine (9) members, the specific number to be determined from time to time at an Annual General Assembly or at a Special General Assembly called for that purpose..

2. All Directors shall be a resident of the province of Saskatchewan and reside in their area for a period of one (1) year prior to becoming a Director.

3. Directors shall be individuals who are of Indigenous ancestry and:

a. 18 years of age;

b. not declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada;

c. an individual (that is, a corporation cannot be a director);

d. not in bankrupt status;

e. who provide name-based criminal record checks.( RCMP's Canadian Police Information Centre (CPIC) system)

f. Is a certified member of A.M.N.S.I.S. in good standing

4. A Board Member is elected for a term of four (4) years and Three (3) months or as determined by the constituency entity or council and is eligible for re- election for another term.

5. A Board Member, including the President or Vice President, shall cease to be a Member of the Board upon any of the following events

a. the Member dies or is permanently incapacitated;

b. the Member resigns in writing from his or her position;

c. the Member is absent from three (3) or more consecutive Board meetings without a valid reason acceptable to the Board.

6. A Board Member may be suspended by way of resolution approved by a majority of the Board in circumstances that include, but are not limited to the following:

a. jeopardizing AMNSIS, including actions which are detrimental to the funding of the organization;

b. bringing the reputation of AMNSIS into disrepute;

c. performing actions or making statements contrary to the bylaws, codes or policies of AMNSIS;

d. Flagrant disregard for Conflict-of-Interest policies & procedures.

7. In the event a Board Member is to be considered for suspension pursuant to 6 (a., b., c. or d) the Board Member shall be notified by the President of the proposed action. This notice shall be accompanied by a brief statement of the reasons for the proposed suspension. The Board Member shall be given the opportunity to be heard at a meeting of the Board to state why he or she should not be suspended. A Board Member suspended from the Board cannot attend Board Meetings and will not have a vote on matters before the Board.

8. A Board Member may be permanently removed from the Board pursuant to Bylaw No. 1 Article VII (1) or a special resolution at an Annual General Assembly or Special Assembly.

**ARTICLE VII: EXECUTIVE OF THE BOARD OF DIRECTORS**

The Executive Officers of the Board of AMNSIS shall be as follows:

1. The President shall preside at all meetings of AMNSIS and of the Executive, facilitates the business and activities of AMNSIS between meetings of the Board of Directors, and act as the Board of Directors representative to provide direction to staff and consultants between meetings of the Board.

2. The Vice President may take on the duties of the President when the President is not able, and will become the President if the AMNSIS President dies, resigns, is suspended, or removed from the Board or is permanently incapacitated. This appointment will be in effect until the next duly scheduled election date. The Vice President is a member of the Board of Directors and is responsible for assisting the President in organizing and chairing of all AMNSIS meetings, including such matters as preparation of agendas. The Vice President shall perform such other duties as may be prescribed by the Board or the AGA.

3. The Secretary shall be the custodian of the AMNSIS Seal, minutes, and all incorporation documents. When necessary, the Secretary shall report changes to the composition of the AMNSIS Board to the appropriate provincial government bodies. The Secretary shall be responsible for establishing a Board mailing list and shall forward relevant mail and information to all board members. The Secretary may use email or a secure computer for this purpose. The Secretary shall be responsible to give notice of all meetings of AMNSIS and shall attend all meetings and ensure that all votes and minutes of the proceedings are kept in safe keeping. The Secretary shall perform such other duties as may be prescribed by the Board or the AGA.

4. The Treasurer shall have the responsibility to ensure the prudent custody of the funds and securities of AMNSIS and to ensure that full and accurate accounts are kept of all assets, liabilities, receipts, and disbursements of AMNSIS. The Treasurer shall ensure financial statements are circulated at every board meeting. The Treasurer shall present an audited financial statement at the annual AGA. The Treasurer shall have the responsibility to ensure the proper deposit of the monies, securities, and other valuable effects in the name and to the credit of AMNSIS. The AMNSIS Treasurer shall carry out the affairs of AMNSIS with the cooperation of the President and CEO and the AMNSIS management accounting firm. In choosing the individual to fill the role of Treasurer, the Board should be mindful of the need for the Treasurer to have experience in accounting, bookkeeping and financial management.

**ARTICLE VIII: REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

1. In-person meetings of the Board of Directors shall be convened three (3) times per year.

2. Meetings of the Board of Directors shall take place via teleconference when resources are limited for in-person meetings.

**3.** Special meetings may be called at the discretion of the president.

**ARTICLE IX: QUORUM**

1. A quorum shall be fifty per cent (50%) of Officers & Directors and shall include the President or Vice President within the quorum requirement.

**ARTICLE X: FINANCIAL YEAR**

1. The Board by resolution has fixed the financial year as being from April 1 to March 31 of the following year.

2. The AMNSIS Board shall appoint an auditor to audit the financial accounts of AMNSIS should funding exist for this purpose. At every AGA the financial statements and/or the report of the auditor shall be presented, and auditors shall be appointed for the ensuing year.

3. The AMNSIS Executive Officers shall constitute the finance committee, wherein the Treasurer shall assume the position of chair of the finance committee.

4. The finance committee shall be responsible to prepare quarterly financial statements and quarterly budget projections.

5. The Chair (Treasurer) of the finance committee shall be responsible to present a financial report at each Annual General Assembly of AMNSIS.

**ARTICLE XI: SIGNING AUTHORITY**

1.There will be three (3) A.M.N.S.I.S. Board Officers (President, Vice President, Secretary, Treasurer) and /or an employee of AMNSIS designated as corporate signing officers who are authorized by a formal board resolution. Any two (2) of three (3) A.M.N.S.I.S. Board officers shall be required to execute cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange.

**ARTICLE XII: REMUNERATION**

An AMNSIS Board Member may be remunerated and/or paid expenses incurred in the performance of his or her duties.

**Article XIII: CONFLICT OF INTEREST POLICY**

1. Integrity

The A.M.N.S.I.S. Conflict of Interest Policy is intended to ensure the highest standards and maintenance of the integrity of the A.M.N.S.I.S Board of Directors. They shall act at all times in the best interests of the Corporation rather than in the interests of particular constituencies. This means putting the interests of the Corporation ahead of any personal interest or the interest of any other person or entity. It also means performing his/her duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

2. No Pecuniary Benefit

a) No Director shall directly or indirectly receive any profit from her position as such, provided that, notwithstanding anything herein contained to the contrary, Directors may receive reasonable payment for their services and reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-laws and approved by the Board

b) The pecuniary interests of immediate family members (including the immediate family members of a Director’s partner) or close personal or business associates of a Director are considered to also be the pecuniary interests of the Director.

3. Definition of Conflict of Interest.

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director’s objectivity, judgment or ability to act in the best interests of the Corporation and includes conflicts as described in subsection 3. (a; b; c; d; e.) here a conflict of interest may be real, potential or perceived in nature.

a) A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest.

b) A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.

c) A perceived or apparent conflict of interest may exist when a reasonable, well informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.

d) Full disclosure, in itself, does not remove a conflict of interest.

4. Examples of Conflict of Interest on the Part of a Director.

The following examples constitute, without limitation, Conflicts of Interest under this Policy: Any circumstance that may result in a personal or financial benefit to a Director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Corporation other than payment for services of a Director as permitted in this Policy, including contracted work or honoraria; or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc

1. Personal interests which conflict with the interests of Members of the Corporation or are otherwise adverse to the interests of the Corporation.
2. Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the Corporation.
3. Being a member of the board or staff of another board which might have material interests that conflict with the interests of the Corporation or its Members; and, dealing with matters on one board which might materially affect the other board.
4. Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of a Director.
5. Any financial gain to a family member

5. Principles for Dealing with Conflicts of Interest and Financial Associations

1. Disclosure. Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real or perceived conflict of interest or financial association as soon as the issue arises and before the Board or its committees dealing with the matter at issue.
2. Guidance. If the Director is not certain whether she is in a conflict of interest or financial association position, the matter may be brought before the Chair of the Board, the Chairs of the Corporation’s committees, or the Board for advice and guidance.
3. Board Vote. If there is any question or doubt about the existence of a real or perceived conflict of interest or financial association, the Board will determine by majority vote if a conflict of interest or financial association exists. The Director potentially in conflict of interest or financial association shall be absent from the discussion and shall not vote on the issue.
4. Obligation of Fellow Directors. It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest or financial association on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if still unresolved, with the Chair of the Board.
5. Abstention. The Director must declare the matter in advance and if decided by the Board, shall abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and/or shall leave the meeting room for the duration of any such discussion or vote.
6. Recording of Minutes. The disclosure and decision as to whether a conflict of interest or financial association exists shall be duly recorded in the minutes of the meeting.

**ARTICLE XIV: REMOVAL OF BOARD MEMBERS**

1. A Board Member, including the President or Vice President, shall cease to be a Member of the Board upon any of the following events:

a) The member dies or is permanently incapacitated;

b) The member resigns in writing from his or her position;

c) The member with the exception of the President or Vice President holds any salaried position within AMNSIS;

d) The member no longer resides in the province of Saskatchewan

e) The member is absent from three (3) or more consecutive Board meetings without valid reason acceptable to the Board Article

f) The member is removed subject to Bylaw 1 Article VII 1.

**ARTICLE XV: BOARD DISPUTE RESOLUTION POLICY**

The board of is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten the functioning of the board.

1). Scope

This policy refers to disputes:

a. Between directors;

b. By a director regarding a board policy, process or procedure; and

c. By a director regarding a resolution of the board.

2) Policy

The board encourages directors to resolve any issues or concerns that they may have eat the earliest opportunity. It is important that as issues do arise, they are dealt with in a fair and timely manner. While some conflicts will be resolved by an informal discussion between the parties, others will need a process for successful resolution. Procedures for dealing with board disputes are set out in section (4) of this policy.

3) Dispute resolution principles

The board endorses the following principles for directors to follow:

a. Respect for another’s point of view;

b. Commitment to resolving the issue;

c. Willingness to compromise;

d. Confidentiality;

e. Impartiality;

f. Respect;

g. Prompt action; and

h. Freedom from repercussions

4) Procedure

a. The dispute must be set out in writing and sent to the chair. The chair must acknowledge receipt of this document within two days.

b. The chair will use his or her discretion to bring the issue to the next board meeting or call a special meeting.

c. When raised at the board meeting all people involved in the dispute will be given the right to speak.

d. The matter should be discussed with all directors present, unless they have advised the chair, preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend.

e. When raised at the board meeting all people involved in the dispute will be given the right to speak.

f. The matter should be discussed with all directors present, unless they have advised the chair preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend

g. When raised at the board meeting all people involved in the dispute will be given the right to speak

h. The matter should be discussed with all directors present, unless they have advised the chair, preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend

i. The chair will call for a motion from the board, . to appoint an independent assessor, seek mediation, call a special general meeting, or to dismiss the complaint. All directors present at the meeting will vote on the motion8. A board decision may be reviewed in situations where:

1. New information has emerged that was not available when the original decision was made
2. The board has become aware of an error in previous information that was used to make the decision.
3. A director did not feel able to present his or her case at the time the board made its decision.

5.) Mediation

Where mediation is sought, the mediator must be:

I. a person chosen by agreement between the parties or;

II. in the absence of agreement, a person appointed by the board.

III. A member of board can be a mediator, but may not be a member who is a party to the dispute.

IV. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

V. The mediator, in conducting the mediation, must:

• give the parties to the mediation process every opportunity to be heard; and

• allow due consideration by all parties of any written statement submitted by any party; and

•ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

VI. The mediator must not determine the dispute.

Vii. The mediation must be confidential and without prejudice.

Viii. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise in the board or at law

**ARTICLE XVI: NOTICES**

15.1 Any notice to be given to any member, officer or Director shall be served either:

* 1. By tracked mail, email or by any other means of written/electronic communications;
	2. Shall be deemed to be given on the day that it is deposited with

 the post office or on the day that it is sent by courier, email or otherwise communicated;

 c. By sending the notice through the post office (tracked mail), addressed to such organization, member, officer, or Director at its or his/her address as the same appears in the books of AMNSIS or, if no address be given therein, then to the last address of such organization, member, officer or Director known to the AMNSIS:

i. the sender’s name, address, and telephone number;

ii. the name of the person or organization to be served;

iii. the date and time the document was posted;

iv. the total number of pages sent, including the cover page; and,

v. the address from where this document was sent.

15.2 The signature to any notice may be written, stamped, printed.

15.3 Where a given number of days’ notice or notice extending over any period is required to be given, the day of service posting, or emailing the notice shall, unless it is otherwise provided therein, be counted in such number of days or other period.

16. A.M.N.S.I.S Personal Information Protection Policy

A.M.N.S.I.S is committed to safeguarding the personal information entrusted to us by our members. A.M.N.S.I.S will manage your personal information in accordance with Saskatchewan’s Personal Information Protection Act and other applicable laws.

16.1. A.M.N.S.I.S Privacy policy is developed in compliance with the requirements of the Freedom of Information and Privacy Act and the Personal Information Protection Act. (SCHEDULE: “C”)

17. Enactment, Repeal and Amendment of Bylaws

17.1 Bylaws of AMNSIS may be repealed or amended by a resolution passed by a majority of the AGA or AMNSIS Special Assembly.

17.2 The Bylaws of AMNSIS shall be registered with legal counsel for AMNSIS. Once a resolution has been passed to amend or repeal a bylaw, the Secretary shall forward the amending or repealing resolutions to counsel within thirty (30) days.