

QUEBEC NATIVE WOMEN INC.



GENERAL BY-LAWS

Adopted by the QNW Board of Directors by
Resolution # 2024-09-04 – 4 on September 4, 2024



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1.00 INTERPRETATION

The By-laws of the Legal Person must be interpreted in accordance with Part III of the *Companies Act* (RLRQ, c. C-38), hereinafter referred to as the "Act".

2.00 ORGANIZATION OF THE LEGAL ENTITY

2.01 Name

The name of the legal entity is FEMMES AUTOCHTONES DU QUÉBEC INC. hereinafter referred to as the "Legal Person". It may also be referred to by its other name, QUEBEC NATIVE WOMEN, or by one of its acronyms, namely FAQ, QNW or FAQ-QNW.

2.02 Head Office

The address of the head office of the Legal Person is located at the place indicated in a resolution of the Board of Directors, within the limits imposed by the letters patent.

2.03 Mission

The Legal Person represents and defends the interests of all Indigenous women throughout Quebec, with the goal of improving their living conditions through the pursuit of equality, justice, non-violence, education, health and economic and social security. Through mobilization and unity, we will act for greater autonomy and participation of women in all spheres of society. The Legal Person declares itself non-partisan in its activities.

2.04 Fiscal Year

The Legal Person's fiscal year-end will be set by resolution of the Board of Directors.

2.05 Representation of the Legal Person

Any Director or any person designated by the Board of Directors is authorized and empowered to represent the Legal Person in any matter, but within the limits of the powers expressly conferred upon them by the By-laws by a resolution of the Board of Directors or by a valid and enforceable delegation of authority. A Director who exceeds the limits of the powers thus conferred is personally liable.

2.06 Admission



The Board of Directors has exclusive authority to admit any member of the corporate body. The Board of Directors has absolute discretion in this matter, and its decision is final and without appeal. Subject to this by-law, the Board of Directors may adopt and follow the procedure deemed appropriate in this matter, in particular by adopting an application form, and is not bound by the application of the rules of natural justice.

Without limiting the generality of the foregoing, the Board of Directors must value the increased participation of Indigenous women throughout Quebec, and must therefore ensure that the rules it establishes are clear and facilitate the participation of Indigenous women from a nation within the Women's Circle of that nation.

2.07 Nations Covered

The Moral Person acts with Indigenous women members of the following nations: Abenaki, Anishinabe, Atikamekw, Eeyou Istchee, Huron-Wendat, Innu, Mi'gmaq, Mohawk, Naskapi and Wolastoqiyik Wahsipekuk (Malécite de Viger). For the purposes of the present by-law, each of these is a "Nation" and, together, the "Nations".

2.08 Indigenous Women Living in Urban Areas

Indigenous women living in urban areas are represented by Directors representing the Nation from which they have been recognized as "Members living in urban areas" by that Nation.

3.00 MEMBERS OR THE LEGAL PERSON

3.01 Members of Nations

For each Nation, a membership category distinct from the other categories is made up of all Indigenous women who meet the following conditions:

- a) Has Indian status;
- b) Is a member of this nation in Quebec;
- c) Is recognized by that Nation;
- d) Is at least 18 years old;
- e) Resides in Quebec;
- f) Demonstrates an interest in promoting and supporting the objectives of the legal entity;

- g) Has submitted a duly completed application form for membership in the corporate body, in the form determined by the corporate body, to the corporate body administrator in its nation;
- h) Has undertaken, in the form determined by the corporate body, to comply with

- the letters patent, by-laws, policies and codes of the corporate body;
- i) Has been recommended by the nation's corporate body administrator, and;
 - j) Has been effectively admitted as a member of the Legal Person by the Board of Directors of the Legal Person or by any person to whom such authority may be delegated from time to time, including for the purpose of giving full and complete effect to the last paragraph of this Section 3.01.

Members of each of these categories have the right to attend, participate and vote in the Women's Circle of their Nation. A woman may not be a member of more than one Nation, nor vote in more than one Women's Circle. Members of Nations have no rights within the Legal Person other than the foregoing.

Notwithstanding the foregoing, members not selected by the Women's Circle of their Nation may register as observers at the Annual General Assembly (AGA), but must assume all costs arising from their participation including, where applicable, any registration fees (or other such fees) charged by the Legal Person to cover certain fixed costs related to the organization of meetings of the Legal Person.

To avoid any ambiguity, women from each Nation and from the urban environment are grouped into as many categories as there are Nations, and each category is distinct from the other.

A member of a Nation must, at all times, on pain of suspension or expulsion, comply with the letters patent, by-laws, policies and codes of the Legal Person.

They are eligible to be elected or appointed as Directors of the Legal Person, but only when the Board of Directors is authorized to fill a vacancy. They are not otherwise, in this capacity alone, eligible to be elected or appointed as Directors.

For the avoidance of doubt, any person meeting eligibility criteria a) to j) who attends the Women's Circle of her Nation and completes and signs an application for admission as a member of a Nation may attend, and her admission by the highest authority of the Women's Circle of her Nation carries with it her admission as a member of a Nation.

For the purposes of the present By-laws, the expressions "Members of a Nation", "Member of this Nation", "Member of the Nation", refer to persons satisfying the eligibility criteria enumerated in the present Section 3.01 for a particular Nation.

3.02 Delegate Members

Any woman who meets the following conditions is a Delegate Member of the Legal Person:

- a) She is a member of a Nation.



- b) She has been appointed by the Circle of that Nation as a Delegate Member.
- c) She has conveyed this appointment to the Legal Person and has agreed to abide by the letters patent, by-laws, policies and codes of the Legal Person, and
- d) She has been effectively admitted as a Delegate Member by the Legal Person's Board of Directors, which may refuse such admission only for serious reasons.

For the purposes of this By-law, Delegate Members may also be referred to as "Active Members" of the Legal Person.

Delegate Members are entitled to attend and vote at General Assemblies of Active Members. If they meet the criteria set out in the Legal Person's Director profile, they are eligible to be elected or appointed as Directors of the Legal Person.

3.03 Elder Members

Any woman who meets the following conditions is an Elder Member of the Legal Person:

- a) She is a member of a Nation.
- b) She has been appointed by the Circle of that Nation as an Elder Member.
- c) She has conveyed this appointment to the Legal Person and has agreed to abide by the letters patent, by-laws, policies and codes of the Legal Person, and
- d) She has been effectively admitted as an Elder Member by the Legal Person's Board of Directors, which may refuse such admission only for serious reasons

Elder Members are entitled to attend and vote at General Assemblies of Active Members. They are eligible for election or appointment as Directors of the Legal Person.

3.04 Active Members

For the purposes of this By-law, Delegate Members, Youth Members, Elder Members, Directors elected by Women's Circles and the Immediate Past President are Active Members of the Legal Person.

3.05 Associate Members

Any person, company or organization that meets the following conditions is an Associate Member of the Legal Person:

- a) They demonstrate an interest in promoting and supporting the objectives of the Legal Person.



- b) They share the same values and pursue a mission that does not contradict that of the Legal Person.
- c) They have applied for admission as an Associate Member and have agreed to abide by the Legal Person's letters patent, by-laws, policies and codes, and.
- d) They have been admitted as an Associate Member by the Legal Person's Board of Directors.

Associate Members are not entitled to attend or vote at General Assemblies of Active Members. They are not eligible to become Directors of the Legal Person.

3.06 Transitional Measures

Notwithstanding the foregoing and subject to any provision to the contrary, as of the adoption by the Board of Directors of this By-law:

- a) Members are divided among the ten (10) categories of Members of Nations according to their belonging to one or other of the Nations.
- b) Junior members are deemed to become Youth members until they are re-elected or replaced, as the case may be, at the Women's Circles of Nations to be held from the adoption of this By-law.
- c) Elder Members are deemed to become Elder Members until they are re-elected or replaced, as the case may be, at the Women's Circles of Nations to be held from the adoption of this By-law.
- d) Persons who were "Honorary Members" in the version of the By-laws repealed by the present By-laws retain their right to vote at the next General Assembly of the Legal Person, until the present By-laws are ratified. For greater clarity, these persons have the right to vote on this ratification, but lose this right as soon as the present By-laws are ratified, even if the General Assembly has not yet ended. For this General Assembly only, they will then exceptionally retain the right to speak.

Any person who has hitherto enjoyed a membership status not reiterated in this By-law ceases, as from the ratification of this By-law by the Active Members, to be a member of the Legal Person, subject to their right to apply for admission as an Associate Member, if eligible.

As of the close of the Annual General Assembly of Active Members ratifying this By-law, this Section 3.06 is deemed unwritten and may be withdrawn from subsequent versions of this By-law, indicating that it has become inoperative.

3.07 Annual Membership Fees and Dues



All members are required to pay annual membership fees and dues at such times, places and in such manner as may be fixed from time to time by the Board of Directors.

3.08 Withdrawal or Resignation of a Member

Legal Person membership is not transferable. Subject to specific provisions, each member of the Legal Person ceases to be a member upon resignation, suspension or expulsion as a member, death, bankruptcy or failure to pay annual fees and dues, if any.

Any member may withdraw or resign by giving written notice of such withdrawal or resignation to an officer of the Legal Person or to the Board of Directors. However, the withdrawal of a member does not release them from payment of all membership fees and annual dues due to the Legal Person at the time of withdrawal. Upon the withdrawal or resignation of a member, no part of the membership fees and annual dues is refundable.

A member is deemed to have resigned if they no longer satisfy the conditions of eligibility set out in these By-laws.

3.09 Expulsion or Suspension of a Member

Any member may be temporarily suspended or permanently expelled by resolution of the Board of Directors for sufficient cause, including, but not limited to:

- a) The member has failed to meet their obligations to the Legal Person, in particular by contravening the provisions of the Legal Person's letters patent, by-laws, policies or codes.
- b) The member's conduct or activities are deemed incompatible with or detrimental to the interests and good reputation of the Legal Person and/or its members.

If such a member is temporarily suspended, she may, however, after completing an application for reinstatement within thirty (30) days of the expiry of the period of suspension, be reinstated at the discretion of the Board of Directors. In this case, payment of all arrears due must have been completed, and the member will then be on probation for a period of three (3) months. If an application for reinstatement is not completed by the member concerned within the said period, or if she violates the conditions of probation as established by the Board of Directors, she will be deemed to have lost her membership, and notice to this effect will be sent to her.

Notwithstanding the foregoing, if the Board of Directors determines that expulsion is the most appropriate sanction, it may, at its sole discretion and without first having to go through a suspension process, expel a member.



Subject to this By-law, the Board of Directors may adopt and follow any procedure deemed appropriate in matters of expulsion or suspension of a member, and is not bound by the application of the rules of natural justice. The Board of Directors has full discretion to determine the appropriate sanction and may, in particular, decide to permanently and automatically expel the member if the Board of Directors deems that the context so warrants.

The decision must be sent to the member concerned in writing; it is final, without appeal and does not have to be substantiated. Notwithstanding the foregoing, the Board of Directors must offer the member concerned the opportunity to be heard at the Board meeting at which the decision is to be discussed, without the decision having to be taken absolutely by the end of the meeting.

4.00 WOMEN'S CIRCLE OF NATIONS, YOUTH CIRCLE AND SENIORS' CIRCLE

4.00 Women's Circles of Nations

A Women's Circle is established for each Nation. This Women's Circle is made up of all members of the "Member of a Nation" category attached to that Nation and recognized by the Quebec Native Women Director as a member of the Nation.

Each year, before the Quebec Native Women Annual General Assembly, a meeting of the Women's Circle members from each Nation is held. Only Indigenous women meeting the criteria set out in Section 3.01 a) to j) are invited to attend this meeting.

4.01 Observers

At the start of each Women's Circle, the members of the Nation present decide whether to welcome observers. However, if they do, the observers do not have the right to speak at the meeting. They may not, however, refuse to admit the President of the Legal Person to the Women's Circle, nor deny her the right to speak.

4.02 Consultation and Convening Process

The President and/or Executive Director contact the Director designated by each Women's Circle to determine a meeting date and location for the Women's Circle of the Nation meeting.

The notice to members is distributed by posting on the website and social networks,

by the Legal Person, at least twenty (20) days prior to the meeting.

The Director shall use reasonable efforts to promote the event to members of the Nation. Notwithstanding the foregoing, the Legal Person may, but is not obliged to, use other means to publicize the meeting and encourage greater participation by members of this Nation.

4.03 Annual Assembly of the Women's Circle of a Nation

At the meeting of each Women's Circle, the Director from that Nation presents an oral or written report on the Legal Person's activities and her own activities as Director of the Legal Person. She also introduces the President of the Legal Person to the members of the Nation who are present.

At this meeting, the members of a Nation:

- a) Designate, from among themselves, three (3) persons as Delegate Members for a term of one (1) year, one (1) person as Youth Member for a term of three (3) years and one (1) person as Elder Member for a term of three (3) years; and
- b) Where required, elect from among the delegate members so designated and in compliance with the provisions of Article 5 below, in particular as regards the eligibility criteria, the nomination process and the selection criteria, one (1) person as director of the Legal Person;
- c) Youth members and Elder members described in paragraph a) above may not serve more than 2 consecutive terms.

To be eligible for one of these positions, a person must be present at the Women's Circle meeting of her Nation, either in person or by means of communication.

The President of the Legal Person, in collaboration with the Director from each of them, shall establish a nomination procedure for elections to the positions of Delegate Member, Youth Member and Elder Member for each of them. Any procedure thus established must be communicated simultaneously with the notice of meeting or be made readily available (via a hyperlink or otherwise) to the persons so convened.

Notwithstanding any provision to the contrary, when elections are held for the position of Director from a Nation, the Legal Person takes charge of the organization of the meeting of the Women's Circle of that Nation once the date and place have been agreed upon with the Director in office, establishes the agenda, sends notices to the members of the Circle and designates the Chair of the meeting for that Circle.

4.04 Other Procedures



The provisions of articles 5.04 to 5.14 of these by-laws apply to Women's Circles meetings, with the necessary adaptations, it being understood that the provisions of this article 4.00 that contradict the terms and conditions contained in these articles take precedence over them in the context of Women's Circles meetings.

4.05 Youth Circle

The Youth Circle is made up of people designated as youth members by the Women's Circles of the Nations. The Youth Circle may be consulted on matters relating to young Indigenous women.

Women meeting the following conditions are as members of the Legal Person's **Youth Circle**:

- a) She is at least 18 and not more than 35 years old.
- b) But for her age, she would otherwise be eligible for membership of a Nation.
- c) She has been designated by the Youth Circle of that Nation as a Youth member.
- d) She has conveyed this nomination to the Legal Person and has agreed to abide by the Legal Person's letters patent, by-laws, policies and codes, and
- e) She has been effectively admitted as a youth member by the Board of Directors of the Legal Person, which may refuse such admission only for serious reasons.

Youth Circle members have the right to attend and vote at General Assemblies of Active Members.

4.06 Circle of Elders

The persons designated/elected as Elder Members by the Women's Circles of the Nations constitute the Circle of Elders. In addition to the powers conferred on it under Section 5.16 below, the Circle of Elders reports to the President. The President consults the Circle of Elders when it is planned for the President to take a position on issues concerning Indigenous Elders. The President may also entrust the Circle of Elders with the mobilization, organization and consultation of mandates. If the Legal Person has a coordinator dedicated to the Circle of Elders, the Chair may entrust this coordinator with some of its responsibilities in relation to the Circle of Elders.

5.00 GENERAL ASSEMBLIES OF ACTIVE MEMBERS, YOUTH MEMBERS AND ELDER MEMBERS

5.01 Annual General Assembly

No later than six (6) months after the end of each financial year of the Legal Person, an Annual General Assembly of the Active Members shall be held on the date and at the time determined by the Board of Directors in order, in particular, to elect the Directors

or renew their term of office, to present the financial statements and the balance sheet and to decide whether or not to appoint an auditor.

Where an Annual General Assembly of Active Members is held more than four (4) months after the close of the Legal Person's financial year, the directors must also submit to the members a balance sheet drawn up on a date no more than four (4) months before the date of that Annual General Assembly.

5.02 Special General Assembly

A Special General Assembly of the active members of the Legal Person may be convened at any time:

- a) By the Board of Directors, by means of a resolution.
- b) By at least 20% of the Active Members in good standing, by means of a written request to that effect addressed to the Board of Directors of the Legal Person. Such a request must state the purpose for which the General Assembly is to be convened. If the Board of Directors fails to convene such a General Assembly within ten (10) working days of receipt of the said request, it may be convened by one of the signatories of the request.

5.03 Location of General Assemblies

General Assemblies of the active members of the Legal Person are held at any place determined by the Board of Directors, within the limits imposed by the patent letters.

5.04 Notice of Meeting

A notice specifying the date, time, place and business to be conducted at an Annual or Special General Assembly must be sent by regular mail or email to each active member of the Legal Person and to each director at least ten (10) days before an Annual General Assembly is to be held or at least two (2) days before a Special General Assembly is to be held.

Irregularities in the notice of meeting or in its dispatch, the involuntary omission to give such notice or the non-receipt of such notice by an Active Member shall in no way affect the validity of a General Assembly of Active Members when a quorum is obtained.

The Director of a Nation in which the Women's Circle is convened must also promote this meeting among the women of that Nation in order to maximize the participation of the greatest possible number of women from that Nation.



5.05 Waiver of Notice of Meeting

An Active Member may waive notice of or consent to the holding of the General Assembly; the attendance of any person at a General Assembly of Active Members shall be deemed to be a waiver of notice unless such person attends for the express purpose of objecting to no business being transacted, thereat, on the ground that the General Assembly has not been lawfully convened.

5.06 Quorum

The presence of at least fifty percent (50%) plus one of the Active Members in good standing shall constitute a quorum for any General or Special Meeting of Active Members.

When a quorum is present at the opening of a General Assembly of Active Members, the Active Members present may deliberate notwithstanding the fact that a quorum is not maintained throughout the duration of such an Assembly.

If no quorum is present at such a meeting, the Active Members present have the power to adjourn the meeting until a quorum is obtained. Any adjourned meeting may be reconvened without notice. At such adjourned meeting, the Active Members may consider and transact the business for which the meeting was originally called. At any such adjourned meeting, the Active Members present shall constitute a quorum.

5.07 Right to Vote

Only Active members in good standing are entitled to vote at General or Special Assemblies. Each member is entitled to one (1) vote.

Voting by proxy is prohibited.

The person chairing the meeting does not have a casting vote.

5.08 Majority

Subject to the provisions of the Act or its regulations, any question submitted to the Active Members at a meeting shall be decided by a simple majority (50% + 1) of the votes cast on the question.

5.09 Voting System

Voting must be by show of hands, except where two thirds (2/3) of the Active Members present agree to vote by secret ballot.



5.10 Electronic Participation

Active Members may take part in a General Assembly by means that enable all participants to communicate immediately with each other, in particular by phone or videoconference. They are then deemed to have attended the Assembly. At this meeting, voting is carried out by any means of communication that allows votes to be collected so that they can be subsequently verified and the secret nature of the vote to be preserved, where such a vote is requested.

5.11 Chairperson and Secretary of the Assembly

General Assemblies of active members are chaired by the President of the Legal Person. The Secretary-Treasurer of the Legal Person acts as secretary of the assemblies. Failing this, the members present shall choose a meeting chairperson and/or secretary from among their number.

5.12 Procedure

The person chairing the assembly shall ensure that it runs smoothly and, in general, shall conduct the proceedings in all respects in a reasonable and impartial manner. In particular, the person chairing the assembly has the power to declare certain proposals out of order, to dictate the procedure to be followed, subject to these rules, and to expel from the assembly any person who does not have the right to attend, as well as any member who causes a disturbance. Its decisions are final and binding on all members.

5.13 Adjournment

With the consent of the assembly and on the conditions it determines, the person chairing the assembly may adjourn any assembly to a later time or date and prescribe that it be held at any other place. If the adjournment postpones the assembly for two (2) weeks or more, a notice of meeting is required. In addition, at any assembly, the person chairing the assembly must put any request for adjournment to the vote first. At the resumption of an adjourned assembly, the Active Members present shall form a quorum.

5.14 Written Resolutions

Written resolutions, signed by all Active Members entitled to vote on them at General Assemblies of Active Members, have the same value as if they had been passed at those assemblies. They are kept with the minutes of the General Assemblies of Active Members.

5.15 Youth Circle Assemblies



As part of the annual meetings at which the Annual General Assembly of Active Members is to be held, the Chairperson of the Board of Directors shall convene the members of the Youth Club to a Special Assembly. This assembly is chaired by the President of the Legal Person or by any person designated by the latter. This assembly is held near or at the same location as the Annual General Assembly and must precede the latter by no more than one day.

5.16 Circle of Elders Assemblies

As part of the annual meetings at which the Annual General Assembly of Active Members must be held, the Chairperson of the Board of Directors convenes the members of the Circle of Elders to a Special Assembly. This assembly is chaired by the President of the Legal Person or by any person designated by the latter. This assembly is held near or at the same location as the Annual General Assembly and must precede the latter by no more than one day.

5.17 Rules applicable to Youth and Elder Member meetings

Where this By-law requires Youth Members or Elder Members to meet in assemblies to elect certain Directors, the provisions of sections 4.01, 5.02(a), 5.04 to 5.10 inclusive and 5.12 to 5.14 inclusive shall apply to such assemblies with the necessary adaptations.

6.0 BOARD OF DIRECTORS

6.01 Composition

The Legal Person is managed by a Board of Directors consisting of thirteen (13) Directors who meet the eligibility criteria set out below. This number may be modified in accordance with the Act. However, any such change will only take effect once the relevant documents have been filed with the Registre des entreprises.

The Board of Directors must also convene, with the right to speak but without the right to vote, the following persons:

- a) The person holding the position of Executive Director of the Legal Person.
- b) The person holding the position of Assistant Director of the Legal Person.
- c) The person designated by the Legal Person's unionized employees as an observer on the Board of Directors.

For the avoidance of doubt, all observers are bound by the same obligations and duties as the directors of the Legal Person, in particular with regard to the management of conflicts of interest, confidentiality, the duty of loyalty, and so on. Directors may also hold

closed meetings, during which no observers are admitted. When a subject is related to working conditions, any disciplinary measure, any situation or complaint of an employee or related to an employee of the Legal Person or any other subject concerning one or more employees, the observer designated by the unionized employees is deemed to be in a conflict of loyalty and must withdraw from the meeting while the matter is being dealt with. With the exception of the Executive Director, the other observers do not have the right to receive a copy of the minutes of the Board of Directors' meetings and, even if they are sometimes granted this right, they do not have the right to consult the parts of these minutes that concern the subjects on which they have a conflict of interest or loyalty.

6.02 Eligibility

Subject to the other requirements set out in these by-laws and any special provisions applicable to the election of directors, to be eligible for election as a Director, a person must have the following qualifications:

- a) Be a physical person.
- b) Be of legal age and not under any legal incapacity.
- c) Not be imprisoned or have been convicted, in Canada or elsewhere, in the last ten (10) years of theft, fraud, money laundering, embezzlement, corruption, terrorism, tax evasion or any other financial criminal act or any other criminal act for which the minimum sentence provided for in the Criminal Code of Canada is at least two (2) years.
- d) Be an active member of the Legal Person.
- e) As of January 1, 2027, for a candidate for director from the youth membership, have been a member of the Youth Council for at least three (3) years.
- f) To have submitted a valid application in good time and not to have received an unfavourable opinion from the Nominations Evaluation Committee during the previous twelve (12) months.
- g) Has not been the subject of any complaints, sanctions or disciplinary measures over the last two (2) years (or during his or her term of office) in connection with his or her behaviour within the Legal Person or with its employees, directors, officers, members, agents or suppliers, in particular with regard to sexual and/or psychological harassment. For greater clarity, a 'proven complaint' for the purposes of this provision is any complaint (i) that has been the subject of an investigation during which the person who is the subject of the complaint has been offered the opportunity to explain or express himself/herself in connection with the complaint, whether or not he/she agrees to do so, and (ii) that confirms, at least in part, that the complaint was well founded.

- h) Not act as an elected member of the Band Council of her Nation, and
- i) Satisfy any other condition determined by by-law of the Legal Person adopted and communicated to the active members at least thirty (30) days prior to its application.

6.03 Nominations Evaluation Committee

The Board of Directors may adopt an internal policy relating to the establishment of a Nominations Evaluation Committee, its composition, roles and functions and set out the procedure for nominating directors and the rules governing such nominations.

In the absence of such a policy, the provisions of Appendix 6.03 to this By-law shall apply. Once a policy is adopted by the Board of Directors in accordance with this section, Schedule 6.03 ceases to have effect. Any policy adopted pursuant to this article is the exclusive responsibility of the Board of Directors, insofar as the Nominations Evaluation Committee only has a power of recommendation.

6.04 Quorum

A quorum for meetings of the Board of Directors is a simple majority (50% +1) of the Directors elected and in office. A member of the Board of Directors may not be represented at meetings of the Board of Directors.

6.05 Election and Term of Office

Each Director from a Nation is elected by the Women's Circle of that Nation.

The Director from the Youth Member category is elected by and from among the Youth Members at the Youth Members General Assembly.

The Director in the Elder Member category is elected by and from among the Elder Members at the General Assembly of Elder Members.

The President of the Legal Person is elected by the Active members at the Annual General Assembly.

With the exception of the President, whose term of office is four (4) years, the term of office of the members of the Board of Directors is two (2) years. To ensure continuity of administrative philosophy and policy, the Legal Person uses a system of staggered terms of office.

With the exception of a person acting as President of the Legal Person, a Director may not serve more than three (3) consecutive terms and four (4) terms during her lifetime. Notwithstanding the foregoing, a person who acts as President may hold, including

terms as President of the Legal Person, a total of three (3) consecutive terms and five (5) terms during her lifetime. This limit applies to Directors in office on the date hereof, whereas the current term of office is considered to be the first (1st) term of office affected by the limit. Any previous term of office is not considered to be a first term of office.

6.06 Withdrawal of a Director

Any Director ceases to be a member of the Board of Directors and to hold office as a Director:

- a) Who offers his resignation in writing to the Board of Directors.
- b) Who ceases to possess the qualifications and eligibility criteria required for the office of Director. In this respect, the election of a person who has failed or neglected to disclose a factor making her ineligible shall be null and void ab initio and such person shall be deemed never to have validly held office as a Director. The position shall then be deemed vacant and may be filled by the Board of Directors in accordance with the provisions of Section 5.07 below.
- c) Who is bankrupt, who makes a general liquidation for the benefit of her creditors or who is declared insolvent.
- d) Who dies, is placed under protective supervision, or is declared incompetent by a court.
- e) Who has accumulated two (2) consecutive absences from meetings of the Board of Directors, whether or not such absences are with good cause, such Director nevertheless being eligible for re-election to fill the vacancy thus created, it being understood that the Board of Directors has complete freedom to fill such vacancy.

6.07 Suspension

To the extent that the Board of Directors determines that the conduct, words or absence of a Director is of such a nature as to be prejudicial to the Legal Person and that it is contemplated to ask the Active Members concerned to remove such Director in accordance with the provisions of Section 6.08, the Board of Directors may suspend such Director for a period not exceeding thirty (30) days upon a resolution passed by 2/3 of the Directors present at a regularly held meeting. This suspension may be renewed once for an additional period of thirty (30) days. If the dismissal procedure has not been initiated and completed by the end of these periods, the suspension ends. If the dismissal procedure has been held and the decision of the Active Members concerned has not led to the dismissal, then the suspension ends immediately after the adoption of this decision.

6.08 Destitution

Any Director may be removed from office before the expiry of her term of office, with or without cause, by the Active Members entitled to elect her at a General or Extraordinary Meeting of the Active Members of that category called for that purpose, by a resolution passed by a simple majority.

The Director concerned by the resolution must be informed of the place, date and time of the meeting convened for the purpose of removing her from office within the same period as that provided for convening the meeting. She may attend and speak at the meeting or, in a written statement read by the Chairperson of the meeting, state the reasons for her opposition to the resolution proposing her removal.

The Chairperson or, failing that, the Board of Directors, must convene such a meeting in the following cases if the Board of Directors has reasonable grounds for believing that a Director is in breach of her duties to the Legal Person, including in particular her duty of honesty and loyalty to the Legal Person.

Where a Director is removed from office at a General Assembly or Extraordinary General Assembly, as the case may be, the Active Members of the category concerned may elect her replacement at the same meeting from the last list of successful candidates submitted by the Nominations Committee, provided that the person concerned is present at the General Assembly and accepts her appointment. This person is elected for the remainder of the removed person's term.

If this is not the case, the position is considered vacant and must be filled by the Board of Directors.

6.09 Vacancies

Subject to the provisions of the Act and notwithstanding any vacancy, the Directors in office may exercise all the powers of the Board of Directors for as long as a quorum remains on the Board.

In the event of a vacancy occurring during a Director's term of office, the Board of Directors must appoint a suitably qualified person for the remainder of that Director's term.

Furthermore, in the event that the Active Members refuse, omit, neglect or are unable, for any reason whatsoever, to proceed with the election of a Director at a General Assembly, the term of office of the person occupying the position not filled shall expire at the close of the General Assembly, and the position shall be deemed vacant and may

be filled by the Board of Directors of the Legal Person in accordance with this Section.

6.10 Compensation

Members of the Board of Directors are not paid for their services, but are reimbursed for reasonable expenses incurred in the performance of their duties. Eligible expenses will be defined by resolution of the Board of Directors.

6.11 Conflict of Interest

A conflict of interest arises when a question submitted to the Board of Directors places a Director and/or Officer in the presence of interests (personal, institutional or other) which conflict with the interests inherent in the duties and responsibilities associated with her status or function within the Legal Person. This is particularly the case when the Board of Directors is seized of a question concerning a contract in which a Director and/or Officer or a member of her family has a direct or indirect interest.

No Director with an interest, nor any Officer personally or as a member of a company or Legal Person, in a contract with the Legal Person is required to resign.

Where a conflict of interest, real or apparent, arises, the Director and/or Officer must disclose his/her interest to the Board of Directors at the time the matter or contract is referred to the Board of Directors, abstain from intervening in the decision-making process and abstain from voting on any resolution relating to the matter or contract, directly or indirectly. The Director and/or Officer must also leave the meeting at which the matter is being discussed.

All Directors and/or Officers must take the necessary measures to avoid any conflict or appearance of conflict of interest so as to maintain their impartiality and the appearance of impartiality at all times in the performance of their duties. The Director and/or Officer must also avoid being in a situation where she could benefit directly or indirectly from a transaction or contract entered into by the Legal Person. Similarly, she must avoid being in a situation where a person related to her, a dependant or a member of her immediate family could take direct or indirect advantage of the influence or decision-making power of this Director and/or Officer through her duties within the Legal Person.

Notwithstanding any provision to the contrary, when a matter in respect of which a conflict of interest has arisen is discussed, the Secretary-Treasurer drafts the resolution for the minutes of this agenda item and places the text under seal, which is then accessible only to Directors who are not in a conflict-of-interest situation.

It is understood that the present article concerning conflicts of interest applies with the necessary adaptations to any person who is a member of the Executive Committee (if applicable) or a member of other committees mandated by the Board of Directors.

The Board of Directors may adopt a Code of Ethics to supplement this Section. In the event of a contradiction between this article and a provision of the Code of Ethics, the provision that is more restrictive for the Director, Officer or Observer in question is the one that applies.

All Directors must, within thirty (30) days of their election or appointment, complete the declaration of real, potential or apparent conflict of interest form attached as Appendix [D] to this by-law. This Appendix may be amended from time to time by simple resolution of the Board of Directors.

6.12 Powers and Mandate of the Board of Directors

The Board of Directors administers the affairs of the Legal Person. The Board of Directors shall exercise its powers by resolutions passed at a meeting at which a quorum is present, or by resolutions in writing signed by all the Directors of the Legal Person.

At the end of each financial year of the Legal Person in accordance with Section 4 of these By-laws, an Annual General Assembly of the Active Members shall be held on such date and at such time as the Board of Directors shall determine for the purpose of, inter alia, reviewing the financial statements, electing the Directors and the external auditors or chartered accountants, and appointing or reappointing the external auditors or chartered accountants.

In general, it exercises all the powers and performs all the acts that the Legal Person is authorized to perform in accordance with the Act, its letters patent and its constitution.

More specifically, the Board of Directors has the following powers and responsibilities:

- a) To enter into all contracts permitted by law on behalf of the Legal Person.
- b) To create and abolish any committee and define its terms of reference, it being understood that, with the exception of the Executive Committee, no powers may be delegated to other committees.
- c) To ensure that all necessary or desirable steps are taken to obtain funds in order to achieve the mission and objectives of the Legal Person.
- d) To adopt the Legal Person's financial reports.
- e) To receive written reports from members of the Executive and Executive Director.
- f) To adopt amendments to the Legal Person's constitution and By-laws and submit them to the Annual General Assembly of members for ratification.
- g) To adopt all policies of the Legal Person.
- h) If necessary, to fix by resolution the remuneration of the President of the Legal Person.
- i) To approve the Legal Person's Strategic Plan.

- j) To elect the Vice-President and the Secretary-Treasurer.
- k) If necessary, to restrict the rights of a member in the event of a breach of the Legal Person's Constitution or Code of Ethics.

For greater clarity, each Director individually has no authority over employees, agents, members or other stakeholders of the Legal Person unless exceptionally granted by a resolution of the Board of Directors. Notwithstanding the foregoing, the Chairperson must work closely with the Executive Director and may be consulted by the latter in connection with various matters relating to the operations of the Legal Person.

6.13 Rights and Duties of Directors

Without limiting the generality of the foregoing, Directors have the following rights, duties and obligations:

- a) Directors are mandated by the General Assembly to administer the Legal Person. Although the Directors do not individually hold any powers, unless expressly granted, the Board of Directors, as a body, has all the powers to administer the Legal Person as it sees fit, within the limits of the Act and the rules of the Legal Person.
- b) Directors are chosen for their qualities, their personal skills and their affinity with those who elected them. Directors exercise a personal mandate and must act personally. They may not be represented at meetings of the Board of Directors. Under no circumstances may they be replaced, by whatever means, unless they have tendered their resignation.
- c) Directors must act honestly and loyally and in the interests of the Legal Person.
- d) Directors must act with care, prudence and diligence, as a reasonable person would.
- e) Directors must adhere to and sign the Code of Ethics in force at all times within the Legal Person, as amended from time to time.
- f) Directors must comply with these regulations, in particular with regard to conflicts of interest.
- g) Directors must demonstrate a commitment to seeking solutions aimed at constantly improving the administration and organization of the Legal Person, to taking concrete action leading to tangible results, and to working and taking decisions as a team.
- h) Directors must be committed to participating in the work of the Legal Person in such a way as to move matters forward and recognize that compromise may sometimes be necessary.
- i) In their deliberations, Directors must refrain from putting forward purely personal concerns. Instead, they must look after the interests of the Legal Person. In addition, they must respect each other's opinions in order to facilitate discussion and decision-making.
- j) Directors must refrain from interfering in the day-to-day management of the Legal Person and devote themselves, in collaboration with the Executive

Director, to developing a strategic direction, ensuring that objectives are achieved, ensuring that risks are correctly identified and managed and verifying that the resources of the Legal Person are used economically, efficiently and effectively. The day-to-day management of the Legal Person's operations is the responsibility of the Executive Director and her team. If the latter needs to be questioned, this is done at meetings of the Board of Directors and not through personal interventions by one or more directors outside meetings.

The Board of Directors is entitled to expect each Director to comply with the foregoing. The fact that a Director neglects or fails to act within the guidelines thus agreed on numerous occasions and despite reminders to do so may, at the sole discretion of the Board of Directors, be considered grounds for the suspension or dismissal of a Director.

6.14 Meetings

Meetings of the Board of Directors are convened by the Board of Directors or by the Secretary-Treasurer of the Legal Person.

6.15 Notice of Meeting

A notice specifying the date, time, place and business to be transacted at the meeting must be sent by regular mail to each Director at least ten (10) days prior to the meeting. This notice may also be given by fax or email, in which case the notice must be sent at least five (5) days before the meeting is due to take place.

6.16 Waiver of Notice of Meeting

A Director may at any time and in any manner waive notice of, or otherwise consent to, a meeting of the Board of Directors; attendance by a Director at a meeting of the Board of Directors shall constitute waiver of notice of the meeting, except where the Director attends for the express purpose of objecting to any business being transacted at the meeting on the grounds that the meeting is not lawfully called.

6.17 Participation by Technical Means

Directors may participate in a meeting of the Board of Directors by means that enable all participants to communicate immediately with each other, in particular by telephone or videoconference, in which case they are deemed to have attended the meeting. At such a meeting, voting may take place by any means of communication that makes it possible both to collect the votes so that they can be subsequently verified and to preserve the secrecy of the vote, where such a vote is requested.

6.18 Attendance at Meetings of the Board of Directors



Subject to the observers specifically identified in Section 6.01, the Board of Directors may, at its discretion, invite observers to any of its meetings, in accordance with the terms and conditions then determined by the Board of Directors. Such observers shall not be entitled to vote at any Board meeting at which they are present. The President may invite any observer to speak. Observers are subject to the same confidentiality obligations as Directors.

6.19 Meeting Chair and Secretary

Meetings of the Board of Directors are chaired by the President of the Legal Person. The Secretary-Treasurer of the Legal Person acts as Secretary of the meetings of the Board of Directors. Failing this, Directors shall choose from among their number a Chairperson and/or Secretary for the meeting of the Board of Directors in question.

6.20 Procedure

The Chairperson of the meeting of the Board of Directors ensures that the meeting runs smoothly and, in general, directs the proceedings in all respects.

6.21 Resolutions in lieu of Meetings

Resolutions in writing and signed by all Directors authorized to vote thereon at a meeting of the Board of Directors shall have the same force and effect as if they had been passed at such a meeting. A copy of these resolutions must be kept in the register of minutes and resolutions in the Legal Person's corporate book.

6.22 Vote

Each Director is entitled to one (1) vote. Any question arising at a meeting must be decided by a simple majority (50% +1) of the votes cast. The President does not have a casting vote.

6.23 Meetings

The Board of Directors must meet at least three (3) times per year.

6.24 Transitional Measures

Given that it is in the interests of the Legal Person that certain rules be put in place to ensure better administration of the Board of Directors, but that bringing them into force from 2024 without transitional measures would make it impossible to achieve this objective, the following transitional measures apply:

- a) Immediately following the Annual General Assembly of members following the ratification of these By-laws, the Directors (with the exception of the President) in office shall meet and draw by lot a number from 1 to 12.
- b) From that time forward, the position held by the Director from each Nation shall be that held by the Director from that Nation, the Youth Circle or the Elders Circle, as the case may be, at that time.
- c) Notwithstanding any provision to the contrary, the term of office of Directors having drawn an uneven number shall automatically be for one (1) year and shall expire at the close of the next Annual General Assembly, at which time they may be re-elected for two (2) year terms.
- d) Therefore, as from the next Annual General Meeting, the positions of Directors occupying even-numbered positions will be up for election in even-numbered years and the positions of Directors occupying odd-numbered positions will be up for election at General Assemblies to be held in odd-numbered years.

7.00 OFFICERS

7.01 Nomination

The Board of Directors shall appoint or confirm in office by resolution, at the first meeting of the Board of Directors following the General Assembly at which they were elected or following the meeting at which they were appointed, a Vice-President and a Secretary-Treasurer.

The Board of Directors may, when it deems appropriate, create other positions and appoint, to fill them, such officers, employees or agents as it deems appropriate, who shall exercise the powers and perform the functions and duties that the Board of Directors may grant them by resolution.

7.02 Combining

The same person may hold two or more executive positions within the Legal Person.

7.03 Term of Office

Directors hold office from the date of their appointment for a term of two (2) years, or until they are replaced by a decision of the Board of Directors.

7.04 Attributions

7.04.01 The President

The President is the first officer of the Legal Person. She must chair all General Assemblies of the Legal Person's active members and all meetings of the Board of



Directors. If present, she shall preside at meetings of the Women's Circles of the Nations or, at her sole discretion, determine who shall preside at any such meeting. For the purposes of this By-law, the person who chairs a Women's Circle of a Nation is deemed to be the highest authority of that Women's Circle.

She is directly responsible for the management of the Legal Person's internal affairs and must ensure that all orders and resolutions of the Board of Directors are implemented. She is the Legal Person's representative to the Executive Director and acts as her immediate supervisor. She also acts as the Legal Person's representative in dealings with third parties.

She is chosen by the active members.

7.04.02 The Vice-President

The Vice-President shall, in the event of the absence or inability to act of the President, act in her place and exercise her powers and perform such other duties as may from time to time be assigned to her by the Board of Directors.

7.04.03 The Secretary-Treasurer

The Secretary-Treasurer shall have general charge of the affairs of the Legal Person under the supervision of the officers; the Secretary-Treasurer shall attend all meetings, act as Secretary-Treasurer and record all minutes in the books provided for that purpose. The Secretary-Treasurer shall give or cause to be given notice of all General Assemblies of Active Members and of meetings of the Board of Directors and shall perform such other duties as may be assigned to her by the Board of Directors or by the President to whom she shall otherwise report.

The Secretary-Treasurer shall ensure that the financial administration of the Legal Person is carried out and shall prepare and provide all relevant reports to that effect. She shall perform all the duties assigned to her by the Board of Directors. The secretary-treasurer does not carry out the financial management of the Legal Person, but ensures that it is carried out rigorously and competently.

7.05 Delegation of Powers by an Officer

In the event of the absence, incapacity or refusal to act of any officer of the Legal Person, or for any other reason which the Board of Directors considers sufficient, the Board of Directors may delegate, for such time as may be necessary, all or part of the powers of such officer to another officer or to a Director. The delegation of powers is the exclusive responsibility of the Board of Directors and not that of one or more Directors.

7.06 Resignation and Removal

Any officer may resign at any time by delivering a written resignation to the Board of Directors. Any Director may be removed at any time, with or without cause, by a resolution passed by a majority of the Directors, subject, however, to the contract which may bind the Legal Person to an officer.

7.07 Vacancy

The Board of Directors shall fill any vacancy among the officers of the Legal Person, with the exception of a vacancy in the office of President.

In the event of a vacancy in the office of President, the Vice-President shall act as interim President until the next General Assembly of Active Members, at which time the position shall be filled for the remainder of the term, if any. For the purposes of applying paragraph 7 of Article 6.05 of these By-laws, a person appointed President at this meeting is deemed to be starting his or her first term of office and the provisions concerning renewal apply to her with the necessary adaptations.

7.08 Compensation

The officers and other employees of the Legal Person may receive such remuneration for their services as may be determined from time to time by the Board of Directors.

8.00 COMMITTEES

8.01 Executive Committee

The Executive Committee consists of the President, the Vice-President and the Secretary-Treasurer.

In general, the Executive Committee, in accordance with the directions of the Board of Directors, takes all decisions necessary for the proper operation of the Legal Person between regular meetings of the Board of Directors. It is therefore responsible for the day-to-day management and financial affairs of the Legal Person.

The Executive Committee reports to the Board of Directors.

The three members of the executive must submit written reports at meetings of the Board of Directors.

They must also sign the Legal Person's Confidentiality Agreement and Code of Ethics.

They undertake to keep any discussions held within the Executive Committee confidential.

8.02 Other Committees

The Board of Directors may, as required, appoint one or more committees to deal with various matters of interest to the management of the Legal Person's affairs. These committees may be permanent or temporary. They may not be delegated powers and their mandate may only be advisory.

9.00 RESPONSIBILITIES OF DIRECTORS, OFFICERS AND OTHER REPRESENTATIVES

9.01 Limitation of Liability

No Director or officer of the Legal Person shall be personally liable for the acts, receipts, neglects or defaults of any other Director, officer, servant or employee. Nor shall they be liable for any loss, damage or expense occasioned to the Legal Person unless caused by their wilful act or default.

9.02 Compensation

The Directors of the Legal Person are hereby authorized, without the approval or confirmation of the members, to cause the Legal Person to indemnify any Director or officer and their heirs, assigns and legal representatives, from time to time and at any time, out of the funds of the Legal Person, and to the extent of the liability and coverage of insurance issued in the name of the Legal Person and its Directors:

- a) For all costs, charges and expenses which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, in respect of or by reason of any act, deed, matter or thing whatsoever made, done or permitted by her, in or about the execution of the duties of her office, and
- b) All other costs, charges and expenses which the Legal Person sustains or incurs in or about or in relation to the affairs of the Legal Person, except such costs, charges or expenses as are occasioned by the Legal Person's own wilful neglect or default.

10.00 ATTESTATION OF DOCUMENTS

10.01 Authorization



The Board of Directors is authorized to appoint, by resolution, certain officers of the Legal Person as authorized signatories and any securities dealer as proxy for the transfer and cancellation of securities, bonds or other securities of the Legal Person.

11.00 ADOPTION, REPEAL AND AMENDMENT

The Board of Directors may, from time to time, adopt or repeal a by-law or amend the provisions of an existing by-law, the whole subject to the Act and the Legal Person's Constitution. However, any such measure shall apply only until the next Annual General Assembly or by ratification at a Special General Assembly of active members called for that purpose. If the said by-law is not ratified by a simple majority of votes (50% + 1) of the active members, it shall cease to be in force, but only as from that date.

12.00 FINANCIAL PROVISIONS

12.01 Fiscal Year

The financial year of the Legal Person shall end on March thirty-first (31st) in each year, or on such other date as the Board of Directors may from time to time determine.

12.02 Independent Auditor

As decided at each Annual General Assembly, an independent auditor shall be appointed annually by the Active Members to audit the books and financial statements of the Legal Person. Their remuneration, if any, shall be fixed by the Board of Directors duly authorized by the Active Members. If the independent auditor ceases to hold office for any reason before the expiry of their term, the Directors may fill the vacancy by appointing a replacement to hold office until the expiry of their predecessor's term.

If the Active Members decide not to appoint an auditor for a given year at an Annual General Assembly, the Board of Directors may appoint a chartered accountant as soon as possible after the expiry of each financial year. The chartered accountant shall examine or advise the reader of the books and financial statements of the Legal Person and their remuneration shall be fixed by the Board of Directors. The Board of Directors may also decide to produce its own internal financial statements as soon as possible after the expiry of each financial year, which may be used for the purposes of the Annual General Assembly, provided that they include a balance sheet and a general statement of income and expenditure drawn up in accordance with the parameters set out in subsections 98(2) and 98(3) of the Act.

12.03 Banking

The Board of Directors determines the financial institution(s) where the Legal Person's deposits and financial transactions are to be made.

12.04 Signature of Bank Drafts and Contracts

Bank drafts requiring the signature of the Legal Person will be signed by two (2) persons from among those appointed by resolution of the Board of Directors.

12.05 Signature of Contracts

Contracts and other documents which do not require the signature of designated signatories must be signed by one of the following persons: the Executive Director, the Financial Officer or any other person designated by resolution of the Board of Directors. All contracts and other documents so signed shall be binding upon the Legal Person without any further authorization or formality. Any person signing a contract must ensure that she acts within the limits of the mandate entrusted to her.

12.06 Delegation of Powers Policy

The Board of Directors may adopt a policy for the delegation of powers.

13.00 ENTRY INTO FORCE AND CERTIFICATION

This By-law comes into force as soon as it is adopted by the Board of Directors. It may be amended in accordance with the Act.

This By-law repeals and replaces the General By-laws previously adopted.

APPENDIX 6.03 PROCEDURE IN THE ABSENCE OF A NOMINATION POLICY

1. In order to constitute the list of candidates eligible to be elected as Directors of the Legal Person, calls for candidates shall be issued at least forty-five (45) days prior to the holding, as the case may be, of any meeting of a Women's Circle of a Nation, any meeting of Youth Members or any meeting of Elder Members.
2. Insofar as the Board of Directors has identified the competency profiles sought for the Directors of the Legal Person, the information shall be communicated to the members of the Nations simultaneously with the call for candidates.
3. For the avoidance of doubt, since (i) each Women's Circle comprises the members of one Nation and each meeting of these Circles is held on a different date from the meetings of the other Women's Circles, and since (ii) each Circle elects a director of the Legal Person from the Nation concerned, there is not a single call for nominations, but several during the same year. The call for nominations for the positions to be filled at the meetings of Youth Members and Elder Members shall be forwarded to the Youth

Members and Elder Members who have, as at the date of forwarding the call for nominations, been elected as such by the various Women's Circles, it being understood that if a meeting of a Women's Circle is held after the call for nominations has been sent to the Youth Members and Elder Members, the persons elected as Youth Members and Elder Members at that meeting shall be given a copy of the call for nominations as soon as possible within ten (10) days of their election, the forty-five (45) day time limit then being reduced for those persons only.

4. Candidates must complete the nomination form before the deadline indicated in the call for candidates.
5. Candidates must also provide an original certificate of good conduct less than sixty (60) days old issued by a recognized police force or, failing that, a consent to a criminal record check accompanied by the required supporting documents and a certified check payable to Quebec Native Women in the amount of one hundred dollars (\$100).
6. Candidates must also complete and submit, duly signed, the Declaration of Interests Form provided in Appendix 6.11.
7. The Board of Directors appoints a committee of three (3) Directors whose positions are not up for election to evaluate the applications received. The evaluation of these applications shall take into consideration the following elements:
 - a) Compliance with the conditions set out in Section 6.02 above, it being understood that it may require any candidate to provide additional information, in particular with regard to her criminal record and recognition by the Quebec Council of her Nation.
 - b) Compatibility of the application with the competency profiles sought for members of the Board of Directors.
 - c) The candidate's historical adherence to the Legal Person's rules of governance, By-laws, policies, etc., and
 - d) Any other information brought to the attention of the Nominations Evaluation Committee prior to the analysis of a nomination.
8. At least seven (7) days before the date of the meeting of a Women's Circle of a Nation concerned by a call for nominations and of the meetings of Youth Members and Elder Members, as the case may be, the Nominations Committee shall submit to the Board of Directors and to the person who will chair the meeting concerned, the list of eligible candidates for each of the positions up for election at that meeting.
9. If an application is unsuccessful, the Nominations Evaluation Committee must inform the person concerned without delay, giving the reasons in writing. A copy of this notice

shall be sent to the Board of Directors.

10. If the candidate still wishes her name to be submitted to the members of the relevant assembly, she shall make a request in writing within two (2) days of the notice being sent, and her candidacy shall then be submitted to the members of the said assembly, but only after the conclusions of the candidacy evaluation committee have been communicated to the members of the said assembly.

To be even more precise, it is otherwise forbidden for anyone who becomes aware of the conclusions of the Nominations Evaluation Committee to publish or allow the distribution or communication of any information that could identify the persons whose candidatures have not been retained as part of the process, including, for example, a list of candidatures received. The one and only exception is where an unsuccessful candidate makes a request in writing within the deadline.

11. In the event that the Nominations Evaluation Committee does not provide a list of successful candidates, the meeting concerned shall be suspended for this matter for a period not exceeding thirty (30) days to enable the Nominations Evaluation Committee to make a new call for candidates and a new analysis. If it is unable to submit a list when the meeting resumes, the members of this category of active members may elect any person who meets the eligibility criteria set out in these By-laws and who submits her candidacy on the spot.

APPENDIX 6.11 DECLARATION OF INTERESTS FORM

Please print out the form and return it once completed.

In accordance with the General By-laws of Quebec Native Women ('QNW') - *By-Law 6.11 Conflicts of Interest*, QNW directors must respect the QNW Code of Ethics and Conflict of Interest. To this end, *By-law 6.11* stipulates that all members of the Board of Directors are required to declare any activities likely to place them in a situation of real, potential or apparent conflict of interest. They must also update their declaration of interests when their situation changes.

In this declaration, a 'close relation' means any person with whom you have a family, friendship or business relationship which, if known, could reasonably be perceived as influencing your objectivity, impartiality or independence, or leading to favouritism. Without limiting the foregoing, 'close relations' include your spouse or common-law partner, brother or sister, parent, child, grandparent, uncle or aunt, nephew or niece, grandchild, parent-in-law, brother-in-law or sister-in-law, son-in-law or daughter-in-law, stepchild, half-brother or half-sister, spouse of a parent, as well as your business partners and close friends.

All situations that could lead to a conflict of interest, whether real, present, possible, apparent or potential, must be declared.

Section 1 - Identification of the declarant

First and last name (please print) : _____

Section 2 – Interests of the declarant

Do you or, to your knowledge, does anyone close to you have an interest, direct or indirect, in an organization or company that deals or is about to deal with QNW, or is likely to compete with QNW?

Yes

No

If you answered yes, please refer to section 3 of the form and provide details of this situation.



Do you or, to your knowledge, anyone close to you, have any interest, direct or indirect, in any contract or transaction, or proposed contract or transaction, with QNW?

Yes
No

If you answered yes, please refer to section 3 of the form and provide details of this situation.

Have you or, to your knowledge, anyone close to you received an advantage, whether in kind or in money (ex.: payment, compensation, shares in a company, donation or gift), from a person, organization, or company other than QNW, because of a favour or service rendered or the possibility that you may one day do so in the context of your duties with QNW?

Yes
No

If you answered yes, please refer to section 3 of the form and provide details of this situation.

Do you or, to your knowledge, anyone close to you have direct family ties (spouse, sister, brother, father or mother) with a member of QNW staff?

Yes
No

If you answered yes, please refer to section 3 of the form and provide details of this situation.

Are you an elected official, director, officer or employee of an organization whose interests could conflict with those of QNW?

Yes
No

If you answered yes, please refer to section 3 of the form and provide details of this situation.

Section 3 – Please describe any other situation in which, through your activities or those of your direct relatives (as defined above), you have been or may be in a situation of apparent, real or potential conflict.

Please provide below all the information relevant to the description of the situation, in particular the date or duration of the situation, the people involved (family, third parties, organizations, companies, etc.), the nature of the benefit you have or could receive.

Description of the situation:

I declare that the information provided in this form is, to the best of my knowledge, accurate and complete. I undertake to declare any situation that may arise at a later date.

Date: _____

Signature: _____

PERSONAL INFORMATION (these will remain confidential):

Work :

Name of the organization/business : _____

Address : _____

Phone : _____

Professional email : _____

Home :

Address : _____

Home phone : _____

Cell phone : _____

Personal email : _____

Date of birth : _____

