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Province of British Columbia
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BYLAWS
OF
METIS PROVINCIAL COUNCIL OF BRITISH COLUMBIA

(the "MPCBC" or the "Society" as the case may be)

1. Definitions

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"AGM" means the Annual General Meeting of the Society.

"Board" or "Board of Directors" means the Directors of the Métis Nation British Columbia (the "MNBC") which are the MNBC President; Vice-President; Métis Women's Provincial Representative; the Métis Youth Provincial Representative; the 2SLGBTQQIA+ Provincial Governance Council Representative/Chairperson; and the Regional Directors.

"Bylaws" means these Bylaws as may be altered from time to time.

"Community" means those individuals who, residing in a defined geographical area, are related to each other through Métis connections of a historical, cultural, or traditional nature.

"Constituent" means an individual who has a connection with a Métis Community and wishes to enjoin with Métis Citizens in celebrating the Métis cultural heritage. A Constituent shall not be entitled to a vote at meetings of the Society.

"Director" means a member of the Board of Directors.

"Distinct from other Aboriginal Peoples" means distinct for cultural and nationhood purposes.

"Member" means a Métis Citizen

"Métis Citizen" or "Citizen" as the case may be, means a person who self-identifies as Métis, is of historic Métis Nation Ancestry, is distinct from other Aboriginal peoples and is accepted by the Métis Nation as a Métis Citizen in accordance with the provisions of the *Citizenship Act*.

"Métis Nation" means the Aboriginal peoples descended from the Historic Métis Nation, which is now comprised of all Métis Nation Citizens and is one of the "aboriginal peoples of Canada" within s.35 of the Constitution Act of 1982.

"Métis Nation British Columbia (the "MNBC") means the governing body of the Métis Citizens and Métis Communities in British Columbia which has as its Constitution the Constitution of the MNBC and as its administrative arm and secretariat, the MPCBC.

"Officer" means a person elected or appointed with the authority to sign documents and agreements on behalf of MPCBC if so authorized by the Board of Directors.

"SGM" means a special general meeting of the Society.

1.1 Subject to the Definitions herein provided the Definitions in the Act shall apply to these Bylaws.

1.2 In these Bylaws, words importing the singular include the plural and visa versa and words importing a gender applies to both genders.

1.3 Unless specified to the contrary in these Bylaws, any conflict between the provisions of these Bylaws and the Act or the regulations to the Act the provisions of the Act or the regulations will prevail.

2. Membership

2.1 Annual Dues, if any, shall be determined by the Board of Directors.

2.2 Constituents shall not be deemed to be Métis Citizens and shall not be entitled to a vote.

2.3 A person shall cease to be a Member in the event of the following:

a) upon delivering a written letter of resignation to the Society or that Member's Regional Director;
b) the death of the Member; or
c) the removal of the Member as a result of being confirmed on the Indian Registry System as maintained by Indigenous and Northern Affairs Canada.

2.5 Any Member may be suspended or removed from the Society or have their name removed from the list of the Members of the Society by a ¾ majority vote at an AGM or SGM called for that purpose if notice of that suspension or removal is given to that person at least 30 days prior to the AGM or SGM and that person has had an opportunity to give an oral and/or written response to the suspension or removal.

2.6 Notice of a suspension or removal shall be made to the Member being suspended or removed in a written document which describes in plain, unambiguous language, the proposed suspension or removal and the reasons therefore as described in the MNBC policy and procedure manual as amended from time to time.

2.7 A Member shall not be suspended or removed from the Society or have their name removed from the list of Members in any way except as is set out in these Bylaws.

2.8 No Member may be suspended for more than four (4) years. A suspended Member may not run for any office or sit on any board.

2.9 The Society will strive to ensure that the Society its Members and Constituents gain fair benefit from, and have equal access to, all aboriginal programs in Canada and the Province of British Columbia.

3 Meetings

3.1 A general meeting shall be held at the time and place that the Board determines.

3.2 Ordinary business to be conducted at a general meeting includes the following:

a) adoption of the rules of order;
b) financial statements of the Society;
c) consideration of officers, Directors or auditors reports, if any;
d) election or appointment of Directors when applicable;
e) appointment of an auditor, if required;
f) business arising out of a report of the directors not requiring the passing of a special resolution; and
g) such other matters as shall be included on the Agenda for that AGM.

3.3 Annual General Meetings ("AGM") shall be held in September of each year with no less than fourteen (14) days' notice to the Members at a time, date and location chosen by the Board of Directors and, unless otherwise specified, shall be held in conjunction with the Annual General Meeting of the MNBC. The agenda for each AGM shall be provided to the Members no less than fourteen (14) days before the date of the AGM.

3.4 Special or Extraordinary General meetings ("SGM") shall be held when circumstances deemed required by the Board of Directors on seven (7) days' notice to the Members.

3.5 Notice of an AGM or SGM shall be provided to Members by facsimile, email or post at the last known facsimile number, email contact or address and must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.6 Only Members shall be entitled to participate at an AGM or SGM. Only those Members who are 18 years of age or older on the date of the AGM or SGM; who have been a resident of British Columbia for at least 12 months prior to the date of the AGM or SGM; will be entitled to vote at a AGM or SGM.

3.7 Except for Annual General Meetings that are held in conjunction with the MNBC AGM the Chair for a general meeting shall be the President of the MNBC. If the President is unavailable the Vice-President shall act as Chair and in the event the President and Vice-President are unavailable the voting Members in attendance at the meeting shall elect an individual from the Members present at the meeting.

3.8 The quorum for the transaction of business at a general meeting is thirty-six (36) of the voting members.

3.9 If a quorum is not present within 30 minutes of the time set for the meeting, the meeting shall be adjourned to a date to be set by the Board of Directors and if a quorum is not present at that meeting within 30 minutes of the time set for that meeting, the Members who are present for that meeting constitute a quorum.

3.10 Voting at a general meeting shall be by voting cards or in the absence of such by a show of hands unless a secret ballot vote is requested by a majority of the members in attendance.

3.11 Voting by proxy is not permitted.

3.12 All matters to be decided at a general meeting are decided by ordinary resolution and adopted by simple majority unless the matter is required, by these Bylaws to be decided by a special resolution or another resolution with a higher voting threshold.

4. Directors

4.1 A Directors' meeting may be called by the President or by two (2) other Directors on seven (7) days' notice unless that notice period is waived by the Directors.

4.2 50% of the members of the Board of Directors shall constitute a quorum.

4.3 The President of the Society and in their absence, the Vice-President shall be the Chairperson for meetings of the Board of Directors. In the event the President or Vice-President is not available or does not attend at a meeting of the Board of Directors, the Directors in attendance at the meeting shall, upon confirming quorum, appoint a Director from among them to be the chairperson for the meeting.

4.4 The Board of Directors may exercise all the powers and do all the acts and things that the Society may do and may, in the exercise of their duties and on behalf of and in the name of the Society, raise or secure funds and the payment or repayment of money in the manner they decide.

4.5 The Board of Directors may institute annual Membership fees and such other fees or charges as are reasonable and necessary for application for membership or for the provision of services by the Society.

4.6 An officer who has been appointed to hold an office as set out in Sub-Article 3.2 may be suspended or removed from office by a majority vote of the Board of Directors at attendance at a meeting of the Board called for that purpose. The suspension or removal of a Director from a position as an officer does not suspend or remove that Director from his or her position as a director.

4.7 A Director may be removed from office:

a) when the Director is disqualified;

b) when the Director is convicted of a criminal offence carrying a penalty of two years or greater; or
c) when the Director has been removed by a majority vote of the Members in attendance and entitled to vote at an AGM or an SGM when notice of that Director's removal has been provided to the Director prior to the AGM or SGM.

A Director so removed may appeal the removal to the Senate whose decision shall be final and binding.

4.8 A Director ceases to be a Director when that Director

a) dies;
b) resigns by written instrument delivered to the Society;
c) ceases to be the President of the MNBC, or is no longer the Vice-President of the MNBC, or is no longer a Regional Director of the MNBC, or is no longer the Chairperson of the Métis Women of British Columbia, or is no longer the Chairperson of the Métis Youth of British Columbia; or is no longer the Chairperson of the 2SLGBTQQIA+ Provincial Governance Council;
d) ceases to be a Citizen;
e) is convicted of a criminal offence carrying a penalty of two years or greater; or
f) is removed as a Director in accordance with the provisions of these Bylaws.

4.9 A Director may be suspended by a vote of the majority of the Members of the Board of Directors. A Director so suspended may appeal the suspension to the Senate whose decision shall be final and binding. A suspension may be with or without pay at the discretion of the Board of Directors.

4.10 A Director shall be given notice of any proposed resolution to remove or suspend that Director and he or she shall be given an opportunity to speak to the Board of Directors or to the Society Members in attendance at an AGM or SGM where the removal or suspension will be subject to discussion and/or vote.

4.11 In the event of a vacancy in the Board of Directors and subject to available financial resources, a by-election shall be held within one hundred and eighty (180) days of the date of vacancy except in the case of the office of President. In the event of a vacancy in the office of President and financial resources are unavailable, the sitting Vice-President will fill the office of President and the Board of Directors will appoint, from among them, a person to fill the office of Vice-President until a by-election or election is held for that purpose. In the case of any other vacancy on the Board of Directors, the Board of Directors will request the assistance of the MNGA who, in consultation with the relevant Regional Governance Council where appropriate, appoint a Director to fill the vacancy for such term and with such rights of participation in all of the governance processes as may be determined by the MNGA.

4.12 A Director may be remunerated for performing their duties as a director.

5.1 Relationship with MNBC

5.2 The Society acknowledges that the MNBC is the governing Provincial body of the Métis Citizens in British Columbia and in the geographical Area of the Society and shall, as the Administrative arm and secretariat of the MNBC, provide such support and assistance to the MNBC to fulfill its governance role as may be appropriate or required.

5.3 Any provisions of these Bylaws that are inconsistent with the MNBC Constitution shall be null and void as it relates to that matter. The Society acknowledges that the governance of the Society is intended to be consistent with the provisions of the MNBC Constitution and Legislated Acts.

6.1 **Financial**

6.2 The Society shall be the subject of an Audit each year by an auditor in good standing in in the Province of British Columbia.

7.1 Dissolution

7.2 On the winding up or dissolution of the Society any and all assets remaining after all the just debts of the Society have been paid shall be transferred to a society having a charitable purpose similar to that of the Society. Any transfer of assets to such society shall be sufficient to discharge any and all obligations and responsibilities of the Society in relation to those assets.

8.1 Amendment

8.2 Subject to the amendment by the MNBC Board of Directors of matters that are "Housekeeping Matters" as defined in the *Métis Nation Governing Assembly Act*, these Bylaws shall only be amended by a Special Resolution requiring the approval of at least 75% of the Society Members in attendance at a AGM or SGM where no less than fifteen (15) days notice of the proposed amendment has been given.

8.3 Amendments to Bylaws 1, Definition of Constituent; 2.3; 2.4; and 3.6 shall only be amended by a Special Resolution requiring the approval of at least 85% of the Members in attendance at an AGM or SGM where no less than thirty (30) days notice of the proposed amendment has been provided to the Members.

8.4 Except as provided elsewhere in these Bylaws, all proposed amendments to the Bylaws must be registered with the Board of Directors no less than ten (10) days prior to the date of the AGM or SGM and if approved, shall come into effect on the later of the date at which it is filed with the registrar of Societies or the date specified in the special resolution.

8.5 All approved amendments to the Bylaws shall be appended to the Bylaws.