

NCPEI Constitution and By-Laws

(Last Amended November 2024)

THE NAME OF THE SOCIETY SHALL BE: **THE NATIVE COUNCIL OF PRINCE EDWARD ISLAND.**

AIMS AND OBJECTIVES OF THE NATIVE COUNCIL

	SECTION 1. To aid and assist all off-reserve people of Aboriginal ancestry in Prince Edward Island for the purpose of advancing their general living conditions and achieving a level of self-determination.
	SECTION 2. To work with all levels of government, public and private agencies, and private industry to improve social, educational and employment opportunities for off-reserve Aboriginal peoples of Prince Edward Island.
	SECTION 3. To foster and strengthen Aboriginal languages, cultural identity, traditional practices and pride among Aboriginal peoples of Prince Edward Island.
	SECTION 4. To inform the general public of the special needs of the off-reserve Aboriginal peoples of Prince Edward Island and of their efforts to achieve full participation in self-determination and in the economic, social and political life of the province.
	SECTION 5. To co-operate with all other Aboriginal organizations whose aims are similar to those of the Native Council of Prince Edward Island;
	SECTION 6. To foster and establish a relationship with the Mi'kmaq Grand Council and other Aboriginal groups in dealing with the treaty rights and land claim issues which affect the Mi'kmaq and other Aboriginal Members of the Native Council of Prince Edward Island.
	SECTION 7. To assist and give a collective voice to the Mi'kmaq and other Aboriginal persons living off reserve in Prince Edward Island;
	SECTION 8. To advocate and hold all levels of government accountable on behalf of the Mi'kmaq and all Aboriginals on Prince Edward Island for treaty rights and land claims.
	SECTION 9. To provide resources and a community setting for the Mi'kmaq and all Aboriginals on Prince Edward Island (off-reserve) in exercising traditional rights, customs and practices.
	SECTION 10. To advocate on behalf of and to give a collective voice to the Mi'kmaq and other Aboriginal persons living off reserve in Prince Edward Island, including bringing court proceedings on their behalf.
	SECTION 11. To consult and cooperate in good faith with all levels of government to obtain the free, prior, and informed consent of the Mi'kmaq and other Aboriginal persons living off-reserve in PEI.

ARTICLE NO. I
HEAD OFFICE

Head Office	SECTION 1. The head office of the Native Council shall be in Charlottetown, in Queens County, Province of Prince Edward Island.
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ARTICLE NO. II
INTERPRETATION

General	SECTION 1. In this Constitution and Bylaws, unless the context otherwise requires: a) “Aboriginal” means the Indigenous people of North America; b) “Act” means the <i>Companies Act</i>, RSPEI 1988, Cap. C-14, as amended, from time to time and at any time, and any other Act enacted in substitution or replaced of such Act; c) “Board” means the Board of Directors of the Native Council; d) “Council” or “Native Council” means the Native Council of Prince Edward Island; the body corporate originally constituted as the P.E.I. Association of Métis and Non -Status Indians by Letters Patent dated May 22, 1975, together with any Supplementary Letters Patent granted and issued subsequent to such date; SECTION 2. All words used herein which import number shall be read and considered with such changes of number as the context may require. All words used herein which import gender shall be read and considered with such changes of gender as the context may require. Furthermore, such wording shall include reference to 2SLGBTQIA+ individuals. SECTION 3. Article and section headings contained herein are included solely for convenience and are not intended to be full or accurate descriptions of the content of any article or section.
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ARTICLE NO. III
MEMBERSHIP / CITIZENSHIP

Eligibility for Membership	SECTION 1. Membership in the Native Council is open to anyone who is of Aboriginal ancestry, self-identifies as being of Aboriginal ancestry and acceptance in the Aboriginal community, and is a permanent resident of Prince Edward Island who does not reside on an Indian Reserve (within the meaning of the <i>Indian Act</i> of Canada). Further meaning is given below in subsections 1, 2, 3 and 4.
Aboriginal Ancestry	Subsection 1.1 Aboriginal ancestry means proof that an individual had an ancestor who belonged to a historic Aboriginal community. The prospective member must provide satisfactory evidence to the Native Council of Aboriginal

	ancestry by providing not less than three of the following four which are credible and acceptable: (1) A birth, baptism, marriage or death record issued by a church or government; (2) An official government document such as a census record, a court record (including probated or filed wills) or a land registry document; (3) A written statement of a historian or a registered genealogist; (4) Such other evidence in written or verbal form provided that it is coupled with other documentation, which the Board of Directors deems credible and acceptable.
Self-Identification and participation	Subsection 1.2. The prospective member must self-identify as a member of an Aboriginal community; the member must hold himself or herself out and believe or consider he or she is an Aboriginal. The prospective member should be proud of his or her Aboriginal ancestry and openly identify himself or herself as being of Aboriginal ancestry. The prospective member may also demonstrate past and ongoing participation in the shared culture and the customs and traditions that constitute the Aboriginal community and distinguish it. This may include participation in community activities and events and participation in and connection to the community and culture, knowledge, understanding, and appreciation of Aboriginal community.
Permanent Resident	Subsection 1.3. Permanent resident of Prince Edward Island means an individual who has physically lived within the Province of Prince Edward Island for a continuous period of at least six months at the time of application.
Form and Information	SECTION 1.4. The prospective member must complete any prescribed form and submit all required documentation to the Native Council. The majority (50% + 1) of the Board of Directors may prescribe any form and any required documentation from time to time, in furtherance of the eligibility criteria in this Article.
Classes of membership	SECTION 2. There shall be the following membership classes in the Native Council: (1): Full Voting; (2) Youth; and (3) Honourary.
Full Voting	Subsection 2.1. Full Voting membership shall be open to any adult (16 or over) who meets the requirements identified above in this article and has been accepted as a member of the Native Council by the Board of Directors. Each adult member shall have one vote.
Youth	Subsection 2.2. Youth membership shall be open to any minor under the age of sixteen who meets the requirements identified above in this article and has been accepted as a member of the Native Council by the Board of Directors. This membership may be applied for by the parent or legal guardian of any minor. Youth members will become full voting members once they turn 16; they do not

	need to apply. Youth members aged thirteen and older are entitled to vote for their youth director but are not otherwise entitled to vote until they are full-voting members of the Native Council.
Honourary	Subsection 2.3. Honourary membership shall be open to any individual or organization which the majority (50% + 1) of the Board of Directors desires to recognize as supporting the Native Council, being sympathetic to the aims and objections of the Native Council or otherwise warranting recognition. Honourary Membership does not entitle the holder to any vote.
Membership decision	SECTION 3. The majority (50% + 1) decision of the Board of Directors shall determine whether or not a prospective member shall be accepted as a member of the Native Council. The decision of the Board of Directors shall be communicated to the prospective member by letter, email, phone, or other means in a reasonable timely manner.
Membership dispute: appeal	SECTION 4. Any individual who is not accepted as a member of the Native Council may provide a letter or written submissions only of not more than five pages in totality indicating why he or she believe he or she should be accepted as a member. If youth membership is an issue the letter or submissions may be provided by the parent or guardian. The Board of Directors <i>may</i> review the letter or documented submissions and have a further vote at a later meeting (within six months) but nothing shall require the Board to accept that individual as a member or hear from that individual in person. The decision of the majority (50% +1) of the Board of Directors shall be binding and final for that application. If circumstances change and new information can be provided, a new application can be submitted.
Withdrawal	SECTION 5. A member may withdraw membership by document or email indicating their desire to resign and mailing it or emailing it to the Native Council Head Office. The withdrawal shall be effective immediately upon being received by the Native Council Head Office. Acceptance of the withdrawal shall not be required.

ARTICLE NO. IV

ANNUAL GENERAL ASSEMBLY

Annual General Assembly	SECTION 1. The Native Council shall hold an annual meeting, to be known as the Annual General Assembly, once in every fiscal year at such time and at such place as shall be determined by the decision of the majority (50% +1) of the Board of Directors for the purpose of transacting all such business as may be properly dealt with at the meeting, including the review of the previous year's annual meeting minutes, review of the report from the President and Chief, review of the reports from the Board of Directors, review of any report from program managers and/or staff, review of the audited financial statements, discussing and adopting resolutions, and so forth.
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Zone Meetings and Youth and Elder Meetings	SECTION 2. Each zone along with the Youth Council and the Elder Council shall hold a meeting prior to the Annual General Assembly as set out in Article 6 Section 3 along with Article 7 Section 4.
Notice of Annual General Assembly	SECTION 3. Notice shall be given to all members of the time and place of the Annual General Assembly at the same time as the notice under Article 6 Section 5 and 6 along with Article 7 Section 6 and 7. For further clarity, the notice for the zones shall state the time and place of the zone meetings and the notice shall also state the time and place of the Annual General Assembly; separate notice shall not be necessary. The notice for the Elder and Youth Councils shall state the time and place of the elder and youth meeting and the notice shall also state the time and place of the Annual General Assembly; separate notice shall not be necessary. The Native Council may also post a notice of the Annual General Assembly on its website and on its social media pages and do such other things to give notice of meetings.
Members to Provide Contact Details	SECTION 4. Each member shall be required to provide the Native Council with their current mailing and email address. It shall be the responsibility of each member to contact the Native Council in writing by letter or email to update his or her current mailing and email address; failure to do so shall not be an excuse or invalidate notice even if the Native Council receives notification by returned email or returned mail.
Deemed Notice on Attendance Unless Protest	SECTION 5. Notice of a meeting shall be deemed given to any person who attends the meeting without protesting before or at its commencement about the lack of adequate notice which, if given, shall be noted in the minutes.
Quorum	SECTION 6. A quorum for any Annual General Assembly of the Native Council shall be a simple majority (50% +1) of the voting delegates selected for such assembly and present at the start of the Annual General Assembly. The minimum quorum for any Annual General Assembly shall not be fewer than twenty full voting members. For further certainty and ease of reference, see Appendix A.
Passing	SECTION 7. No matter shall be carried without the affirmative vote of a simple majority (50% + 1) of those present and eligible to vote. Each voting delegate shall have only one vote. For further certainty and ease of reference, see Appendix A.
Voting for President Position	SECTION 8. If a vote is taken for the position of President and Chief (if the position is vacant), the voting shall be by secret ballot.
Chairpersons	SECTION 9. Chairperson(s) shall be nominated by the voting delegates from those individuals present at the Annual General Assembly; the individual(s) need not be a Member of the Native Council. The Chairperson(s) may be voting delegates of the Annual General Assembly. In such cases, the Chairperson(s) must step down from chairing for any motions in which they intend to speak or vote on. In addition, any Chairperson(s) entitled to vote shall always be eligible

	to vote in secret ballot votes, including for elections, but must still step down from chairing to speak on the motion. The majority (50% + 1) vote of the voting delegates present shall determine the Chairperson.
No Proxy	SECTION 10. The voting delegates shall not vote by proxy; no proxy or agent voting shall be permitted. Only those voting delegates (or alternative voting delegates if applicable) present and eligible to vote shall vote.
Electronic Meeting	SECTION 11. The Annual General Assembly may be held by video or electronic means in extenuating circumstances upon advance approval of the Board of Directors which shall not be carried without the affirmative vote of $\frac{3}{4}$ (75%). The exact means of the meeting shall be further specified by the Board of Directors as appropriate in the circumstances. The Board may specify that such electronic meeting may be one time only or continue for further meetings. Extenuating circumstances shall include but not be limited to: pandemic, health crisis, natural disaster such as flood or storm, or other unforeseen circumstances which are uncontrollable in operation.

ARTICLE NO. V

SPECIAL GENERAL ASSEMBLY

Special General Assembly	SECTION 1. Any three members of the Board of Directors may together (which may or may not include the President and Chief as one) call a special meeting of the members to be known as a Special General Assembly for the purpose of transacting special business such as the election of a new President and Chief (if the position has become vacant) and other special situations that may arise.
President and Chief Vacancy	SECTION 2. Upon a vacancy in the position of President and Chief, the Board of Directors shall immediately call a Special General Assembly so that a new President and Chief may be elected.
Zone Meetings and Youth and Elder Meetings	SECTION 3. Each zone along with the Youth Council and Elder Council shall hold a meeting prior to the Special General Assembly as set out in Article 6 Section 4 along with Article 7 Section 5.
Notice of Special General Assembly	SECTION 4. Notice shall be given to all members of the time and place of the Special General Assembly at the same time as the notice under Article 6 Section 5 and 6 along with Article 7 Section 6 and 7. For further clarity, the notice for the zones shall state the time and place of the zone meetings and the notice shall also state the time and place of the Special General Assembly; separate notice shall not be necessary. The notice for the Elder and Youth Councils shall state the time and place of the elder and youth meeting and the notice shall also state the time and place of the Special General Assembly; separate notice shall not be necessary.

	The Native Council may also post a notice of the Special General Assembly on its website and on its social media pages and do such other things to give notice of meetings.
Same provisions as Annual General Assembly	SECTION 5. The same provisions included in Article IV, Sections 4 to 11 inclusive, shall apply to a Special General Assembly as they would for an Annual General Assembly.

ARTICLE NO. VI

ZONES, ZONE MEETINGS, ZONE DELEGATES

Three zones	SECTION 1. There shall be three territories called “Zones” which shall be based on the Counties of Prince Edward Island: Zone 1 - Prince County; Zone 2 - Queens County, and Zone 3 - Kings County.
Two Board members for each Zone	SECTION 2. Each zone shall elect two Board members to serve on the Board of Directors of the Native Council. These Board members may be referred to as “zone directors” for the Zone which they are elected from.
Annual Zone Meetings Prior to Annual General Assembly	SECTION 3. The zone directors in each zone shall hold an Annual Zone Meeting at least twenty days prior to the date of the Annual General Assembly for the purpose of selecting voting delegates and alternative voting delegates who will represent the zone at the Annual General Assembly and for the purpose of electing zone Directors (if a vacancy exists) and also for the purpose of discussing issues and business that may arise at the Annual General Assembly. All voting members of the Native Council shall be eligible to vote in the zone in which they normally reside.
Zone Meetings Prior to Special Assembly	SECTION 4. The zone directors in each zone shall hold a meeting at least ten days prior to the date of the Special General Assembly for the purpose of selecting voting delegates and alternative voting delegates who will represent the zone at the Special General Assembly and also for the purpose of discussing issues and business that may arise at the Special General Assembly. All voting members of the Native Council shall be eligible to vote in the zone in which they normally reside.
Notice of Meeting Method	SECTION 5. Notice shall be given to each member eligible to vote at the meeting by one of the following methods: (a) by personal delivery; (b) by email; or (c) by regular postage paid mail. In the case of personal delivery, the notice shall be delivered personally to each member at least twenty full days before the time set for the meeting. In the case of email, the notice shall be sent to each member’s email address at least twenty full days before the time set for the meeting. In the case of regular postage paid mail, notice shall be deposited into a Canada Post mailbox at least twenty full days before the time set for the meeting. Confirmation of receipt shall not be necessary.

	The Native Council <i>may</i> also post a notice of the meeting on its website and on its social media pages and do such other things to give notice of the meeting, but this shall not constitute the required notice.
Notice of Meeting Contents	SECTION 6. The Notice shall state the time, place and requirements (as set out in Article 3 Section 8) of the meeting for the zone and be sent by personal delivery, email, or regular paid mail to the Members last known address or email address submitted by the Member. The notice shall state the time and place of the zone meeting and the notice shall also state the time and place of the Annual General Assembly or Special General Assembly; separate notice shall not be necessary.
Member to Provide Contact Information and Keep up to Date	SECTION 7. Each Member shall be required to provide the Native Council with their current mailing and email address. It shall be the Members responsibility to contact the Native Council in writing by email or mail to update his or her current mailing and email address; failure to do so shall not be an excuse or invalidate notice even if the Native Council receives notification by returned email or returned mail.
Deemed Notice on Attendance Unless Protest	SECTION 8. Notice of a meeting shall be deemed given to any person who attends the meeting without protesting before or at its commencement about the lack of adequate notice which, if given, shall be noted in the minutes.
Voting for Board Members	SECTION 9. At the Annual Zone Meeting held prior to the Annual General Assembly, the members of each zone shall cast votes by secret ballot for the two Directors who will represent them in that zone, if there is a vacancy.
Vacancy on Board	SECTION 10. If a vacancy occurs on the Board of Directors for a zone, an election shall be called to fill the vacancy at the next meeting of that zone. A director that is elected at a zone meeting that is not the annual zone meeting shall only serve until the next annual zone meeting. Proper procedures for notice of an election and declaring intent to run shall be followed, insofar as such procedures can be conducted in time between the vacancy occurring and the next zone meeting. Notwithstanding the foregoing, the Board of Directors, in accordance with Article 8 Section 23, may appoint an individual to serve until the annual zone meeting.
No Proxy	SECTION 11. Members shall not vote by proxy; no proxy or agent voting shall be permitted. Only those present and eligible to vote shall vote at any zone meeting.
Director to Declare Intention to Run	SECTION 12. An individual interested in running for a vacant director position or running for re-election shall submit a letter by mail or an email to the Native Council indicating their intention to run as a director and enclosing or attaching a biography which must be received within seven days of the upcoming meeting. Only individuals who have complied with this provision shall be eligible for the vote. Notwithstanding the foregoing, if no individuals whatsoever have submitted their intention as aforesaid, or if those who have submitted their names do not receive 50% + 1 of the votes of those in attendance at the Zone meeting, names may be taken from the floor at the meeting. At the meeting

	copies of the letter and the resume shall be posted or made available to all eligible to vote.
Twenty Voting Delegates	SECTION 13. At the zone meeting prior to the Annual General Assembly or the Special General Assembly, each zone shall choose twenty voting delegates (this count to include the board of directors for that Zone) in addition to five alternate voting delegates. All Board Directors shall be voting delegates at the Annual General Assembly or the Special General Assembly and be counted among the zone in which they normally reside in.
Directors to Provide List	SECTION 14. At least ten days prior to the Annual General Assembly, the zone Directors of each zone shall provide a written list to the head office of the Native Council of the names of the voting delegates and alternate voting delegates. In the case of a Special General Assembly, the above time period shall be five days.
Shortfall of Delegates	SECTION 15. If after a zone meeting there is a shortfall of delegates for a zone (i.e., less than twenty delegates and five alternate delegates), the zone director(s) may request that the Native Council place a notice of the shortfall on the Native Council's website and on its Facebook page, calling for any eligible member in the Zone to serve as a voting delegate for the zone or as an alternative voting delegate. Any interested eligible member shall contact the Native Council by email or express mail asking to be a voting or alternative voting delegate. Names shall be added to the voting or alternative voting delegates list on a first received basis. This process shall only be open until 11:59pm on the eleventh day prior to the Annual General Assembly (the following day the list is provided in accordance with Section 15 above). In the case of a Special General Assembly, the above time period shall be 11:59pm on the sixth day.
Shortfall at Assembly	SECTION 16. In the event any zone has a shortfall of delegates at the Annual General Assembly or at a Special General Assembly, the shortfall of delegates shall be made up by the alternative voting delegates from the other zones in equal proportion between the other zones, the alternative voting delegates from each other zone to be chosen randomly from the other zones. If a shortfall still exists, the voting shall proceed; no names shall be taken from the floor.
Directors to Hold Other Meetings	SECTION 17. The zone directors in each zone shall call for, chair, and hold a minimum of four meetings in each fiscal year (the Annual General Assembly shall be considered one), for the purposes of discussing current issues and events and business of the Native Council. Zone meetings shall be conducted in accordance with the Zone Guidelines, as approved by a simple majority (50% + 1) of the Directors from time to time and made available on the Native Council website. Notice for these meetings shall be given to each Member within the zone and minutes shall be kept and provided to the Native Council within 2 weeks of the zone meeting. Notice may be given as above in this article or the Board of

	Directors may by resolution of the majority (50% +1) chose to vary the notice requirements for these meetings from time to time including not providing email or mailed notice but instead posting a notice on the Native Council’s website or social media pages. However, at an absolute minimum, notice indicating the time and place of the meeting must be posted online at least seven days prior to the meeting (though the Board of Directors may choose to give further notice). For further certainty, the notice requirements in this article above for the meetings prior to the Annual General Assembly and the Special General Assembly cannot be varied or modified.
Congress of Aboriginal Peoples Delegates	SECTION 18. The President & Chief shall be responsible for selecting the delegates and alternates for the Congress of Aboriginal Peoples Annual General Assembly. The President & Chief shall first select delegates and alternates from the Directors in office before selecting other names. Each Director shall gather the names of alternates at their respective meetings held prior to the Congress of Aboriginal Peoples Annual General Assembly and provide these names to the Native Council Head Office by the deadline specified during the callout. All names for delegates and alternates must be members of Aboriginal ancestry. The President & Chief may also post on the Native Council website and social media pages to gather additional names. If a Director is unable to attend the Congress of Aboriginal Peoples Annual General Assembly, they shall be entitled to appoint an alternate of their choosing from their respective Zone or Council. Notwithstanding, the President & Chief shall have authority to select other names to fill any vacancies as needed to ensure a full delegation is able to participate.
Electronic Meeting	SECTION 19. A Zone meeting may be held by video or electronic means in extenuating circumstances upon advance approval of the Board of Directors which shall not be carried without the affirmative vote of $\frac{3}{4}$ (75%). The exact means of the meeting shall be further specified by the Board of Directors as appropriate in the circumstances. The Board may specify that such electronic meeting may be one time only or continue for further meetings. Extenuating circumstances shall include but not be limited to: pandemic, health crisis, natural disaster such as flood or storm, or other unforeseen circumstances which are uncontrollable in operation.

ARTICLE NO. VII

Elders and Youth

Elder Council and Youth Council	SECTION 1. In addition to the three zones, there shall be an Elder Council and a Youth Council. Each of these two groups shall elect one Board member, who may be referred to as “Youth director” and “Elder director,” respectively.
Youth Council	SECTION 2. Any Aboriginal youth between the ages of ten and twenty-nine shall be automatically part of the Youth Council. Aboriginal youth aged thirteen to twenty-nine shall be eligible to vote for Youth Director. For further clarity,

	until they are full voting members of the Native Council, they shall have no other voting powers.
Elder Council	SECTION 3. All members aged fifty-five years of age and over shall be automatically part of the Elder Council.
Meetings Prior to Annual General Assembly	SECTION 4. Both the Youth and Elder Councils shall hold a meeting at least twenty days prior to the date of the Annual General Assembly for the purpose of electing a Board Member (if a vacancy exists) and also for the purpose of discussing issues and business that may arise at the Annual General Assembly.
Meetings Prior to Special General Assembly	SECTION 5. Both the Youth and Elder Councils shall hold a meeting at least ten days prior to the date of the Special General Assembly for the purpose of discussing issues and business that may arise at the Special General Assembly.
Notice of Meeting - Method	SECTION 6. Notice shall be given to each member eligible to vote at the meeting by one of the following methods: (a) by personal delivery; (b) by email; or (c) by regular postage paid mail. In the case of personal delivery, the notice shall be delivered personally to each member at least twenty full days before the time set for the meeting. In the case of email, the notice shall be sent to each member's email address at least twenty full days before the time set for the meeting. In the case of regular postage paid mail, notice shall be deposited into a Canada Post mailbox at least twenty full days before the time set for the meeting. Confirmation of receipt shall not be necessary. The Native Council <i>may</i> also post a notice of the meeting on its website and on its social media pages and do such other things to give notice of the meeting, but this shall not constitute the required notice.
Notice of Meeting - Contents	SECTION 7. The notice shall state the time and place of the meeting for the zone and be sent by personal delivery, email, or regular paid mail to the Members last known address or email address submitted by the Member. The notice shall state the time and place of the meeting and the notice shall also state the time and place of the Annual General Assembly or Special General Assembly; separate notice shall not be necessary.
Member to Provide Contact Information and Keep up to Date	SECTION 8. Each Member shall be required to provide the Native Council with their current mailing and email address. It shall be the Members responsibility to contact the Native Council in writing by email or mail to update his or her current mailing and email address; failure to do so shall not be an excuse or invalidate notice even if the Native Council receives notification by returned email or returned mail.
Deemed Notice on Attendance Unless Protest	SECTION 9. Notice of a meeting shall be deemed given to any Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice which, if given, shall be noted in the minutes.

Voting for Board Members	SECTION 10. At the meeting of the Youth Council and of the Elder Council, the members shall cast votes by secret ballot for the Director who will represent them, if there is a vacancy.
Vacancy on Board	SECTION 11. If a vacancy occurs on the Board for the Youth or Elder Councils, an election shall be called to fill the vacancy at the next meeting of that council. A director that is elected at a council meeting that is not the annual council meeting shall only serve until the next annual council meeting. Proper procedures for notice of an election and declaring intent to run shall be followed, insofar as such procedures can be conducted in time between the vacancy occurring and the next council meeting. Notwithstanding the foregoing, the Board of Directors, in accordance with Article 8, Section 23 may appoint an individual to serve until the next annual meeting.
No Proxy	SECTION 12. Members shall not vote by proxy; no proxy or agent voting shall be permitted. Only those present and eligible to vote shall vote at any zone meeting.
Director to Declare Intention to Run	SECTION 13. An individual interested in running for a vacant director position or running for re-election shall submit a letter by mail or an email to the Native Council indicating their intention to run as a director and enclosing or attached their resume, which must be received within seven days of the upcoming meeting. Only individuals who have complied with this provision shall be eligible for the vote. Notwithstanding the foregoing, if no individuals whatsoever have submitted their intention as aforesaid, or if those who have submitted their names do not receive 50% + 1 of the votes of those in attendance at the Zone meeting, names may be taken from the floor at the meeting. At the meeting copies of the letter and the resume shall be posted or made available to all eligible to vote.
Own Rules/By-laws; Cannot Conflict with these	SECTION 14. The Youth and Elder Councils shall be entitled to adopt such by-laws and/or rules to govern their affairs provided however that such by-laws and/or rules shall not conflict with the Constitution and By-laws herein, with the Companies Act, and such other statutes and principles of law that may apply.
Electronic Meeting	SECTION 15. A Youth Council or Elder Council annual meeting may be held by video or electronic means in extenuating circumstances upon advance approval of the Board of Directors which shall not be carried without the affirmative vote of $\frac{3}{4}$ (75%). The exact means of the meeting shall be further specified by the Board of Directors as appropriate in the circumstances. The Board may specify that such electronic meeting may be one time only or continue for further meetings. Extenuating circumstances shall include but not be limited to: pandemic, health crisis, natural disaster such as flood or storm, or other unforeseen circumstances which are uncontrollable in operation.

ARTICLE NO. VIII
BOARD OF DIRECTORS

Board of Directors	SECTION 1. The overall business, affairs, and policy of the Native Council shall be the responsibility of the Board of Directors which shall consist of nine Directors comprised as follows: The President and Chief; one youth Director, one Elder Director, and six Zone Directors.
Eligibility	SECTION 2. Any Member of the Native Council shall be eligible to be elected as a director so long as they are: (a) An individual who is eighteen years or age or older; (b) Not an individual who has been found mentally incompetent by any court in Canada; (c) Not an individual who has the status of bankrupt (undischarged) as defined in the <i>Bankruptcy Act</i> of Canada as amended and successor statutes; (d) The individual has been a full voting member for at least one year prior to the date of their election; (e) The individual must be of Aboriginal ancestry; and (f) Otherwise, eligible under the provisions herein in this Constitution and By-laws. Additional non-binding considerations: Members voting for a Director or the President and Chief should also consider the following: (1) Whether the proposed director is aware and is prepared to accept the fiduciary duty and responsibility of a corporate director of the Native Council; (2) Whether the proposed director has any education, such as university or college degrees or diplomas, or any valuable working experience; (3) Whether the proposed director is capable of understanding the important role they will have; (4) Whether the proposed director has any valuable skills or perspectives which may be of value to the Native Council; (5) Whether the proposed director is a team player and has interpersonal skills; (6) Whether the proposed director has a vision for the Native Council; (7) Whether the proposed director is dedicated and capable of thinking and acting in the best interests of the Native Council, as opposed to the best interests of perhaps only themselves or their family; (8) Whether the proposed director has strong ties to the community; (9) Whether the proposed director possesses a passion for the Native Council; (10) Whether the proposed director has the capacity to serve and attend meetings; (11) Whether the proposed director has any criminal convictions which may be relevant and which may impact on his or her ability to serve and act in the best interests of the Native Council;

	(12) Whether the proposed director has the willingness to abide by the Constitution and Bylaws, Code of Conduct, policies, procedures, and any other rules that may apply; (13) And such other factors as may be important.
Automatically Ceases to be Director	SECTION 3. Any director automatically ceases to be a director if they are: (a) An individual who has been found mentally incompetent by any court in Canada or by two medical practitioners; (b) An individual who has the status of bankrupt (undischarged) as defined in the <i>Bankruptcy Act</i> of Canada as amended and successor statutes; (c) They die; (d) They resign as further set out below; (e) They are absent from four consecutive meetings of the Board; (f) They fail to obtain a criminal record and vulnerable sector check and provide it to the Native Council within Sixty (60) days of his or her appointment or election to the Board of Directors. For further clarity, nothing shall require the Board to remove the individual; the individual at law shall no longer be a Director. However, the Board may, for further certainty, remove the individual as provided below in this article.
Chief both Officer and Director	SECTION 4. The President and Chief shall serve as both an Officer and Director of the Native Council.
Board Meetings	SECTION 5. The President and Chief may call Board meetings as he or she may determine but no fewer than four board meetings shall be held in each fiscal year.
Notice and Methods and Times	SECTION 6. Notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) by email; or (c) by regular postage paid mail. In the case of personal delivery, the notice shall be delivered personally to the director at least three full days before the time set for the meeting. In the case of email, the notice shall be sent to the director's email address at least three full days before the time set for the meeting. In the case of regular postage paid mail, notice shall be deposited into a Canada Post mailbox at least three full days before the time set for the meeting. Confirmation of receipt shall not be necessary.
Notice of Meeting - Contents	SECTION 7. The Notice shall state the time and place of the meeting and shall indicate in general terms what business will be transacted at the meeting.
Director to Provide Contact Information	SECTION 8. Each Director shall be required to provide the Native Council with their current email address and mailing address. It shall be the Directors responsibility to contact the Native Council in writing to update his or her email address and mailing address and to regularly monitor his or her email address and mail. The failure of a Director to update his or her email address or mailing address, or the failure of a Director to retrieve his or her email or mail, shall not

	invalidate notice even if the Native Council receives notification by returned email or mail that the address is invalid or was otherwise returned.
Deemed Notice on Attendance Unless Protest	SECTION 9. Notice of a meeting shall be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice which, if given, shall be noted in the minutes.
Resolution Without Meeting	SECTION 10. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written resolution of the majority (50%+1) setting forth the action so taken is signed by the Directors along with a waiver of notice. For further clarity, a resolution by email and/or an email confirming a Director's intent to sign or approve the resolution shall be considered binding and the equivalent of a written and signed resolution. This provision shall not apply with regard to meetings for the removal or suspension of a director, the appointment or reinstatement of a director, or the amendment or change in any way of the Constitution and By-laws.
Meeting by Conference Telephone and Other Methods	SECTION 11. The Board may participate in a meeting by means of teleconference or videoconference equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.
Quorum	SECTION 12. A simple majority (50% +1) of the Directors then sitting in office shall form a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise provided herein for certain decisions. For further certainty and ease of reference, see Appendix A.
Passing	SECTION 13. No matter shall be carried without the affirmative vote of a simple majority (50% + 1) of those present. For further certainty and ease of reference, see Appendix A.
Presumed Assent	SECTION 14. A Director present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files his or her written dissent to such action with the person acting as the Secretary or Minute taker of the meeting before the adjournment thereof, or unless he or she forwards such dissent by mail to the Native Council and received within ten days after the adjournment or close of the meeting. A Director who voted in favor of such action may not dissent.
No Proxy	SECTION 15: A Director shall not vote or attend by proxy; Directors may not delegate their powers in accordance with law.
Compensation	SECTION 16. Other than the President and Chief, Directors shall not receive any stated salaries or payments for their services. Directors may if approved by the majority (50%+1) of the board from time to time, receive travel expenses, per diems, and other eligible reimbursements fixed at the same rates as set by the Treasury Board of Canada.

No Loan	SECTION 17. The Native Council shall not loan money to any Director or Member. This provision shall not apply to a Member who is also an employee and requesting an advance on their employee pay, subject to the Financial Policies of the Native Council.
Not Eligible to Apply for Positions	SECTION 18. No Director of the Native Council shall accept a paid or salaried position unless he or she first resigns from the Board. For clarity, nothing shall prevent a current Board member for running for the position of President and Chief.
Resignation	SECTION 19. A Director may resign by signed document or by email indicating their desire to resign and mailing it or emailing it to the Native Council or any Director of the Native Council. The resignation shall be effective immediately upon being received by any Director or the President and Chief or at the Native Council Head Office. Acceptance of the resignation by the Board of Directors shall not be required.
Removal of Director	SECTION 20. The Board may remove a Director (including the President and Chief) who: a) ceases to qualify as a director due to mental incompetency or bankruptcy or death as further provided above in this Article; b) ceases to qualify as a director due to resignation as further provided above in this Article; c) has a previous criminal or summary conviction, or has been convicted since appointment or election of a criminal or summary conviction, which is relevant or related to the position of director and / or is not consistent with the best interests of the Native Council (a conviction for the purposes herein includes a guilty plea and includes an absolute or conditional discharge); d) suffers from an illness or disease rendering the Director incapable of exercising the duties of a Director; e) puts himself or herself in a conflict of interest or breaches the Native Council Constitution and By-laws, Policies, Code of Conduct, and any other rules that may apply in such a manner that is not consistent with the best interests of the Native Council; f) is incompetent in his or her duties (the Chief in particular); g) is negligent in his or her duties (the Chief in particular); or h) fails to render proper reports of workings such as the financial statements of the organization, project reports, and so forth when expected to do so or when requested by the majority of the Board of Directors (the Chief in particular). All of the relevant sections in this article for meetings above shall apply with the following changes or modifications: (1) Any three Directors may call the meeting (which may or may not include the President and Chief as one) and set the time and place of the meeting; (2) The notice shall be sent same as specified above in this article but the notice shall clearly state that the purpose (or one of the purposes) of the meeting is the

	consideration of the named director's future and whether that director should be removed as a director of the Native Council and the notice period shall be seven days; (3) The quorum requirement shall be a $\frac{3}{4}$ (75%) of the sitting Directors (see Appendix A for ease of reference); and (4) The vote shall not pass or be carried without the affirmative vote of $\frac{3}{4}$ (75%) of those present (see Appendix A for ease of reference).
Suspension of Director	SECTION 21. The Board may suspend a Director (including the President and Chief) who meets any of the criteria listed in Section 20, or for extenuating and justifiable circumstances not included in Section 20. A Director who is suspended loses all rights and obligations as a Director until they are reinstated. All of the relevant sections in this article and in Section 20 for meetings shall apply for any meeting to suspend or reinstate a Director. A motion to suspend a director shall indicate the minimum duration of the suspension and/or any conditions for the Director to be considered for reinstatement. For further clarity, the Director is not automatically reinstated at the end of the duration or upon fulfilling the conditions of their suspension until a vote for reinstatement is passed by the other Directors.
Ineligible to Run	SECTION 22. A Director who has been removed shall be precluded from running for the remainder of the term they would otherwise have served plus an additional term.
Vacancy on Board	SECTION 23. In the event of any vacancy on the Board, the Directors then in office have the power to fill any vacancy by appointment. The Directors shall first consider providing the opportunity at the next zone or council meeting for a Director to be elected before filling a vacancy. The Director so appointed shall hold office until the next applicable annual meeting just prior to the Annual General Assembly. All of the relevant sections in this article for meetings above shall apply with the following changes or modifications: (1) A director(s) cannot be removed and a new director(s) appointed at the same meeting; (2) The President and Chief or any two other directors may together call the meeting and set the time and place of the meeting; (3) The notice shall be sent same as specified above in this article but the notice shall clearly state that the purpose (or one of the purposes) of the meeting is the consideration of whether someone should be appointed as a director of the Native Council and the notice shall also set out the name(s) of proposed individual(s) who may be appointed and the notice period shall be seven days. Any Director may propose the name(s) of other individual(s) for consideration

	up to three days prior to the meeting. No other names shall be accepted after this, including at the meeting; (4) The quorum requirement shall be a $\frac{3}{4}$ (75%) (see Appendix A for ease of reference) of the sitting Directors; (5) The vote shall not pass or be carried without the affirmative vote of $\frac{3}{4}$ (75%) (see Appendix A for ease of reference) of those present; and (6) The office of President and Chief may not be filled by this process, but instead the Board of Directors shall call a Special General Assembly as set out in this Constitution and Bylaws.
General Conduct of Meetings	SECTION 24. The President and Chief shall preside as Chairperson at all meetings of the Board and has full power to cast votes even as Chairperson. If the President and Chief is not in attendance the majority (50%+1) of the Board shall choose a different Chairperson. All members of the Board have the right to be heard and the right to vote. A director that is in a conflict of interest or may be perceived as such as per the Council's Conflict of Interest policy shall not vote. All meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Constitution and By-laws or with the <i>Companies Act</i> (PEI) as amended and successor statutes and such other statutes and principles of law that may supercede Robert's Rules of Order.
Director Term	SECTION 25. Each elected zone and elder director (except the President and Chief) shall hold office for a term of three years or until they are no longer a director in accordance with these bylaws. Each elected youth member shall hold office for a term of two years or until they are no longer a director in accordance with these bylaws.

ARTICLE NO. IX

EXECUTIVE OFFICERS OF THE COUNCIL

Officers	SECTION 1. There shall be one executive officer of the Native Council: a President and Chief.
Both Officer and Director	SECTION 2. The President and Chief shall serve as both an Officer and Director and shall be elected by secret ballot at the Annual General Assembly or at the Special General Assembly by a simple majority (50% + 1) vote into both the position of Director and President and Chief.
Term if Elected at Annual General Assembly	SECTION 3. If the President and Chief is elected at an Annual General Assembly, the President and Chief shall serve until the Annual General Assembly of their fourth year in office following his or her election, or until he or she is no longer a Director in accordance with these bylaws. The President and Chief shall be eligible for re-election.
Election at Special General Assembly	SECTION 4. If the President and Chief is elected at a Special General Assembly, he or she shall serve the remaining term of the position, or until he

	or she is no longer a Director in accordance with these bylaws. The President and Chief shall be eligible for re-election.
Overall Responsibility	SECTION 5. The President and Chief of the Council shall be its chief executive officer and as such shall be responsible and shall control all day-to-day management and the business and affairs and operation of the Native Council. The President and Chief may appoint or remove any staff or consultants for the Native Council and establish the rate of compensation for any such staff person or consultant. In general, the President and Chief shall perform all duties incident to the office of President. Notwithstanding the foregoing, the President and Chief, just like all Board Members, shall follow the Constitution and Bylaws, Code of Conduct, and all policies and other rules that may be in place and is always subject to same.
Removal from Office	SECTION 6. The President and Chief may be removed from office (both as a Director and as an Officer) by the Board of Directors as specified in Article 8 Section 21.
Congress of Aboriginal Peoples Director	SECTION 7. The individual elected as President and Chief shall be elected on the floor of the Congress of Aboriginal Peoples AGA to be on the Board of Directors of the Congress of Aboriginal Peoples. In the event that the President and Chief cannot attend a meeting of the Board of Directors of the Congress of Aboriginal Peoples, the President and Chief may select an alternate from the Board of Directors who shall attend such meeting in place and instead of the President and Chief and on behalf of the Council.
Declare Intention	SECTION 8. An individual interested in running for the position of President and Chief or running for re-election shall submit a letter by mail or an email to the Native Council indicating their intention to run and enclosing or attached his or her biography, which must be received within thirty days of the upcoming Annual General Assembly or Special General Assembly. Only individuals who have complied with this provision shall be eligible for the vote. Notwithstanding the foregoing, if no individuals whatsoever have submitted their intention as aforesaid, names may be taken from the floor at the meeting. At the meeting copies of the letter and biography shall be posted or made available to all eligible to vote. All individuals who have submitted their intention to run shall be invited to the zone and council meetings prior to the Annual General Assembly or Special General Assembly to introduce themselves.

ARTICLE X

Local Associations

Formation and Recognition	SECTION 1. Any fifteen or more individuals who are members of the Native Council may, subject to the majority (50% +1) approval of the Board, form a local association.
Letter	SECTION 2. A letter shall be submitted, signed by at least fifteen individuals, with reasons why they should be accepted as a local association and proposing

	a name for the local association. The reasons shall include reference to the purpose of the association.
Own Rules	SECTION 3. The local association set their own rules to govern their internal affairs, though such rules may not be inconsistent with or in conflict with the Constitution and By-laws or with the <i>Companies Act</i> (PEI) as amended and successor statutes and such other statutes and principles of law that may apply, and also subject always to approval of the Board of the Native Council in advance from time to time.
Purpose	SECTION 4. For further clarity, the purpose of a local association or club is not directly political. A local association may be formed for the purpose of discussing important matters, sharing Native traditions or practices and customs, for community development, and so forth.

ARTICLE NO. XI

GENERAL

Instruments and Binding Effect	SECTION 1. All contracts, deeds, documents or other instruments, including cheques or other orders for payment of money will be signed on behalf of the Council by any two of the following three: a) the President & Chief; b) two (2) board members selected by the majority (50% + 1) of the Board of Directors from time to time as signing authorities.
Chief Remuneration	SECTION 2. The President & Chief shall be entitled to receive such remuneration for services as the majority (50% + 1) of the Board may from time to time determine.
Borrowing and Banking	SECTION 3. The Board may from time to time without authorization from the membership borrow money upon the credit of the Council's aims and objectives and, in connection therewith, may grant and give security for such borrowing; provided, however, that no such borrowing shall be authorized unless two-thirds or more of the directors have authorized the borrowing by resolution passed at a meeting of the Board specifically called for the purpose of considering such borrowing.
Fiscal Year	SECTION 4. The fiscal year of the Council shall end on the 31 st day of March in each and every year.
Audit and Accountant	SECTION 5. The accounts and financial affairs of the Council shall be audited annually or as often as may be necessary by an auditor recommended to the membership by the Board of Directors and appointed at the Annual General Assembly.
Legal Counsel	SECTION 6. The Board of Directors, from time to time, shall appoint legal counsel on behalf of the Council by a simple majority (50% +1) vote.

ARTICLE NO. XII

REPEAL AND AMENDMENT OF BYLAWS

	SECTION 1. The Board of Directors may from time to time repeal, amend or re-enact all or any of the provisions hereof as further provided in this Article below; but no such change, unless in the meantime confirmed at a Special General Assembly of the members of the Native Council duly called for such purpose, shall have any force and effect beyond the time of the next Annual General Assembly of the Native Council which follows such change, and if such change is not confirmed at such Annual General Assembly it shall cease to have any force and effect whatsoever.
	SECTION 2. In the event the directors wish to repeal, amend or re-enact the bylaws, it shall be done at a Board of Directors meeting and all of the relevant sections in Article 8 above for meeting shall apply with the following changes or modifications: (1) Any four Directors may together call the meeting (which may or may not include the President and Chief as one) and set the time and place of the meeting; (2) The notice shall be sent same as specified above in Article 7 but the notice shall clearly state that the purpose (or one of the purposes) of the meeting is the consideration of whether the bylaws should be modified and the notice period shall be seven days; (3) The quorum requirement shall be a $\frac{3}{4}$ (75%) (see Appendix A for ease of reference) of the sitting Directors; and (4) The vote shall not pass or be carried without the affirmative vote of $\frac{3}{4}$ (75%) (see Appendix A for ease of reference) of those present.

ARTICLE NO. XIII

WINDING UP DISTRIBUTION

Winding up Distribution	SECTION 1: In the event of the winding-up or other dissolution of the Council there shall not be distribution of any kind among the Membership of any funds or other assets of the Council, if any shall remain following payment of the debts and obligations of the Council, shall be distributed to one or more recognized charitable organizations in Canada with aims and objectives similar to those of the Council or to any other recognized charitable organization in Canada.
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APPENDIX “A”: EASE OF REFERENCE FOR ROBERTS RULES OF ORDER NUMBERS

Sitting Directors / Directors Present	Number needed for meeting / To Pass by Simple Majority	Number needed for meeting / To Pass by 75% Majority
9	5	7
8	5	6
7	4	6
6	4	5

General Assembly Delegates	Number needed for Simple Majority (50% +1) Quorum / To Pass
60	31
59	30
58	30
57	29