

# WESTERN REGION 2A MÉTIS ASSOCIATION INC.

## BY-LAWS

### ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Western Region 2A Métis Association Inc. (“the Corporation”), and the preferred abbreviation is WR2A Inc.

### ARTICLE II. MANDATE OF ORGANIZATION

As per Article 5 of the *Constitution*, the Regional Council shall be responsible for programs and services decentralized to that level, the Regional Council shall assist their Local Communities in preparing to assume Métis self-government, which includes land, where this is an objective and the Regional Council shall provide direction to their representatives on the Provincial Métis Council with respect to all matters, including the aims, objectives and aspirations of the Organization, and for their respective Regions.

### ARTICLE III. DEFINITIONS

#### 3.1 Definitions

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

- a. “citizen” means the citizens of the Métis Nation – Saskatchewan as outlined in the *Constitution of the Métis Nation – Saskatchewan* and the *Métis Nation of Saskatchewan Citizenship Act*;
- b. “Constitution” means the *Constitution of the Métis Nation-Saskatchewan*;
- c. “Local” means the basic unit of the Métis Nation – Saskatchewan as outlined in Article 7: Locals of the *Constitution of the Métis Nation-Saskatchewan*;
- d. “Métis Nation Legislative Assembly” (“MNLA”) means the legislative body of the Métis Nation – Saskatchewan as defined in the *Constitution of the Métis Nation-Saskatchewan* and the *Métis Nation of Saskatchewan Legislative Assembly Act*;
- e. “Métis Nation – Saskatchewan” (“MN-S”) means the political entity that governs the Métis people of Saskatchewan;
- f. “Provincial Métis Council” (“PMC”) means the leadership of the Métis Nation – Saskatchewan as defined in Article 3: Provincial Métis Council of the *Constitution of the Métis Nation – Saskatchewan*
- g. “Region” means Western Region 2A of the Métis Nation - Saskatchewan;
- h. “Regional Council” means the leadership of the Western Region 2A as defined in Article 5: Regions of the *Constitution of the Métis Nation-Saskatchewan* and in these by-laws;
- i. “Western Region 2A” (“WR2A”) means the governance entity of the Métis Nation – Saskatchewan that is defined in the *Constitution of the Métis Nation – Saskatchewan* and in the *Regional Boundaries Act, 1993*; and
- j. “Western Region 2A Métis Association Inc.” (“WR2A Inc.”) means the non-profit responsible for the business operations of the Western Region 2A.

## ARTICLE IV. MEMBERSHIP

### 4.1 Membership Conditions

There shall be one class of members in the Corporation. Membership in the Corporation shall be available only to Métis individuals who are members in good standing with a Local of the Region or citizen of the MN-S and residing in the WR2A. Membership in the Corporation is not transferrable and is separate from being a citizen of the MN-S or Local.

### 4.2 Rights of Members

Any Métis citizen sixteen (16) years of age and over and is a member in good standing will be recognized and allowed to vote at annual general meetings.

### 4.3 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member is no longer a citizen;
- c. the member no longer resides in the WR2A; or

Upon any termination of membership, the rights of the member automatically cease to exist.

### 4.4 Discipline of Members

The members shall have authority to suspend or expel any member from Corporation meetings for any one or more of the following grounds by majority resolution of voting members present:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Regional Council in its sole discretion.

## ARTICLE V. ANNUAL GENERAL MEETINGS

At the annual general meeting the members shall receive reports on the activities of the Corporation, amend by-laws of the Corporation, and determine the direction of the Corporation for the coming year. All annual general meetings will be provided the *WR2A Code of Conduct, 2025*. Members will be asked to identify their conflicts of interest regarding the agenda of the meeting at the start of the meeting.

### 5.1 Persons Entitled to be Present

The only persons entitled to be present at annual general meetings shall be members of the Corporation, the directors, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the directors, or resolution by the members.

### 5.2 Chair of the Meeting

Through a resolution from the directors, a chair will be appointed to the annual general meeting. This appointment shall be ratified by the members present. In the case that the ratification is not successful, a chair can be appointed by resolution from members present.

### 5.3 Quorum

Quorum at an annual general meeting shall be fifty percent (50%) of the members present at the start of the meeting and entitled to vote at the meeting. Quorum will need to be re-established if the meeting is adjourned for any reason.

### 5.4 Votes to Govern

At any annual general meeting, the Regional Director and any employees of the corporation are ineligible to vote. However, in the case of a tie, the Regional Director will cast a tie-breaking vote.

### 5.5 Timing

An annual general meeting of the members shall take place within six (6) months of the fiscal year end, the specific date, time, and location of which will be designated by the directors.

### 5.6 Special Sitings

Special annual general meetings can be called in case of time-sensitive matters through:

- a. a resolution by the directors, the resolution must be approved by two thirds (2/3) of the directors; or
- b. a petition signed by at least two hundred (200) members.

### 5.7 Notice of Meetings

Notice of meetings must be published in at least two (2) public forums (e.g. social media, newspaper advertising, posters, etc.) a minimum of thirty (30) days before all annual general meetings.

## ARTICLE VI. BOARD OF DIRECTORS (WR2A REGIONAL COUNCIL)

### 6.1 Board of Directors

The board shall be Chaired by the Regional Director and voting directors will be the WR2A Local presidents or their designate, which is the Vice President of the Local, who are in good standing. The affairs and property of the Corporation shall be under the control of and managed by the board. The board shall consist of:

- a. up two (2) non-voting regional elders,
- b. one (1) non-voting regional youth representative,
- c. one (1) non-voting Métis women representative, and
- d. as many directors as there are Locals in good standing within WR2A.

### 6.2 Locals in Good Standing

Since directors are presidents of Locals, the Locals must be in good standing for a director to be recognized. To remain in good standing a local must:

- a. Abide by the requirements of as per Article 7(6-9) of the *Constitution* and any applicable legislation,,
- b. Have a minimum of four (4) meetings per year, one of which must be an annual general meeting of their Local,

- c. Submit sign-in sheets and minutes from the Local's annual general meeting to the Regional Director, and
- d. The president or designate must attend fifty percent (50%) of Regional Council meetings within a fiscal year. If three (3) consecutive regional council meetings are not attended by a president or designate without just cause, the local will not be in good standing.

### 6.3 Discipline of Directors

The Regional Council shall have authority to suspend or expel any director from Corporation meetings for any one or more of the following grounds by majority resolution of voting directors present:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation; or
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Regional Council in its sole discretion.

## ARTICLE VII. REGIONAL COUNCIL MEETINGS

Directors will be provided the *WR2A Code of Conduct, 2025* at all Regional Council Meetings. Directors will be asked to identify their conflicts of interest regarding the agenda of the meeting at the start of each meeting. Meetings may be conducted using telephone or video conferencing if needed.

### 7.1 Calling of Meetings

Meetings of the board shall be called by the Regional Director at any time, or by at least half of the voting directors in the absence of an active Regional Director.

### 7.2 Special Meeting of Regional Council

Special meetings of the Regional Council can be called in case of time-sensitive matters.

### 7.3 Notice of Meeting

Notice of the time and place for a meeting of the Regional Council shall be given to every director not less than seven (7) days through a channel determined by the directors. Notice of a meeting shall not be necessary if all the directors waive notice of or have otherwise signified their consent to the holding of such meeting.

### 7.4 Agenda of Meeting

The agenda for the meeting shall be set by the Regional Director. The Regional Director will request agenda items from the directors at least three (3) days prior to the meeting. An agenda and any corresponding documents for the meeting will be provided a minimum of three (3) days prior. Each meeting agenda will include but will not be limited to:

1. Approval of the agenda,
2. Approval of past meeting minutes,
3. Financial Report,
4. Committee Reports,
5. WR2A Citizen Question Period (to a maximum of 45 minutes), and

## 6. In-Camera Session

Citizen question period queries must be submitted to the Regional Director and board at least seven (7) days prior to the meeting. Queries will be vetted by the governance committee to ensure they follow the *WR2A Code of Conduct, 2025*.

### 7.5 Votes to Govern

At all regional council meeting, every question shall be decided by a majority of the votes cast on the question. The two (2) regional elders, one (1) Métis youth representative and one (1) Métis women representative will not be voting members. In case of a tie, the Regional Director will cast a tie-breaking vote.

### 7.6 Persons Entitled to be Present

Persons entitled to be present at any Regional Council meeting shall be citizens of WR2A or those eligible to be citizens of WR2A. Any other person may be admitted only on the invitation of the Regional Director or by resolution of the voting directors.

### 7.7 Vacancies

In the event that the Office of Regional Director becomes vacant, Article 5(11) of the *Constitution* must be followed.

### 7.8 Resignations

If the Regional Director or a Local president resigns, they will submit a letter of resignation to Regional Council. They will work with the Regional Council to ensure all responsibilities and belongings of the Corporation are transferred back to the Corporation.

## ARTICLE VIII. COMMITTEES

All committees are required to develop terms of reference to govern their activities and must be ratified by Regional Council. The committees are not responsible for making decisions on behalf of the Regional Council but will make recommendations for ratification by the Regional Council.

### 8.1 Committee Structure

The Regional Council may from time to time appoint any committee or other advisory body, as deemed necessary. Any committee member may be removed by resolution of the Regional Council. To ensure adequate representation from across the region, the committees shall be composed of members from a minimum of four (4) Locals. A majority of the members of the committee shall constitute quorum. Other members can be added to the committees by Regional Council to serve as advisors to provide knowledge and skills that are needed.

### 8.2 Regional Director

The Regional Director will sit as an ex-officio member of each committee. In the case of a committee not calling their own meetings, the Regional Director can call a meeting.

## ARTICLE IX. CONFLICT OF INTEREST

### 9.1 Conflict of Interest

A conflict of interest occurs when a Regional Council member uses their official power or duty in a way that may benefit their own private interests or those of a family member.

### 9.2 Definitions of Conflict of Interest

- a. Private interest: When a member owns 10% or more of a corporation's shares or has other significant financial interest,
- b. a family member includes children, wards, spouses, parents, grandchildren, grandparents, aunts, uncles, cousins, or similar relative with close familial ties,
- c. a family member does not apply when they are part of a broad class of persons or is so remote or insignificant in its nature that it cannot reasonably be regarded as likely to influence the member in the performance of his or her duties of office.

### 9.3 Duties of Directors

The following duties are imposed on the Directors with respect to conflicts of interest:

- a. perform duties and arrange private affairs in a manner that maintains public confidence and trust in the integrity, objectivity, and impartiality of the director,
- b. refrain from accepting gifts, remuneration, or benefits which would erode public confidence,
- c. arrange his or her private affairs in compliance with this policy and to avoid conflict,
- d. not use information gained as an elected member that is not generally available to the public to further your own interest or that of a family member,
- e. not influence a decision of another person to promote his or her own interest or those of a family member,
- f. declare a conflict, the nature of it and withdraw from a meeting without voting or participating in consideration of the matter,
- g. not to make representations for other persons for remuneration respecting the awarding of contracts or benefits, and
- h. not to enter any personal contracts with the MN-S.

Upon joining the Regional Council, directors have sixty (60) days to arrange their affairs so as not to be in contravention of this policy. In case of a conflict of interest, a disclosure statement must be provided to the Regional Director and reviewed once annually.

Members should note that there is an established transition period of six months during which these conflict-of-interest restrictions apply to members leaving office.

Members who violate this policy may be subject to formal prosecution if the violation is such that it requires referral to law enforcement.

## **ARTICLE X. CONFIDENTIALITY**

### **10.1 Director Confidentiality**

Members of Regional Council shall maintain confidentiality of the Corporation information, both during and after their term, and shall obtain clarification if there is any doubt. It is the responsibility of each Director to know what information is confidential. Confidential Corporation information is any information brought to the attention of the Board, Regional Council, or within the Corporation, including information that is not available to the public, any information that could result in harm to the Corporation, or could give the person to whom it is disclosed an advantage if it were disclosed. Rules of confidentiality are subject to disclosure of information laws. All directors will sign an oath, and confidentiality agreement.

### **10.2 In-Camera Sessions**

In-camera sessions are closed meetings for discussing confidential matters, such as legal, or personnel issues that cannot be publicly disclosed. Discussions must remain confidential, and directors must not disclose details without authorization. A summary of decisions will be included in public meeting minutes, but detailed minutes remain confidential.

## **ARTICLE XI. INDEMNIFICATION**

### **11.1 General**

To the fullest extent allowed by MN-S, Saskatchewan, and Canadian law, the corporation will indemnify any director, or employee (or former such person) against expenses incurred in defending any legal action related to their role, except where the individual is found liable for negligence or misconduct. This indemnification is in addition to any other rights the indemnitee may have under bylaws, agreements, or resolutions.

### **11.2 Expenses**

The Corporation may advance defense expenses (including attorney fees) in civil or criminal cases, pending final resolution, if authorized by the Regional Council and upon receipt of an undertaking to repay the amount if the indemnitee is not entitled to indemnification.

### **11.3 Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XII. AMENDMENTS TO THE CORPORATION**

### **12.1 Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Regional Council, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given



to each director at least thirty (30) days in advance of such a meeting. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors.

## 12.2 By-laws

These by-laws shall be amended at an annual general meeting subject to a special majority. Proposed amendments to the by-laws must be submitted no less than forty (40) days before an annual general meeting, and the Regional Council must post the proposed amendments no less than thirty (30) days before an annual general meeting.

## 12.3 Process for Amendments and Resolutions Regarding By-Laws

The By-laws and Governance Committee shall review and make recommendations about current by-laws. The Committee shall collect proposed amendments and resolutions to the by-laws from the Locals and citizens in the Region. The Committee shall review and discuss the proposed amendments and resolutions. The Committee will draft and submit the proposed amendments, resolutions, and new by-laws to Regional Council for approval. For ratification, proposed amendments, resolutions and new by-laws will be presented at the annual general meeting and must be approved by at least seventy-five percent (75%) of the attending members

## ARTICLE XIII. USE OF NAME

All uses of Western Region IIA, Western Region 2A, or any other name referring to the WR2A must first be approved by the Regional Council.

## ARTICLE XIV. PARLIAMENTARY PROTOCOL

### 14.1 Parliamentary Authority

*Robert's Rules of Order* shall govern the Corporation in all disputes unless they are inconsistent with these by-laws or any special rules of order that the Regional Council may adopt.

## ARTICLE XV. EXECUTION OF DOCUMENTS

Contracts, documents or any other instruments in writing requiring the signature of the Corporation may be signed by any two directors (including the Regional Director) and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

## ARTICLE XVI. FINANCIAL YEAR

Unless otherwise ordered by the Regional Council, the fiscal year-end of the Corporation shall be the 31<sup>st</sup> day of March.

## ARTICLE XVII. AUDITORS

The members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting.



## ARTICLE XVIII. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## ARTICLE XIX. DISSOLUTION

In the event of dissolution of the Corporation as decided by Regional Council, its property and assets shall, after payment of all liabilities, be held in trust by the MN-S until such time as a new WR2A corporation is formed. In the event of the dissolution of the MN-S, the property and assets of the Corporation shall, after payment of all liabilities, be donated to one or more recognized charitable organizations in Canada as decided by the active members at a General Meeting.

## ARTICLE XX. ADOPTION OF BY-LAW

Subject to matters requiring a resolution, this by-law shall be effective when approved by the members at an annual general meeting.

CERTIFIED to be the by-laws of the WR2A Métis Assoc. Inc., as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_ .

\_\_\_\_\_  
Regional Director Signature

\_\_\_\_\_  
ATTEST: Director Signature

\_\_\_\_\_  
Regional Director Name (print)

\_\_\_\_\_  
ATTEST: Director Name (print)

\_\_\_\_\_  
Date Signed

\_\_\_\_\_  
Date Signed