

BY-LAW NO. 1 - GENERAL

In accordance with NCN's inherent right to govern itself, the following is enacted as the by-law for governing the conduct of the *Nisichawayasi Nehetho* Culture and Education Authority Inc. (hereinafter referred to as "the Authority") Board meetings.

PART I - GENERAL

1.1 Head Office

The head office of the Authority shall be located at Nelson House, Manitoba.

1.2 Objects

The Authority shall be incorporated without share capital. Its over-riding purpose is *Kiskinowahamatowin*. Its objects are to:

- (a) promote the retention, use and understanding of the *Asiniskaw Nehetho* language and culture by NCN and others;
- (b) deliver education and training programs; and
- (c) empower NCN Citizens through life-long learning.

1.3 Financial Year

The Authority's financial year shall be from April 1 to March 31st of any year unless Council provides written notice to the Authority that it has by resolution, approved an alternate financial year.

1.4 Auditor

The Auditor appointed by Council shall be the Authority's auditor.

PART II - INTERPRETATION

2.1 Definitions

For puposes of the Authority's Bylaws , unless the context requires otherwise or a separate definition is provided, the following terms when capitalized shall have the meanings set out below and grammatical variations of such terms shall have corresponding meanings:

"Authority" means the *Nisichawayasi Nehetho* Culture and Education Authority Inc., the successor of the *Nisichawayasihk* Education Authority Inc. (formerly known as Nelson House Education Authority Inc.)

"Board" means the Trustees appointed by Chief and Council;

"Consensus" means a decision on an issue where there is discussion on an issue and the chair of the meeting expressly states the decision to be by consensus and none of the Trustees objects or requests that the matter be decided by majority vote;

"Constitution" means Othasowewin, the written constitution approved by NCN Citizens on November 29, 2017;

"Chief and Council" and "Council" means the governing body of the Nisichawayasihk Cree Nation elected and in office in accordance with the Election Law;

"Director" means the employee appointed by the Board to the most senior position of the Authority;

"Education Law" means a law regarding education, training and life-long learning issues approved by Council following consultation with NCN Citizens in accordance the Constitution;

“Election Law” means the law approved by NCN Citizens in 1998 for the conduct of elections and other votes and all subsequent amendments thereto;

“Electoral Officer” means the person appointed by Council in accordance with the Election Law to conduct elections or other votes;

“*Kehtiyatis*” (Elder) means an NCN Citizen who teaches others about *Nisichawayasi Nehetho* culture, spirituality and traditions, assists elected leaders by providing respectful guidance, actively participates in community life and has achieved an honoured status in the Nisichawayasihk Cree Nation as a result of the knowledge and wisdom the person displays;

“NCN” or “Nisichawayasihk Cree Nation” means the *Nisichawayasi Asiniskaw Nehethowuk*, the people whose ancestors lived on the lands near where the Three Rivers meet;

“NCN Citizen” means a person who is considered to be *Nisichawayasi Nehethowuk* pursuant to an NCN Citizenship Law and includes any person who is considered a member of NCN pursuant to the NCN membership code dated May 24, 1988 including any amendments thereto;

“NCN Law” means a law passed by Chief and Council in accordance with custom or the Constitution;

“Officer” means the President or Vice-President;

“Portfolio Holder” means the member of Council appointed to have responsibility for education and training and cultural issues in relation thereto or another member of Council designated by the Chief;

“President” means the Officer appointed by the Board as the Authority’s official spokesperson to carry out the duties in this bylaw or as assigned by the Board from time-to-time;

“Special Meeting” means a meeting held in accordance with Article 4.4 of these bylaws;

“Trustee” means any NCN Citizen appointed as a Trustee in accordance with these bylaws and means a director for purposes of legislation from other jurisdictions; and

“Vice-Chairperson” means the Officer appointed by the Board to carry out the duties in this bylaw or as assigned by the Board from time-to-time.

2.2 Article and Section Headings

The Article and section headings in the bylaws are for reference purposes only and shall not affect the meaning or interpretation of the bylaws.

2.3 Plural, Gender, etc.

Words importing the singular number only shall include the plural, and vice versa, as the context may require. Where the masculine or neutral is used, same shall be interpreted to include the feminine and vice versa as the context may require. Words importing persons shall include firms, governments, and corporations as the context requires. Reference to any bylaw, statute or law includes any later amendment or re-enactment of the bylaw, statute or law.

2.4 Conflict with Constitution and NCN Laws

The Bylaws are to be interpreted in a manner that is consistent and cohesive with the Constitution and the Education Law at the time of their approval but if a provision of the bylaws conflicts with or is inconsistent with the Constitution or Education Law, then the relevant provision of the Constitution and the Education Law shall prevail.

2.5 Members for Purposes of Other Jurisdictions' Legislation

References to "members" in legislation of other jurisdictions shall mean NCN Chief and Council.

PART III - BOARD OF TRUSTEES

3.1 Operations

Subject to this Bylaw and any applicable NCN Law, the Board shall be responsible for supervising the management of the business and affairs of the Authority.

3.2 Board Composition and Timing of Elections

Chief and Council shall appoint five (5) Trustees in accordance with these bylaws by November 15th in the year following the year in which Chief and Council elections are held. There shall be no restriction on the number of times an NCN Citizen can be appointed as a Trustee.

3.3 Qualifications Run for Office

An NCN Citizen is entitled to be appointed as a Trustee if the NCN Citizen:

- (a) is eighteen (18) years of age or older on the date of the election;
- (b) has resided in Nelson House or the northern affairs community of Nelson House for a period of at least six (6) consecutive months immediately prior to the appointment; and
- (c) is a parent or guardian whose:
 - (i) child is enrolled in a school at Nelson House;
 - (ii) child previously attended school in Nelson House; or
 - (iii) children or grandchildren relocated from a school in Nelson House to attend a residential school;

but an NCN Citizen who wishes to be appointed as a Trustee shall not be:

- (d) a member of Chief and Council;

- (e) a student in regular attendance at an educational institution operated by the Authority;
- (f) subject to Article 3.5, an employee of, or otherwise under contract to provide services to, the Authority; or
- (g) convicted of, or have served a jail sentence for, an indictable offence within eight (8) years prior to the date of appointment by Chief and Council and provides a criminal records check prior to the date of appointment confirming the person has no outstanding charges

3.4 Term of Office

Each Trustee shall be appointed for a four (4) year term of office beginning on December 1st in the year in which they are appointed but the term of the inaugural Trustees appointed by Chief and Council shall begin on April 15, 2024 and end on November 30, 2028. A person appointed to a vacant Trustee position prior to the end of that Trustee's term shall only hold office until the expiry of the original Trustee's term. . A Trustee shall hold office until re-appointed or a new Trustee is appointed by Chief and Council.

3.5 Employee Leave of Absence

An employee of the Authority who is appointed as a Trustee shall apply to the Director for a leave of absence without pay for the period from the date the person is appointed until the end of the employee's first term as a Trustee. The Director shall grant the employee the requested leave of absence in writing. If the employee seeks re-appointment for a further term the employment relationship between the employee and the Authority shall terminate.

3.6 Vacancy

A Trustee's position shall be declared vacant if the Trustee is no longer in compliance with Article 3.3 or on the date the Trustee:

- (a) resigns or retires;
- (b) passes on;
- (c) accepts employment with, or a contract to provide services to the Authority;

- (d) is convicted of, or sentenced to jail for, an indictable offence, an offence related to bootlegging, possession or trafficking of illegal drugs, aggravated assault, sexual assault or fraud; or breach of an NCN Law;
- (e) misses three (3) consecutive Board meetings without reasonable cause determined by the Board, acting reasonably;
- (f) is determined by unanimous vote of the Trustees, acting reasonably, not to be fulfilling the obligations of a Trustee; or
- (g) is determined by a doctor in writing to be mentally incompetent or incapable of managing the Trustee's own affairs.

3.7 Child Abuse and Sex Offender Registries

An NCN Citizen appointed as a Trustee shall provide the Director with written confirmation the person is not listed in the child abuse registry maintained by the Province of Manitoba or the sex offender registry maintained by the Government of Canada prior to being sworn into office. If the person is unable or unwilling to provide the information prior to the date the Director establishes for the swearing in the position shall be declared vacant and Chief and Council shall appoint an alternate who shall be sworn into office if the person provides written confirmation the person is not listed in the child abuse or sex offender registries.

3.8 Oath of Office

An NCN Citizen appointed as a Trustee shall take the Oaths of Office and Confidentiality in the Election Law as modified by the Director for Trustees prior to taking office.

3.9 Return of Authority Property

If a Trustee leaves office for any reason, any property of the Authority then in the Trustee's possession shall be returned to the Authority. It shall be the responsibility of the Chairperson or Vice-chairperson to ensure that this is done.

3.10 Prohibition on Monitoring

No Trustee or Authority employee shall be permitted to electronically monitor Authority activities, whether remote or otherwise, without the express written permission of the Board which must take into consideration privacy rights as well as protection of Authority property and other interests.

3.11 Remuneration

Trustees may be reimbursed for reasonable expenses incurred by them in the performance of their duties and may be paid an honorarium in an amount determined by Council as part of the annual budget approval process. Chief and Council shall determine the honoraria to be paid to the first appointees at the time of their appointment to the Board, taking into consideration similar honoraria paid to other appointments. No Trustee may directly or indirectly profit from their position on the Board.

3.12 Code of Conduct

Each Trustee shall:

- (a) discharge the Trustee's fiduciary and other public duties with the utmost integrity, honesty and ethical behaviour;
- (b) declare any conflict or potential conflict of interest in matters before the Board and not participate in discussions of, or attempt to influence decisions in relation to, any such matter;
- (c) maintain decorum in Board or other meetings and not engage in disruptive behaviour that impedes the business of the Authority;
- (d) make decisions that promote the collective interests of *Nisichawayasi Nehethowuk* rather than the individual interests of the member or the member's family;
- (e) abide by decisions of the Board, or where Council has authority, Council decisions even if the Trustee personally opposes the decisions and not take any direct or indirect action to undermine such decisions;

(f) act as a role model by carrying out the Trustee's duties in a respectful manner including acting respectfully towards all NCN Citizens, employees and NCN service providers;

and each Trustee shall not:

(g) engage in dishonourable or illegal conduct including theft, improper use of Authority property, fraud, bribery or other corrupt practices;

(h) use confidential information obtained while holding public office for the Trustee's own direct or indirect personal benefit, including disclosing how other Trustees voted in relation to confidential or sensitive matters discussed in-camera by the Board;

(i) discriminate against any person on the basis of the person's race, religion, sex, sexual orientation, family status, disability or other matter prohibited by law;

(j) exceed or abuse their authority; or

(k) intimidate, harass or sexually harass any other Trustee, employee or other persons.

3.13 Breach of Code of Conduct

The Board may request that Council declare a Trustee's position vacant and appoint a new Trustee if the Board, acting reasonably, believes there has been a breach of the Code of Conduct that prevents the Trustee from being able to carry out the Trustee's duties. The Board may also request that Council appoint a new education Portfolio Holder if the Board, acting reasonably, believes that the Portfolio Holder failed to disclose a conflict of interest and participated in Board meetings, including in-camera meetings or the Board has concerns about its ability to establish a positive working relationship with the Portfolio Holder. Prior to asking Council to declare the Trustee's position vacant, or that a new Portfolio Holder be appointed, the Trustee or Portfolio Holder shall be provided with due process including a reasonable opportunity given the circumstances to address the Board's concerns.

3.14 Status While Charges or Complaints Pending

If a Trustee is charged with an indictable offence or a complaint is filed alleging the Trustee violated human rights legislation, the Trustee must within three (3) days notify the Chairperson, or if the charges or complaints involve the Chairperson, the Vice-Chairperson, that the person has been charged or a complaint filed. The Chairperson or Vice-Chairperson shall convene a Special Meeting within seven (7) days so the Board can consider whether given the nature of the issues the Trustee should be relieved of any of the Trustee's responsibilities, including whether a leave of absence, or suspension, with or without conditions, should be granted or imposed while the complaint or charges are being dealt with but if the leave of absence or suspension is for more than twelve (12) months, Chief and Council shall be notified in writing within seven (7) days of the Trustees' decision so that Council can appoint a new Trustee for the remainder of the Trustee's term.

3.15 Decisions Voidable Due to Non-Disclosure of Conflict

In the event that a Trustee failed to disclose a material conflict of interest on a timely basis, the Board shall be entitled to void its decision or any act, transaction, or contract arising from its decision as of the date of its decision. If NCN or the Authority suffers any loss, costs or damages due to the Trustee's failure to disclose such material conflict of interest, the Trustee shall be fully and personally liable to NCN or the Authority for any loss, cost or damage as a debt due to NCN or the Authority.

3.16 Indemnification

The Authority shall indemnify the Trustees or former Trustees or their heirs and legal representatives against all costs, charges, expenses or amounts paid to settle an action or satisfy a judgement in relation to any civil, criminal or administrative proceeding to which they are made a party by reason of being or having been a Trustee, if

- (a) they acted honestly and in good faith with a view to the best interests of the Authority; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.

3.17 Insurance

Subject to any limitations by law, NCN or the Authority may purchase and maintain such insurance for the benefit of its Trustees, Officers and employees as Chief and Council or the Board may from time to time determine is necessary to insure against any liability incurred by any such Trustee, Officer, or employee from their obligations or duties to the Authority except where the liability relates to the failure of that Trustee, Officer or employee to act honestly and in good faith with a view to the best interests of the Authority.

PART IV - BOARD MEETINGS AND DUTIES

4.1 Number and Location

The Board shall meet at least monthly during the academic year, which meetings may be held at such time and place as the Board chooses but the majority of meetings must be held at Nelson House. At the beginning of each academic year, the Board shall establish an annual calendar of regular Board meetings and post the calendar on the NCN website.

4.2 Public and Council Participation

Subject to this Article, NCN Citizens and each member of Chief and Council shall have the right to attend all Board meetings excluding any portion of the meeting that is in-camera. The Director and the Portfolio Holder shall be non-voting participants at Board meetings. They shall be entitled to attend any in-camera Board meetings unless the Board wishes to discuss matters related to their compensation or performance or the issue involves a matter where the Director or Portfolio Holder has declared a conflict or potential conflict of interest. The Portfolio Holder shall be responsible for conveying Council's views to the Board and reporting to Council regarding issues discussed by, or of concern to, the Board.

4.3 Regular Meetings and Notice

The Chairperson shall provide each Trustee and Council with at least ten (10) days written notice of the first meeting following the Trustees' taking office and after the annual calendar is approved, at least seventy-two (72) hours written notice of any changes to the established calendar. Meeting notice may be waived if all Trustees and the Council

Portfolio Holder agree to do so. Any error or omission in giving notice of a meeting will not invalidate any business conducted at the meeting and the attendance of a Trustee, Portfolio Holder or other person at a Board meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

4.4 Special Meetings

A Special Meeting may be convened by the Chairperson at any time as long as at least seventy-two (72) hours written notice is provided to the Trustees. The Trustees may unanimously agree to waive written notice or the length of notice for such special meetings.

4.5 In-Camera Meetings

The Board may hold in-camera meetings to discuss labour contract negotiations, personnel matters, financial matters where negotiations with third parties are involved, matters involving building or personal security where disclosure could reasonably be expected to compromise Authority personnel or assets, and matters where a person has requested the matter be dealt with in a confidential manner or the law requires that it be dealt with in a confidential manner. Any decisions made in-camera shall be recorded in the minutes as "Motion made in-camera" to signal that part of the official record has been sealed. The Council Portfolio Holders shall be entitled to attend all in-camera meetings and participate in the discussions.

4.6 Access to Confidential Records

Only the Trustees, the Portfolio Holder or other person authorized by a quorum of Chief and Council and the Director shall have access to in-camera records. The Board may authorize other persons to have access by resolution. Where such authorization is given, the Director shall notify the person in writing that the Board has authorized the person to have access to some or all of the Authority's confidential records and any conditions applicable to the person's access. All discussions and decisions made in-camera shall be

kept confidential and any persons granted access shall be notified that they have an obligation to adhere to this requirement.

4.7 Procedures for Granting Access

Each request for access to the Authority's confidential records shall be made to the Director in writing and the Director shall maintain records of the date and nature of the request, the date the documents were accessed and written confirmation by the person granted access confirming the information was provided.

4.8 Restrictions on Access

No person including Trustees, members of Council, employees or service providers of the Authority shall be granted access to the Authority's confidential records related to a matter where the person previously declared a conflict or involved a personal issue raised by the Trustee, member of Council, employee, service provider or their immediate family prior to the person being elected and sworn into office or being hired or retained by the Authority.

4.9 Agenda

The Chairperson or the Director shall prepare a draft agenda and circulate it to Trustees and the Portfolio Holder at least three (3) days before the meeting but an item may be placed on the agenda at the Board meeting if approved by at least three (3) Trustees. The Portfolio Holder may request that the Chairperson or Director place certain items on the agenda.

4.10 Quorum and Decisions

Three (3) Trustees shall constitute a quorum for purposes of transacting business. Decisions shall be made by Consensus or failing Consensus by a majority of votes. The Chairperson shall only be entitled to vote to break a tie vote. No Trustee shall be entitled to appoint another person as a proxy to attend, participate and vote as a Trustee at a meeting of the Trustees.

4.11 Electronic Communications

A Trustee, the Portfolio Holder or the Director may participate in a meeting by telephone or other means of electronic communication that will permit all persons attending the meeting to hear each other and any person attending by such means shall be considered present at the meeting. It shall be the responsibility of the person using electronic means of communication to ensure that confidentiality can be maintained during the discussions.

4.12 Minutes

Board minutes shall not be publicly circulated until approved at a subsequent Board meeting but draft minutes shall be provided to Trustees within five (5) business days of any meeting. Approved minutes of all Trustee meetings shall be available to NCN Citizens within five (5) business days of any written request except for the sealed portion of any minutes held during in-camera sessions.

4.13 Rules of Order

The Board shall establish the rules of procedure to be followed in Board meetings.

4.14 Authority to Establish Committees

The Board may appoint any committees it decides are necessary to manage the business of the Authority but at the time of appointing such committee, its terms of reference and budget shall also be established.

4.15 Audit and Finance Committee

The Board shall appoint an Audit and Finance Committee comprised of two (2) Trustees and the Director to prepare the annual budget, review the financial statements, to review and consider any matter related to the adequacy of internal controls to minimize financial risk to the Authority and NCN and shall make relevant recommendations to Council and the Board.

4.16 Post-Secondary Education Committee

At its first meeting, the Board shall appoint the Authority's Post-Secondary Education Committee which shall include the Chairperson, the Director and the Portfolio Holder to make recommendations to the Board about sponsorship applications. The NCN Citizens on the committee may be appointed for successive terms. The Post-Secondary Education Committee shall assess applications for funding from NCN Citizens seeking a post-secondary education in accordance with the guidelines approved by the Board. The Director shall at least annually ensure the Board and the Post-Secondary Education Committee are provided with information about the future needs of *Nisichawayasi Nehethowuk Okimawin* and other NCN organizations that may have positions that will require specialized post-secondary education. The Post-Secondary Education Committee shall take this information into consideration when assessing sponsorship applications and making its recommendations to the Board.

4.17 Duties

The Trustees may exercise all powers of the Authority required to supervise the management of the business and affairs of the Authority with the exception of the hiring and firing of the Director, financial business of the Authority related to the investment or borrowing of money, the giving of security in relation thereto and the impact of any overall financial commitments which the Authority wishes to make, which matters must first be approved by Chief and Council. For greater certainty, subject to the specific limitations set out in this Article, Council's authority over the firing of NNCEA administration and education finance matters, the Board shall have the authority to make all other decisions, including but not limited to employment decisions including hiring, firing and disciplining of Authority staff as long as the Board acts in compliance with NCN Laws.

PART V- OFFICERS

5.1 Appointment of Officers and Agents

At the first Board meeting following their appointment , the Trustees shall appoint a Chairperson and Vice-Chairperson. Officers shall hold office from the date they are appointed to the date they are removed by the Board or their successors are appointed. An Officer may resign by tendering a written resignation to the Chairperson or Vice-Chairperson. The Board may also appoint agents as it considers necessary with such authority and duties as the Board considers appropriate from time to time.

5.2 Removal of Officer

The Board may remove an Officer at any time by resolution.

5.3 Filling Vacancies

The Board may fill any vacant Officer position from among the Trustees by resolution.

5.4 Duties of Chairperson

The Chairperson shall prepare draft agenda or designate this responsibility to the Director, preside at all meetings of the Trustees, make reports to Council and General Assemblies on behalf of the Board and generally act as the official spokesperson for the Authority in a manner that is consistent with decisions made by the Board.

5.5 Duties of Vice-Chairperson

The Vice-Chairperson shall act in the absence or incapacity of the Chairperson or if the Chairperson is unwilling or unable to act and in these circumstances the Vice-Chairperson shall have the full powers to do so.

5.6 Signing Documents

Subject to the arrangements between Chief and Council and the Board in relation to financial matters, the Board may appoint any Trustee to sign any specific document on

behalf of the Authority. Any properly signed document is binding on the Authority without further authorization or formality. The Board may by resolution authorize the Director or other Authority employees to sign any documents within parameters determined by the Board.

PART VI- GENERAL ASSEMBLIES

6.1 General Assemblies

The Authority shall report on its activities at a General Assembly called by Council to be held on or before June 1st in each year, which General Assembly shall constitute an annual meeting for purposes of meeting any legal requirements for meetings of NCN Citizens.

6.2 Disclosure of Audited Financial Statements

The draft annual audited financial statements shall be made available to NCN Citizens by July 15th in each year unless there are extenuating circumstances, in which case the audited financial statements shall be made available as soon as practicable given the circumstances.

6.3 Special Meetings with NCN Citizens

The Board may call meetings with NCN Citizens to discuss issues related to the Authority's objects as long as it gives at least twenty-one (21) days notice to Chief and Council and NCN Citizens and the notice is posted on the NCN website. The agenda items for the meeting shall be included in the notice or the notice shall indicate where materials can be obtained fourteen (14) days in advance of the meeting.

PART VII - AMENDMENTS

7.1 Bylaw Amendments

Council shall give notice to amend this Bylaw, including a draft of the proposed amended Bylaw to, NCN Citizens in writing at least thirty (30) days prior to the Board meeting at which it will be considered.

7.2 Submissions Regarding Proposed Amendments

Any NCN Citizen may make written submissions regarding the proposed amendments to the Bylaws by providing a copy of such submissions to Council and the Board at least fourteen (14) days in advance of the meeting at which the amendments will be considered.

7.3 Approval Bylaw Amendments

Amendments to these Bylaws shall require a two-thirds majority vote in favour by each of Council and the Board at duly constituted meetings.

PART VIII - MISCELLANEOUS

8.1 Service of Notices

Any notice to be given to the Trustees, Council or the Auditor shall be served either personally or by sending it to them by prepaid mail, fax or email at the last address as it appears in the records of the Authority, which information shall be provided to any person upon request.

8.2 Computation of Time

Whenever notice is required to be given in accordance with this bylaw the day notice is posted shall be counted as the first day.

8.3 Disposition of Surpluses and Deficits

The Authority shall use any surplus, profit, capital or asset solely for the objects defined in Article 1.2 of this Bylaw.

8.4 Winding Up

Upon dissolution the assets of the Authority shall be distributed to NCN solely for the purposes defined in Article 1.2 of this Bylaw.

SIGNED at Nelson House, in the Province of Manitoba this ____ day of ____ 2024

CHIEF AND COUNCIL

Chief Angela Levasseur

Deputy Chief Marce Wozniak

Councillor Jeremiah Spence

Councillor Cheryl Moore

Councillor Ron Spence

Councillor Kimberly Linklater-Beardy

Councillor Shirley Linklater

BOARD OF TRUSTEES

Wanda Burn - Chairperson

Lerry McIntyre - Vice-Chairperson

Lewellyn Moodie - Director