

August 20, 2011

## Métis Nation of Ontario Secretariat By-Laws

Corporate Seal

1. The seal, a computer impression whereof is stamped in the margin hereof, shall indicate the seal of the Métis Nation of Ontario Secretariat (“MNO”).



Two Classes of  
Membership

### Conditions and Classes of Membership<sup>1</sup>

2. There shall be two classes of membership in the MNO. Those classes shall consist of individual memberships and MNO charter memberships.<sup>2</sup>
  - 2.1 Individual membership is a voting membership. Individual members of the MNO shall be known as citizens. Individual membership shall be known as citizenship.
  - 2.2 Citizenship in the MNO shall be limited to individuals interested in furthering the objects of the MNO and who are Métis within the definition adopted by the MNO in accordance with the Métis National Council, which is as follows:<sup>3</sup>

Individual  
Citizens

- a) Métis means a person who self-identifies as Métis, is distinct from other Aboriginal peoples, is of historic Métis Nation ancestry, and is accepted by the Métis Nation.<sup>4</sup>

Definition of  
Metis

- 2.3 A person is entitled to be registered as a citizen of MNO who:

Registration

- a) provides sufficient documentation that he or she is Métis within the meaning of 2.2(a);<sup>5</sup>
- b) is not enrolled on any other Aboriginal registry; and

<sup>1</sup> This section was amended to include MNO community council memberships as non-voting members upon passage of a unanimous resolution by the PCMNO April 7, 1995.

<sup>2</sup> Amended by PCMNO June 7-8, 2001. Previously read "... and MNO community council memberships."

<sup>3</sup> Amended at MNO Delegates Assembly, May 5-7, 1994 motion #10.

<sup>4</sup> Originally the definition read "anyone of Aboriginal ancestry who self-identifies as Métis, is distinct from Indian or Inuit; has at least one grandparent who is Aboriginal; and whose application for admission as a citizen is accepted by the MNO. It was amended at PCMNO meeting, Winnipeg, November 12, 1994 and was amended again pursuant to PCMNO Motion #2, June 17, 1997. It was amended by PCMNO March 1999 to read "... as distinct from Indian and Inuit..." The bylaws were amended by PCMNO to add the new definition on October 23, 2003. The MNO adopted the Métis National Council's definition by consensus at the AGA in Thunder Bay, July 2004.

<sup>5</sup> Amended pursuant to PCMNO Motion #2, June 17, 1997.

- c) applies for admission as a citizen and has been approved through the registry process of the MNO as amended from time to time.<sup>6</sup>
- Children & Youth**
- 2.4 A parent or legal guardian of a child under the age of 16 may apply to register that child as a youth citizen.<sup>7</sup> Such registrations expire automatically when the child reaches the age of 16. After reaching the age of 16, in order to continue to be registered as a citizen, such youths must reapply in their own right.<sup>89</sup>
- Charter Membership**
- 2.5 MNO charter membership shall be limited to those entities that have been granted an MNO charter. MNO charter membership is a non-voting membership.<sup>10</sup>
- No Incorporation Rule**
- (a) MNO charter members may not incorporate under the laws of Ontario or Canada. MNO charter members may incorporate only through the charters of the MNO.<sup>11</sup>
- Fees**
3. Fees or dues upon obtaining individual citizenship or MNO community council membership shall be at the direction of the PCMNO<sup>12</sup>.
- Withdrawal**
4. Any individual may withdraw as a citizen of the MNO by delivering a written resignation to the secretary of the MNO.
- Rights May be Limited**
5. Citizenship may be granted on a conditional basis and the rights and privileges of a citizen to participate in the affairs of the MNO may be limited by the MNO pursuant to the *MNO Policy – Conditions or Limitations That May Apply to Citizenship*, these by-laws, or the *MNO Electoral Code*, all as amended from time to time.<sup>13</sup>

<sup>6</sup> Added by the PCMNO by motion #2, September 27, 1994. The phrase "as amended from time to time" added Nov. 5, 1997 to allow MNO to improve its registry process without the requirement of amending the by-laws.

<sup>7</sup> Amended by PCMNO, June 7-8, 2001. Previously children under 16 were not registered as citizens.

<sup>8</sup> Amended at MNO Delegates Assembly, May 5-6, 1994 by motion #16. Subsequent amendment from 17 years to 24 years by motion #17, March 17, 1996. Amended by MNO Special Assembly, Toronto, Nov. 14/98.

<sup>9</sup> Amended by PCMNO June 7-8, 2001 to state that after the age of 16 it is the responsibility of that youth to register in their own right. Also MNO registers citizens, there is no provision for a "youth citizenship." Previously read "An individual may obtain a youth citizenship from 16 to the age of 29 years."

<sup>10</sup> Amended by PCMNO June 7-8, 2001. Previously read, "MNO community council membership shall be limited to those communities who have been granted an MNO Community Charter. MNO community council membership is a non-voting membership."

<sup>11</sup> Added at MNO Delegates Assembly, May 5-7, 1994 motion #27. Confirmed by PCMNO motion #6 December 17-18, 1995.

<sup>12</sup> PCMNO motion #1, June 19, 1996. Amended so that the words "Executive Council" are replaced by "PCMNO"

<sup>13</sup> Amended by PCMNO June 7-8, 2001. Previously read "The rights of any citizen to participate in the affairs of the MNO may be limited by the PCMNO." Subsequently amended by the AGA in July of

5.1 The fair processes for setting out conditions or limitations on citizenship, removal or reinstatement of limitations, requests for reconsideration and appeals of MNO decisions with respect to citizenship shall be according to the rules of natural justice as set out in the *MNO Policy – Conditions or Limitations That May Apply to Citizenship*, and as amended from time to time.<sup>14</sup>

Head Office

6. The head office of the MNO shall be in city of Ottawa, Ontario.<sup>15</sup>

### **Provisional Council of the MNO (“PCMNO”)<sup>16</sup>**

Purpose and  
Composition of  
PCMNO

7. The PCMNO shall take its direction from and shall report to the general assembly.<sup>17</sup> The property and business of the MNO shall be managed by a council of nineteen (19) elected citizens who shall be called councilors and shall sit on the Provisional Council of the MNO (“PCMNO”). The PCMNO shall consist of: president, chair, vice-chair, secretary-treasurer, four (4) senators, one representative from each of the nine regions, one post secondary education student and one youth.<sup>18</sup>

Provincial  
Secretaries

7.1 Provincial secretaries may be appointed from the PCMNO and for each appointment the term of office, responsibilities and removal shall be determined by the president and ratified by the PCMNO. Provincial secretaries shall report to the president. Provincial secretaries shall support the management of the MNO by providing leadership in the area of their portfolio responsibility and shall advocate,

2007 by adding “Citizenship may be granted on a conditional basis and ... MNO Citizenship Policy...” and “... all as amended from time to time.”

<sup>14</sup> Amended by the AGA July 2007 to delete the following: “5.1 A citizen whose privileges have been so limited may ask the PCMNO, in writing, seven days in advance of its next meeting, to remove the limitation. 5.2 In the event that the PCMNO upholds its decision to limit that citizen’s rights, the citizen may appeal the PCMNO’s decision, at the next meeting of the general assembly.” The phrase “... may ask the PCMNO, in writing, to remove the limitation. A citizen whose rights have been so limited may ask the PCMNO, in writing, seven days in advance of its next meeting, to remove the limitation.” was added by the general assembly in July 2005. The words “subject to the discretion of a process to be established by the PCMNO and ratified at the first annual meeting” were deleted from the first sentence by PCMNO motion #2, June 19, 1996.

<sup>15</sup> Head Office was moved from Ottawa to Toronto by PCMNO motion #19, December 6-8, 1996. Head Office was again relocated to Ottawa by PCMNO June 8, 2002 and approved by the general assembly in Kenora, July 10, 2002.

<sup>16</sup> That the by-laws be amended so that the words “Director” and “Board” are replaced by “Council” and “Councilor.” PCMNO Motion #8, December 17-18, 1995.

<sup>17</sup> Added by resolution #19 of the general assembly, July 19-20, 1997.

<sup>18</sup> Amended at MNO Delegates Assembly May 5-7, 1994 motion #22. Previously was a council of 19 with 8 regions. Further amended by PCMNO motion #28 which added another region. The phrase “shall be called councilors and shall sit on” added Nov. 5, 1997 to clarify that all elected persons are councilors. In July of 2007 the PCMNO was again made a council of 19 elected citizens when the women’s representative was removed.

- advise and represent their respective portfolios to MNO management, MNO citizens and outside agencies.<sup>19</sup>
- Senators**
- 7.2 Each community council may select a senator. Those senators selected by their community councils together with the senators currently serving on the PCMNO, and any senators who have served in the past on the PCMNO, who are in attendance at a general assembly, shall choose from among themselves four (4) senators to sit on the PCMNO, and from among those four shall also choose a senator who shall sit on the executive committee.<sup>20</sup>
- a) For greater certainty a senator who holds office on the PCMNO or the executive committee is a councilor with all the rights and privileges attached to that position.<sup>21</sup>
- b) Senators selected to sit on the PCMNO and on the executive committee shall hold those positions for a four-year term.<sup>22</sup>
- c) Senators shall be at least 55 years of age.<sup>23</sup>
- d) Senators, after holding office on the PCMNO or the executive committee are entitled to retain the title of Senator forever after, and that honorary title does not entitle them to participate or vote at PCMNO or executive committee meetings after their term of office has expired.<sup>24</sup>
- 7.3 Deleted.<sup>25</sup>
- Youth Representative**
- 7.4 The elected youth representative on the PCMNO may only vote at PCMNO meetings if over the age of 18 years.
- Voting Councilors**
- 7.5 Voting councilors must be individuals who are bondable,<sup>26</sup> at least 18 years of age and with power under law to contract.

<sup>19</sup> Added by PCMNO, June 8, 2002 and approved by the general assembly in Kenora, July 10, 2002.

<sup>20</sup> Added by PCMNO motion #15, December 17-18, 1995. Amended by general assembly in Kenora, July 10, 2002. Previously read, "At an annual meeting of the General Assembly those Senators chosen by their communities shall choose from among themselves four (4) Senators to sit on the PCMNO including the Senator who shall sit on the executive committee."

<sup>21</sup> Added by general assembly, July 10, 2002

<sup>22</sup> Added pursuant to Motion #8, general assembly, July 20, 1996. In July of 2007 the term was changed from three years to four years.

<sup>23</sup> Added at MNO Delegates Assembly May 5-7, motion #23. Age requirement changed from 60 to 55 by Motion #7, annual general assembly, July 20, 1996.

<sup>24</sup> Added by general assembly, July 10, 2002.

<sup>25</sup> Added by PCMNO motion #24, March 17, 1996. In July of 2007, Article 7.3 was deleted.

Previously read "The president of the Métis Women of Ontario will sit on the PCMNO as the women's representative."

## Elections

8. The applicants for incorporation shall become the first officers of the MNO whose term of office shall continue until their successors are elected. At the first meeting of citizens, the PCMNO then elected shall replace the applicants named in the letters patent of the MNO.
9. Councilors shall be elected for a term of four (4) years<sup>27</sup> by the citizens through a process established by the *MNO Electoral Code*, as amended from time to time.<sup>28</sup>
10. If any vacancy occurs<sup>29</sup> the PCMNO may appoint as a replacement, a citizen of the MNO, and that person shall hold office until the next election. The office of councilor may be deemed vacated:<sup>30</sup>

## Leaving

- 10.1 if a councilor has resigned the office by delivering a written resignation to the PCMNO;<sup>31</sup>
- 10.2 if he or she is found by a court to be of unsound mind;
- 10.3 if at a meeting of the general assembly, a resolution is passed by a majority of the citizens present at the meeting that he or she be removed from office;
- 10.4 on death;
- 10.5 on missing three (3) consecutive council meetings without good reason;<sup>32</sup>
- 10.6 where the PCMNO determines that a councilor holds or takes a position on the board of directors of another provincial aboriginal organization and where by reason of holding the two positions the councilor may be placed in a conflict of interest;<sup>33</sup>
- 10.7 where the PCMNO determines that a councilor is not entitled to be registered as a citizen of MNO pursuant to 2.3;<sup>34</sup>
- 10.8 where the PCMNO determines that a councilor, by an ongoing and serious action of omission or commission, is

<sup>26</sup> The word "bondable" was added pursuant to Motion #5, annual general assembly, July 20, 1996.

<sup>27</sup> Amended from one year term to two year term at MNO Delegates Assembly May 5-7, 1994 motion #20. Subsequent amendment to three years by motion #13, December 17-18, 1995. Amended by the PCMNO again in July of 2007 to a four year term.

<sup>28</sup> The words "an annual meeting of citizens until this process is replaced by a ballot box process" are deleted. PCMNO motion #3, June 19, 1996.

<sup>29</sup> The words "pursuant to this paragraph" were deleted by legal counsel March 30, 2004 for clarity.

<sup>30</sup> The word "shall" changed to "may" Nov. 5, 1997, to allow PCMNO flexibility in this decision.

<sup>31</sup> Amended by PCMNO February 13, 1997 by replacing "...to the secretary of the MNO" with "...to the PCMNO".

<sup>32</sup> Added by PCMNO motion #9, December 17-18, 1995.

<sup>33</sup> Added by PCMNO motion #5 December 17-18, 1995.

<sup>34</sup> Added by PCMNO motion #2, June 17, 1997.

in direct contravention of an express direction from the general assembly;<sup>35</sup>

10.9 is convicted of an indictable offence;<sup>36</sup> or

10.10 has been found guilty, in connection with an election, of corrupt practice, accepting a bribe, dishonesty or malfeasance.<sup>37</sup>

**Meetings of  
PCMNO**

11. Meetings of the PCMNO may be held at any time and place to be determined by the president or executive provided that 48 hours written notice of such meeting shall be given, other than by mail, to each councilor.<sup>38</sup> Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the PCMNO. No error or omission in giving notice of any meeting of the PCMNO or any adjourned meeting of the PCMNO<sup>39</sup> shall invalidate such meeting or make void any proceedings taken thereat and any councilor may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each voting councilor present and participating in the meeting<sup>40</sup> is authorized to exercise one (1) vote.

**PCMNO  
Quorum**

11.1 Ten (10) councilors shall constitute a quorum of the PCMNO.<sup>41</sup>

12. If all the councilors of the MNO consent thereto generally or in respect of a particular meeting, a councilor may participate in a meeting of the council or of a committee of the council by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a councilor participating in such a meeting by such means is deemed to be present at the meeting.

**Resolutions in  
Writing**

13. A quorum of the PCMNO may pass a resolution in writing and such resolution is as valid as if it had been passed at a meeting of the PCMNO. Such resolution must be signed by each member of the quorum and in order to pass, must have the approval of the requisite number of PCMNO councilors whose approval would be required to pass that resolution at a meeting of the PCMNO.<sup>42</sup>

<sup>35</sup> Added by general assembly resolution #19, July 19-20, 1997.

<sup>36</sup> Added by PCMNO July 2001.

<sup>37</sup> Added by PCMNO July 2001.

<sup>38</sup> The phrase "by the councilors" amended Nov. 5, 1997 to conform to the Rules of Order.

<sup>39</sup> The phrase "of the MNO" deleted for redundancy, Nov. 5, 1997.

<sup>40</sup> The phrase "present and participating in the meeting" added for clarity Nov. 5, 1997.

<sup>41</sup> Amended from a quorum of 8 by PCMNO motion #7, December 17-18, 1995. Quorum amended from eleven (11) to ten (10) in July of 2007 by the AGA.

<sup>42</sup> Amended by PCMNO motion March 30-April 2/2000. Previously read, "A resolution in writing, signed by all the councilors entitled to vote on that resolution at a meeting of councilors or committee

**Compensation  
For Councilors**

14. A councilor may be remunerated or paid reasonable expenses incurred by him or her in the performance of his or her duties.<sup>43</sup> A councilor may, provide services to MNO under a term contract for services.<sup>44</sup>

**PCMNO Councilors  
may not be MNO  
Employees or  
Councilors on  
MNO Community  
Councils**

- 14.1 A councilor may not, during his or her term of office as councilor, concurrently be an employee of MNO.<sup>45</sup>
- 14.2 A councilor may not, during his or her term of office as councilor, concurrently serve as an elected community council member.<sup>46</sup>

**Appointment of  
Agents &  
Employees**

15. The PCMNO may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the PCMNO at the time of such appointment.

**Remuneration for  
Officers, Agents &  
Employees**

16. A reasonable remuneration for all officers, agents and employees and committees of citizens shall be fixed by the PCMNO by resolution.

**Indemnity**

17. Every councilor or officer of the MNO or other person who has undertaken or is about to undertake any liability on behalf of the MNO or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the MNO, from and against;
- 17.1 all costs, charges and expenses which such councilor, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- 17.2 all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except

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of councilors, is as valid as if it had been passed at a meeting of councilors or committee of councilors."

<sup>43</sup> The following sentence was deleted by PCMNO motion #16, December 17-18, 1995. (The councilors shall serve as such without remuneration and no councilor shall directly or indirectly receive any profit from his or her position as such; provided that a...)

<sup>44</sup> Amended by PCMNO June 7-8, 2001. The following sentence was deleted "Nothing herein contained shall be construed to preclude any councilor from serving the MNO as an officer or in any other capacity and receiving compensation therefore."

<sup>45</sup> Added by PCMNO June 7-8, 2001.

<sup>46</sup> Added by PCMNO June 7-8, 2001.

such costs, charges or expenses as are occasioned by his own willful neglect or default.

**Legal Powers  
of PCMNO**

18. The PCMNO and councilors duly authorized by the PCMNO shall have the power to enter into contracts which the MNO may lawfully enter into and may exercise all such other powers and do all such other acts and things as the MNO is, by its charter or otherwise by law, authorized to exercise and do.<sup>47</sup>

18.1 From time to time the PCMNO may release, for research purposes, the MNO's registration list to government authorities. PCMNO shall only release the registration list when it has reliable assurances that no individual information will be accessed.<sup>48</sup>

19. The councilors shall have power to authorize expenditures on behalf of the MNO from time to time and may delegate by resolution to an officer or officers of the MNO the right to employ and pay salaries to employees. The councilors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the MNO in accordance with such terms as the PCMNO may prescribe.
20. The PCMNO shall take such steps as they may deem requisite to enable the MNO to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, donations of any kind whatsoever for the purpose of furthering the objects of the MNO.

**Duties of  
Executive**

**Executive Committee (Officers)**

21. The executive committee shall have the day-to-day management and administration of the MNO and shall ensure that resolutions and motions passed by the General Assembly and the PCMNO are carried out. The executive committee shall report to, advise and take direction from the PCMNO and the general assembly and may not override express directions from the PCMNO or the General Assembly. Ongoing and serious actions of omission or commission by members of the executive committee, which directly contravene

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<sup>47</sup> Amended October 31, 1997 to clarify that the PCMNO and authorized councilors have the power to legally contract or bind the MNO by their actions.

<sup>48</sup> Approved by PCMNO October 23, 2003 and affirmed by the AGA at Thunder Bay in July 2004.

express direction from the PCMNO or the general assembly, may be grounds for removal from office.<sup>49</sup>

**Meetings of  
Executive**

22. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of such committee shall constitute a quorum.<sup>50</sup> No error or omission in giving notice of any meeting of the executive committee of the PCMNO or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any councilor may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**Composition of  
Executive**

23. The executive committee of the MNO shall consist of the president, chair, vice-chair, secretary-treasurer, a senator and any such other officers as the PCMNO may by by-law determine.<sup>51</sup>

24. Repealed.<sup>52</sup>

25. Repealed.<sup>53</sup>

**Duties of  
President**

26. The president shall be the chief executive officer of the MNO. The president shall be the chief spokesperson for the MNO and shall represent the MNO on the Board of Governors of the Metis National Council. The president shall have the general and active management of the affairs of the MNO.

**Duties of  
Chair**

<sup>49</sup> Added by resolution #19 of the General Assembly, July 19-20, 1997.

The following paragraph was removed by PCMNO motion #10, December 17-18, 1995. (There shall be an executive committee composed of five (5) citizens of the PCMNO who shall be appointed by the PCMNO. The executive committee shall exercise such powers as are authorized by the PCMNO. Any executive committee citizen may be removed by a majority vote of the PCMNO.)

<sup>50</sup> Quorum changed from two to three by PCMNO motion #12, December 17-18, 1995.

<sup>51</sup> Amended February 13, 1997 by PCMNO. Deleted the following, "no two offices may be held by the same person."

<sup>52</sup> This line was repealed by PCMNO motion #4, June 19, 1996 - "The executive committee shall be elected at an annual meeting of citizens."

<sup>53</sup> Originally read - "The executive committee of the MNO shall hold office for one (1) year from the date of election or until their successors are elected in their stead.

- Amended to (3) years at MNO Delegates Assembly, May 5-7, 1994 motion #20.
- The following sentence was deleted by PCMNO motion #1, December 17-18, 1995 - "Officers shall be subject to removal by resolution of the PCMNO at any time."
- The following was repealed "The Executive Committee of the MNO shall hold office for three (3) years from the date of election or until their successors are elected in their stead" by PCMNO motion #5, June 19, 1996.

**Duties of  
Vice-Chair**

27. The chair shall preside at meetings of the MNO and of the PCMNO and when acting as chair shall not vote unless required to cast a tie-breaking vote. The chair shall see that all orders and resolutions of the general assembly and the<sup>54</sup> PCMNO are carried into effect. The chair shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the executive committee or the PCMNO. .<sup>55</sup>
28. The vice-chair shall assist the chair in the conduct of all meetings of the MNO. The vice-chair shall represent the MNO as required or as assigned from time to time by the executive committee or the PCMNO. The vice-chair may vote only when not acting as chair.

**Duties of  
Secretary-  
Treasurer**

29. The secretary-treasurer shall have the responsibility to ensure the custody of the funds and securities of the MNO and is responsible to ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the MNO in the books belonging to the MNO. The secretary-treasurer shall have the responsibility to ensure the proper deposit of the moneys, securities and other valuable effects in the name and to the credit of the MNO in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the PCMNO from time to time. He or she is empowered to authorize the disbursement of the funds of the MNO following established MNO financial policies as amended from time to time. He or she shall also perform such other duties as may from time to time be directed by the president, the chair and the PCMNO.

The secretary-treasurer shall carry out the affairs of the MNO under the supervision of the president and shall attend all meetings and ensure that all votes and minutes of all proceedings are responsibly kept in the books of the MNO. He or she shall give or cause to be given notice of all meetings of the citizens and of the PCMNO, and

<sup>54</sup> Amended by PCMNO March 8, 1999 by adding "the general assembly and the ..."

<sup>55</sup> Amended by the PCMNO February 21, 1999 by deleting the following paragraph. Duties and responsibilities of chair were previously amended by the PCMNO, February 13, 1997 and from Feb/97-Feb/99 read as follows:

"The chair shall be the executive director of the MNO. The chair shall be responsible to the PCMNO for the finances of the MNO and in that capacity shall render to the president and councilors at the regular meetings of the PCMNO, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the MNO. To ensure sound financial management, the chair shall supervise and may assume or delegate all or some of the duties and responsibilities of the secretary-treasurer."

shall perform such other duties as may be prescribed by the PCMNO or the president.<sup>56</sup>

**Execution of Documents**

30. The duties of all other officers of the MNO shall be such as the terms of their engagement call for or the PCMNO requires of them.
31. Contracts, documents, or any instruments in writing requiring the signature of the MNO, shall be signed by any two officers and all contracts, documents, and instruments in writing so signed shall be binding upon the MNO without any further authorization or formality. The councilors shall have power from time to time by resolution to appoint an officer or officers on behalf of the MNO to sign specific contracts, documents and instruments in writing. The councilors may give the MNO power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the MNO. The seal of the MNO when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the PCMNO.

**Meetings of the General Assembly**

**Meetings of the General Assembly<sup>57</sup>**

32. The general assembly is a duly called meeting of MNO citizens. The annual or any other meeting of the general assembly shall be held at any place in Ontario as the PCMNO may determine and on such days as the PCMNO shall appoint. The citizens may consider and transact any business at any meeting of the general assembly.

<sup>56</sup> Amended by PCMNO February 1999 to current wording. Duties and responsibilities of secretary-treasurer were previously amended by PCMNO February 13, 1997 and from Feb/97-Feb/99 read as follows:

"The secretary-treasurer may be empowered by the PCMNO, upon resolution of the PCMNO, to carry out the affairs of the MNO under the supervision of the Chair and executive director of the MNO. The secretary-treasurer if so empowered, may have custody of the funds and securities of the MNO and may be responsible to ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the MNO in the books belonging to the MNO and may have the responsibility to deposit the moneys, securities and other valuable effects in the name and to the credit of the MNO in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the PCMNO from time to time. He or she may be empowered to disburse the funds of the MNO as may be directed by proper authority taking proper vouchers for such disbursements. He or she shall also perform such other duties as may from time to time be directed by the president, the chair and the PCMNO.

The secretary-treasurer may be empowered by the PCMNO, upon resolution of the PCMNO, to carry out the affairs of the MNO under the supervision of the Chair and if so empowered shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. If so empowered by the Chair, he or she shall give or cause to be given notice of all meetings of the Citizens and of the PCMNO, and shall perform such other duties as may be prescribed by the PCMNO or Chair.

<sup>57</sup> This entire section amended for clarity, Nov. 5, 1997.

- Annual Meeting**
33. There shall be an annual meeting of the general assembly each year. At every annual meeting of the general assembly, in addition to any other business that may be transacted, the report of the councilors, the financial statement and report of the auditors shall be presented and auditors appointed for the ensuing year.<sup>58</sup>
- Notice**
34. Fourteen (14) days written notice shall be given to each citizen of any annual or other meeting of the general assembly. Notice of any meeting of the general assembly where special business will be transacted shall be thirty (30) days and<sup>59</sup> shall contain sufficient information to permit each citizen to form a reasoned judgment on the special business under consideration.
- 34.1 Amendments to the MNO's Statement of Prime Purpose, by-laws or policies previously adopted by the general assembly are special business. For greater certainty, resolutions to amend MNO policies that have not been previously adopted by the general assembly are not special business.
- 34.2 Any special business to be dealt with at a general assembly must comply with the *MNO Policy – Process for Conducting Special Business at a General Assembly* as amended from time to time.<sup>60</sup>
35. No error or omission in giving notice of any annual or other meeting of the general assembly or any adjourned meeting, whether annual or otherwise of the general assembly shall invalidate such meeting or make void any proceedings taken thereat and any citizen may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any citizen, councilor or officer for any meeting or otherwise, the address of the citizen, councilor or officer shall be his or her last address recorded on the books of the MNO.
- Decision Making**
36. At all meetings of general assembly, citizens shall strive to make decisions by consensus. In the event that consensus cannot be

<sup>58</sup> Modified to clarify that these are required at the annual meeting of the general assembly, Nov. 5, 1997.

<sup>59</sup> The phrase "... shall be thirty (30) days and ..." was added by the PCMNO, in September 2010.

<sup>60</sup> 34.1 and 34.2 were added by PCMNO on June 27<sup>th</sup> 2011 at the direction of the 2010 AGA (AGA-RES-10-02). The Statement of Prime Purpose was added because it contains MNO's foundational principles.

achieved, questions shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these by-laws.

**Eligible Voters**

36.1 Each citizen who is at least 16 years old and is present at a meeting of the general assembly shall have the right to exercise one vote.<sup>61</sup>

36.2 For greater certainty and notwithstanding paragraph 11, PCMNO meetings are not meetings of the general assembly.<sup>62</sup>

**Quorum for General Assembly**

36.3 The quorum for each general assembly shall be 50% of the citizens who are eligible to vote and who are registered as in attendance at the general assembly at noon on the 1<sup>st</sup> business day of that general assembly.<sup>63</sup>

**General****Financial Year and Accountability**

37. Unless otherwise ordered by the PCMNO, the fiscal year end of the MNO shall be March 31<sup>st</sup>. The MNO shall operate on a balanced budget basis and shall provide quarterly financial statements and quarterly budget projections.<sup>64</sup>

**Finance Committee**

37.1 The PCMNO shall establish a finance committee,<sup>65</sup> which shall be composed of four (4) appointed members of the PCMNO, one of whom shall be the secretary-treasurer who shall assume the position of chair of the finance committee.<sup>66</sup>

37.2 The president shall sit on the finance committee in an ex-officio capacity and shall be a non-voting member.<sup>67</sup>

37.3 The finance committee will meet quarterly and shall be responsible to oversee and monitor the finances of the MNO.

37.4 Pursuant to paragraph 37, the finance committee shall be responsible to prepare quarterly financial statements and quarterly budget projections.

37.5 The finance committee shall be responsible to present a financial update at each meeting of the PCMNO and at each annual meeting of the general assembly.

**Committees**

<sup>61</sup> The age limit was amended by resolution of the PCMNO April 7, 1995.

<sup>62</sup> Added by PCMNO motion #6, June 19, 1996.

<sup>63</sup> Added by PCMNO June 7-8, 2001.

<sup>64</sup> Amended by the MNO Delegates Assembly May 5-7, 1994 motion #18.

<sup>65</sup> Ss. 37.1-37.4 were added pursuant to Motion #4, annual general assembly, July 20, 1996.

<sup>66</sup> Amended by PCMNO resolution, Midland, July 11, 1999. Previously read "... (a) four (4) appointed members of the PCMNO; (b) the secretary/treasurer; and (c) the president."

<sup>67</sup> Amended by PCMNO June 7, 2001. Previously included the secretary treasurer as an ex-officio member of the finance committee.

Amendment  
of  
By-Laws

38. The PCMNO may appoint committees whose members will hold their offices at the will of the PCMNO. The councilors shall determine the duties of such committees and may fix any remuneration to be paid.
39. The by-laws of the MNO may be repealed or amended by resolutions passed by a majority of the councilors at a meeting of the PCMNO, or by a resolution in writing pursuant to paragraph 13 of these by-laws, and subsequently confirmed by an affirmative vote of at least two-thirds of the eligible voters registered at noon on the 1<sup>st</sup> business day of a general assembly.<sup>68</sup> The by-laws of the MNO may be repealed or amended by resolutions passed by an affirmative vote of at least two-thirds of the eligible voters registered at noon on the 1<sup>st</sup> business day of a general assembly.<sup>69</sup>
- 39.1 In the event that the by-laws of the MNO have been amended by the PCMNO, the amended by-laws shall be approved at the next annual meeting of the general assembly.<sup>70</sup>
- 39.2 Amendments to the by-laws of the MNO by the general assembly are special business and are subject to the notice provisions in article 34.<sup>71</sup>
- 39.3 These by-laws, as amended, were approved by the PCMNO on June 27, 2011 and were approved at the annual meeting of the general assembly in **Parry Sound on August 20, 2011.**<sup>72</sup>
- 40 The by-laws of the MNO shall be registered with legal counsel for the MNO. Once a resolution has been passed to amend or repeal a by-law, the secretary-treasurer shall forward the amending or repealing resolutions to counsel within 30 days. Upon receipt of written resolutions, counsel shall register the by-laws by making the amendments, annotating the changes, dating the by-laws and affixing the MNO seal on the first page. Registration of the by-laws in this manner renders all previous versions of the by-laws invalid. In the event of any dispute, the registered by-laws bearing the latest date shall be considered valid. Legal counsel for the MNO shall register

Registration  
of  
By-Laws

<sup>68</sup> Amended by adding "...or by a resolution in writing pursuant to paragraph 13 of these By-Laws..." pursuant to PCMNO motion of March 30-April 2, 2000. Amended by PCMNO June 7-8, 2001. Previously read "... by an affirmative vote of at least two-thirds of the eligible voters at a meeting of the general assembly." Amended in July 2007 by the AGA to add "at noon".

<sup>69</sup> Second sentence added by PCMNO motion #7, June 19, 1996. Amended by PCMNO June 7-8, 2001. Previously read "...by an affirmative vote of at least two-thirds of the eligible voters at a meeting of the general assembly." Amended in July 2007 by the AGA to add "at noon".

<sup>70</sup> Added for clarification by legal counsel, July 11, 2002.

<sup>71</sup> This clause, 39.2, was added by the PCMNO in September 2010.

<sup>72</sup> Added by legal counsel in July 2002, so that the by-laws include a record of approvals by the annual meeting of the general assembly.

the by-laws and shall return a sealed copy of the newly amended, registered by-laws to the PCMNO within 15 days of receiving written resolutions from the PCMNO.<sup>73</sup>

40.1 These by-laws, as amended, were registered by legal counsel on the **21<sup>st</sup> day of September 2011.**<sup>74</sup>

**Auditors**

41. The citizens shall, at each annual meeting of the general assembly, appoint an auditor to audit the accounts of the MNO for report to the citizens at the next annual meeting of the general assembly. The auditor shall hold office until the next annual meeting of the general assembly provided that the councilors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the PCMNO.

**Books and Records**

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

**Rules and Regulations Confirmed at Annual General Assembly**

43. The PCMNO may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the MNO as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the general assembly when they shall be confirmed, and failing such confirmation at such annual meeting of the general assembly, shall at and from that time cease to have any force and effect.

**Interpretation**

44. In these by-laws and in all other by-laws of the MNO hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations and the use of either the masculine or the feminine form does not preclude application to a person of either sex.<sup>75</sup>

**MNO Seal**

45. Legal counsel shall be custodian of the seal of the MNO, which he or she shall deliver only when authorized by a resolution of the PCMNO to do so and to such person or persons as may be named in the resolution.<sup>76</sup>

<sup>73</sup> Added by PCMNO motion #8, June 19, 1996.

<sup>74</sup> Added by legal counsel, July 2002, so that the by-laws include a record of registration.

<sup>75</sup> Amended at MNO Delegates Assembly, May 5-7, 1995, motion #21.

<sup>76</sup> Added by PCMNO February 13, 1997.