

Document Name	Métis Nation of Ontario Women's Council “Terms of Reference”
Date Created & Approved	The Terms of Reference were created by a committee appointed at the MNO 12th Annual General Assembly by resolution number AGA05-13 to restructure the WMNO. Further this document was approved and ratified at the Women's Meeting at the MNO 13th Annual General Assembly in 2006.
Responsibility of	Métis Nation of Ontario Women's Council
Approving Authority	Annual General Meeting of Métis Nation of Ontario Women's Council
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*** This table has never been an integral part of the TOR and is simply a historical and administrative aid.**

**** The Métis Nation of Ontario Women's Council's Terms of Reference was passed by the MNOWC and does not reflect the input or review by the MNO.**

Métis Nation of Ontario Women's Council

Terms of Reference

AGM Approval

1. The Annual General Meeting (AGM) of the Métis Nation of Ontario Women's Council (MNOWC) affirms through motion that governing codes for the Métis Nation of Ontario Women's Council (MNOWC) shall be known as the Terms of Reference (TOR).¹

Statement of Purpose

2. This MNO Community, known as:

Métis Nation of Ontario Women's Council

Statement of Purpose

- a. forms a part of the Métis Nation of Ontario. As such we are the democratic representatives of those who identify as Women of the MNO and are recognized citizens of the MNO. We seek to collectively promote Métis culture as well as promote and foster prosperity and economic self-sufficiency within our community. We resolve to work towards the recognition and affirmation of our existing Aboriginal and treaty rights including our inherent right of self-determination and self-government. We affirm that we will advocate and promote the culture and heritage, equality, values, and rights of Métis Women and children and family of this community. The MNOWC has an inclusive understanding of woman. Women experience their lives differently based on their culture, home life, territory, age, gender/gender identity, sexual identity, religion, education, health, leadership, and many other factors. The MNOWC values each woman's experience and seeks to create a respectful space that includes Two-Spirit, Lesbian, Gay, Bi-Sexual, Transgender, Queer, Questioning, Inter-Sex, Asexual (2SLGBTQQIA+) women. We acknowledge and absolve to follow the values, principles and laws of the MNO as amended from time to time.

Interpretation, Application and Definitions

3. All words and phrases in this Terms of Reference have the same meaning as in the *MNO By-Laws* and in the event of inconsistency, the *MNO By-Laws* prevail. In this Terms of Reference, 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. Words importing persons shall include an individual, partnership, association, body corporate, executor, administrator or legal representative and any number or aggregate of such persons.

¹ This Terms of Reference is an updated version of the MNOWC Terms of Reference amended August 19, 2022.

Definitions

4. In these Terms of Reference, the following definitions apply:
 - a. "Community" means a Métis recognized community/group that maintains in good standing with the MNO;
 - b. "Women's Council" or "Council" means a duly elected body of MNO Women that represents a Community/Group of the MNO;
 - c. "Citizen" means a person who is enrolled on the MNO Registry;
 - d. "Good standing" means a valid MNOWC AGM Motion that is recognized by MNO as active and that is not under an order of revocation or suspension by an AGM of the MNOWC. If, in the opinion of MNO or an AGM of the MNOWC, the Women's Council has ceased to effectively function for a period of 6 months, then the Women's Council is deemed to be no longer active. A Women's Council and its Terms of Reference can be reactivated, with the approval of MNO, and by means of a Women's Council AGM resolution, whereby the restored Women's Council agrees to adopt and abide by the terms and conditions of its Terms of Reference, the *MNO By-Laws* and the *MNO Statement of Prime Purpose*;
 - e. "PCMNO" means the Provisional Council of the MNO; and
 - f. "Quorum" means the number of individuals required to be in attendance at a meeting in order to constitute a decision-making body. A quorum is a fact at any given moment of time. A quorum must be present in the room for every decision or vote made. If a quorum is not present, the meeting may continue for information purposes only but may not make decisions that bind the Women's Council.

Application

5. These Terms of Reference shall govern the conduct of the Women's Council that is a Community and shall be limited to MNO Women citizens who live within the Women's Council's geographic territory.
6. If a citizen wants to become elected to the MNOWC, they must identify as a woman.
7. Any fees or dues levied on the women-identified citizens represented by the Women's Council shall be at the direction of the Women's Council.

Rights of Women May be Limited

8. The rights of a woman citizen to participate in the affairs of the Women's Council may be limited pursuant to the *MNO By-Laws* or the *MNO Electoral Code*. Any woman citizen whose rights have been so limited may appeal the decision at the next meeting of the MNO General Assembly.

Women's Council

Composition of Council

9. The Women's Council shall consist of ten (10) elected and one (1) appointed women-identified citizens who shall be called councilors and shall sit on the Women's Council for a four-year term. The composition of the Women's Council shall be as follows: one (1) President, nine (9) Regional Women Representatives, plus one (1) appointed Elder (non-voting). Within the Women's Council, there are seven (7) roles (president, chair, vice-chair,

secretary, treasurer, elder, and regional councilor).

**Responsibilities
of Women's Council**

10. The Women's Council is responsible to represent and further the interests of its women-identified citizens generally. The Women's Council is also responsible for representing the interests of women to the MNO and to represent the MNO to its women. The Women's Council shall at all times act in a fair, open and accountable manner, pursuant to the values and principles of the MNO as stated in the *Statement of Prime Purpose*, and the *MNO By-Laws*.
11. The Women's Council shall be elected pursuant to the rules and procedures set out in *Part A* of the *MNO Electoral Code*.
12. The appointed Elder shall be fairly and transparently appointed by the newly elected Women's Council immediately following the election.

**Not to be Employee or
Hold Elected Office
in MNO**

13. A councilor may not, during their term of office on the Women's Council, concurrently be an employee of MNO or of the Women's Council. A councilor on the Women's Council may not, during their term of office, concurrently hold an elected office on the PCMNO. A councilor may provide services to MNO or to the Women's Council under a short-term contract for services.
14. A councilor may be remunerated or paid reasonable expenses incurred by them in the performance of their duties.

Resolutions in Writing

15. A quorum of the Women's Council may pass a resolution in writing and such resolution is as valid as if it had been passed at a meeting of the Council. 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 councilors whose approval would be required to pass that resolution at a meeting of the Council.
16. The Women's Council 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 Women's Council at the time of such appointment. A reasonable remuneration for officers, agents and employees may be fixed by the Women's Council by resolution.

Committees

17. The Women's Council may establish committees whose members will hold office at the will of the Council. The councilors shall determine the duties of such committees and may fix any remuneration to be paid.
18. The Women's Council and individual councilors duly authorized by the Women's Council shall have the power to enter into contracts which the Women's Council may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Women's Council is, by authority of its Terms of Reference authorized to exercise and do.
19. Duly authorized individual councilors shall have power to authorize expenditures on behalf of the Women's Council from time to time and may delegate by resolution to an officer or officers of the Council the right to employ and pay salaries to employees.
20. Subject to these Terms of Reference, the Women's Council shall take such

steps as it deems necessary to enable the Women's Council 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 MNOWC.

Council Meetings

Council Meetings to be Open to Women Citizens

21. Women's Council meetings shall be open to all MNO women-identified citizens who shall participate as observers unless recognized and allowed to speak by the chair of the Women's Council.

In Camera

22. Pursuant to a majority vote, the Women's Council may hold "in-camera" discussions and decisions on specific agenda items. An in-camera session allows the Women's Council to exclude everyone except councilors.

Minimum Number of Council Meetings

23. Meetings of the Women's Council may be held at any time and place to be determined by the president, executive, or a quorum of the councilors. Council shall make best efforts to meet at least once a month and shall convene at least nine (9) meetings per year of the Women's Council. The Women's Council shall meet at every MNO Annual General Assembly to hold their Annual General Meeting.

Notice

24. Forty-eight (48) hours written notice of such meeting shall be given, other than by mail or email, to each councilor. Notice by mail, email or fax shall be sent at least seven (7) days prior to the meeting. No error or omission in giving notice of any meeting of the Women's Council 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.

Quorum

25. Fifty percent (50%) plus one of elected councilors shall constitute a quorum at a meeting of the Women's Council.

Voting Councilors

26. Voting councilors are councilors who are at least eighteen (18) years of age and with power under law to contract. Each voting councilor present and participating in the meeting is authorized to exercise one (1) vote. No proxy voting is permitted.
27. If all the councilors of the Women's Council consent thereto generally or in respect of a particular meeting, a councilor may participate in a meeting of the Women's Council or of a committee of the Women's 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.

Leaving Office

Office Deemed Vacated

28. The office of councilor may be deemed vacated:
 - a. if a councilor has resigned the office by delivering a written resignation to

- the Women's Council;
- b. if they are found by a court to be of unsound mind;
- c. on death;
- d. on missing three (3) consecutive Women's Council meetings without good reason;
- e. where the MNO Registrar determines that the councilor is not entitled to be registered as a woman citizen of MNO;
- f. where an individual has had their rights and privileges as an MNO citizen suspended by written notice of the PCMNO's Secretary-Treasurer pursuant to the *MNO By-Laws*;
- g. is convicted of an indictable offence; or
- h. has been found guilty, in connection with an election, of corrupt practice, accepting a bribe, dishonesty or malfeasance.

Removal of Councilors

29. A councilor may be removed from office by a majority vote of the Women's Council:
 - a. where the Women's Council determines that the councilor concurrently holds a position in another aboriginal organization and where by reason of holding the two positions the councilor is placed in a conflict of interest;
 - b. where a majority of the Women's Council determines that a councilor, by an ongoing and serious action of omission or commission, is in direct contravention of an express direction from the Women's Council or an annual meeting of the Women's Council; and
 - c. where a majority of the Women's Council determines that a councilor has committed a serious act or breach of duty in relation to their role as a member of the Women's Council.
30. In order for the Women's Council to remove a councilor pursuant to paragraph 29, the Council is required, prior to holding a vote on the removal of the Council member, to:
 - a. give written notice to the councilor at least seven (7) days in advance of the vote. Such notice must give sufficient information to the councilor to enable them to fully understand the reasons why the Women's Council contemplates a removal vote. Such notice must also inform the councilor that they have an opportunity to respond either in writing or orally and that such response will be fully considered by the Women's Council prior to a vote; and
 - b. either the Women's Council or the councilor may request the assistance of the MNO to resolve any difficulties that arise pursuant to the removal of a councilor.
31. In the event that the Women's Council does, by vote, determine to remove a councilor from office, written notice to that effect shall be delivered to the councilor and such notice shall contain a full description of the reasons for removal.

32. A councilor who has been removed pursuant to paragraphs 29, 30 & 31 may by a motion from the floor, appeal the decision of the Women's Council at the next Women's Council meeting or the Women's Council Annual General Meeting.

33. Within three (3) months of a vacancy, the Women's Council shall have worked to judiciously appoint a replacement councilor who shall hold office until the next Women's Council election and who:

- is an MNO woman-identified citizen;
- is resident in the respective geographic region; and
- is eligible to be nominated as a candidate pursuant to the *Electoral Code of the MNO, Part A*, as amended from time to time.

34. In appointing a new councilor pursuant to paragraph 33, the Women's Council will ensure that:

- notice is given to the community that there is a vacancy on the Women's Council and that the Women's Council will consider applicants;
- best efforts are made to establish a transparent and open process for the appointment of the new councilor; and
- the appointment is made by a majority vote of the Women's Council.

Executive (Officers)

Composition of Executive

35. The executive shall consist of the president, chair, vice-chair, secretary, treasurer and any other councilors as the Women's Council may by these Terms of Reference determine, periodically.

36. The Executive of the MNOWC shall have the day-to-day management and administration of the Women's Council and shall ensure that resolutions and motions passed by the Women's Council, the Women's Council Annual General Meeting, the MNO General Assembly and the PCMNO are carried out. The executive shall report to, advise and take direction from the Women's Council, the Women's Council Annual General Meeting, the PCMNO, and the General Assembly, and may not override express directions from the Women's Council, the Women's Council Annual General Meeting, the PCMNO, or the General Assembly.

37. Meetings of the Executive shall be held at any time and place to be determined by the president and members of the executive provided that forty-eight (48) hours written notice of such meeting shall be given, other than by postal mail, to each member of the executive. Notice by postal mail shall be sent at least seven (7) days prior to the meeting. No error or omission in giving notice of any meeting of the executive 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.

Quorum

38. A quorum of the executive shall be three (3) members of the executive.

Duties of President

39. The president shall be the chief executive officer and the chief spokesperson for the Women's Council and shall have the general and active management of the affairs of the Women's Council. The president shall preside at meetings of the Women's Council and the executive. When acting as chair shall not vote unless required to cast a tie-breaking vote. The president shall see that all orders and resolutions of the community, the Women's Council, the Women's Council Annual General Meeting, the MNO General Assembly and the PCMNO are carried into effect. The MNOWC President will report the progress of the MNOWC to the PCMNO as requested.

Duties of Chair

40. The chair confirms quorum and chairs the MNOWC meetings. 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 them by the executive and the Council.

Duties of Vice-Chair

41. The vice-chair shall in the absence or disability of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon them by the executive and the Council.

Duties of Treasurer

42. The treasurer shall have the responsibility to ensure the custody of the funds and securities of the Women's Council and is responsible to ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council. The 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 Council 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 Council from time to time. They are empowered to authorize the disbursement of the funds of the Council following established Council financial policies as amended from time to time. They shall also perform such other duties as may from time to time be directed by the president and the Council.

Duties of Secretary

43. The secretary shall carry out the affairs of the Women's Council 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/ electronic files of the Council. They shall give or cause to be given notice of all meetings of the executive and of the Council, and shall perform such other duties as may be prescribed by the Council or the president.

Duties of Elder

44. The Elder holds a non-elected position and is appointed by the Women's Council for a four (4) year term following the election cycle of the Women's Council. The Elder will not have a vote on the Women's Council, shall attend all meetings, open and close Women's Council meetings and activities. They shall support the MNOWC in general and in its Conflict Resolution process, specifically.

**Duties of Regional
Women's
Representatives**

45. The duties of all other councilors (Regional Women's Representatives - RWRs) shall be as the Women's Council requires of them.

Duties of Signing Officers

46. Contracts, documents, or any instruments in writing requiring the signature of the Women's Council, shall be signed by any two (2) signing officers and all contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality. The Women's Council shall have power from time to time by resolution to appoint signing officers on behalf of the Women's Council to sign specific contracts, documents and instruments in writing.

Meetings of the Council

Annual General Meeting

47. There shall be one (1) Annual General Meeting corresponding with the MNO Annual General Assembly called by the Women's Council each year. At every Annual General Meeting of the Women's Council, in addition to any other business that may be transacted, the report of the councilors shall be presented, any amendments to the Terms of Reference shall be approved, and the financial statements shall be presented.

Notice

48. Fourteen (14) days written notice shall be given for the Annual General Meeting to the community. Notice of the Annual General Meeting where special business will be transacted shall contain sufficient information to permit each woman citizen to form a reasoned judgment on the special business under consideration. No error or omission in giving notice of any annual or other meeting of the community or any adjourned meeting, whether annual or otherwise 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 the purpose of sending notice to any woman citizen, councilor or officer for any meeting or otherwise, the address of the woman citizen, councilor or officer shall be their last address recorded on the books of the MNO Registry.

Decision-Making by Consensus

49. At all meetings of the community, councilors shall strive to make decisions by consensus. In the event that consensus cannot be achieved, questions shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by the *MNO By-Laws*:
 - a. each councilor who is present at a meeting of the council shall have the right to exercise one vote;
 - b. for greater clarity, Executive meetings and Women's Council meetings are not meetings of the community as a whole (e.g., Annual General Meeting); and
 - c. the quorum for each meeting shall be fifty percent (50%) plus one of the said meetings.

General

Fiscal Year

50. Unless otherwise ordered by the PCMNO, the fiscal year end of the Women's Council shall be March 31st. The Council shall operate on a balanced budget basis and shall provide quarterly financial statements and quarterly budget

projections.

Amendments

51. These Terms of Reference may be amended by a motion passed by a majority of the councilors at a meeting of the Women's Council and recorded as motion in writing pursuant to paragraph 15 of these Terms of Reference. Any amendments to this Terms of Reference and any rules and regulations must be approved at the next Annual General Meeting of the community:
 - a. amendments to these *Terms of Reference* shall not take effect until after an election unless such amendments are made at least six (6) months prior to the date of the election.
52. These Terms of Reference shall be registered with the PCMNO. Amendments shall be forwarded to the PCMNO within 30 days. In the event of any dispute, the Terms of Reference in the possession of PCMNO and bearing the latest date shall be considered valid.
53. The councilors shall see that all necessary books and records of the Women's Council required by these Terms of Reference, and the *MNO By-Laws* or by any applicable statute or law are regularly and properly kept.
54. The Council may prescribe such rules and regulations not inconsistent with these Terms of Reference relating to the management and operation of the Council as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the community when they shall be confirmed, and failing such confirmation at such annual meeting of the community, shall at and from that time cease to have any force and effect.

Dispute Resolution

Inquiry Panel

55. Disputes (complaints) in the community may be referred to the Women's Council for resolution.
56. If resolution by the Women's Council is not possible, an inquiry panel may be convened by the Council. The Council may convene an inquiry panel upon request or upon its own initiative. The inquiry panel will be composed of a chair who is appointed by the executive and who is not a sitting member of the executive, one executive Council member and one MNO citizen who is a member of that community.

Notice

57. Where a dispute is requested of the Council or where the Council, upon its own initiative, calls for an inquiry, the Council shall give thirty (30) days' notice in writing to all parties. Such notice shall include the reasons for the inquiry and the materials and persons that the parties shall provide for the assistance of the inquiry panel. The inquiry shall be held within ninety (90) days of issuing the notice.
58. At an inquiry the panel shall hear representations from persons or entities concerned in the dispute. The inquiry panel may decide whether the representations are to be made orally or in writing. Any written submission must be received at least thirty (30) days before the date of the inquiry.

Decision of Inquiry Panel

59. Where an inquiry is held, the panel shall set out its decision in writing. The written decision shall be made available to the parties within thirty (30) days of the inquiry. The panel shall either issue:
 - a. a recommendation as to costs;
 - b. a recommendation regarding the substantive issue in dispute;
 - c. a recommended procedure on how to resolve the dispute; or
 - d. a judgment on the merits of the issue in dispute.

Appeal

60. A decision of the inquiry panel may be appealed to a specially convened Senators Council which shall be called together for this purpose by the Council. The Senators Council shall consist of at least three MNO Senators. At an appeal, the Senators Council may hear representations from the parties. The Senators Council may decide whether the representations are to be made orally or in writing. Any written submission must be received at least thirty (30) days before the date of the inquiry.

Decision of Senators Council Appeal

61. The Senators Council shall set out its decision in writing. The written decision shall be made available to the parties within thirty (30) days of the appeal. The Senators Council shall issue:
 - a. a decision as to costs; and
 - b. a judgment on the merits of the issue in dispute
62. A decision of the Senators Council shall be final and binding.

Historical Record of Terms of Reference

63. The original Terms of Reference document was created by a committee appointed at the MNO 12th Annual General Assembly by resolution number AGA05-13 to restructure the Women's Secretariat of the Métis Nation of Ontario (WSMNO). Subsequently it was approved and ratified at the Women's Meeting at the MNO 13th Annual General Assembly in 2006.
64. In August 22, 2014 at the MNOWC AGM added: The MNOWC Spokesperson for Métis Women shall be the chief spokesperson for the MNOWC and shall represent the MNOWC on the Board of Governors of Les Femmes Michif Otipemisiwak (LFMO). On 8 January 2025, the LFMO advised the MNOWC that there have been structural changes in their organization.
65. In 2025, the MNOWC Terms of Reference were adopted by Motion² of the Women's Council. Subsequently, they were presented to the women of the MNO and adopted by Motion³ at the next MNOWC Annual General Meeting. These Terms of Reference supersede all previous versions in existence.

² MNOWC Motion #: 05/01/25-10

³ MNOWC AGM Motion #: MNOWC-AGM-250815-05