

NATIVE COUNCIL OF NOVA SCOTIA

(THE "SOCIETY")

Special Resolution of the Members in Writing

WHEREAS pursuant to section 13(1) of the Societies Act (Nova Scotia) and Section 14 of the Society's By-Laws, the Society may, by special resolution, amend its By-Laws;

AND WHEREAS the Annual General Assembly of the Society was held on September 16-17, 2023 and the members voted on September 17, 2023 and agreed on the changes to the Society's By-Laws as described herein;

NOW THEREFORE BE IT RESOLVED as a Special Resolution of the Society that subject to the approval of the Registrar of Joint Stock Companies, the existing By-Laws of the Society be amended with the By-Laws attached hereto as Schedule "A".

Certificate

The undersigned, being the duly appointed President of the Society, certifies that the above is a true and correct copy of a special resolution of September 17, 2023, by a majority of not less than three-fourths of the votes cast by the members of the Society who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below:

SIGNED by the President of the Native Council of Nova Scotia this 24 day of October, 2023.


Lorraine Augustine, Chief & President

**MEMORANDUM OF ASSOCIATION AND BY-LAWS
OF
NATIVE COUNCIL OF NOVA SCOTIA
(2023)**

MEMORANDUM OF ASSOCIATION

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**MEMORANDUM OF ASSOCIATION
OF THE
NATIVE COUNCIL OF NOVA SCOTIA**

1. The name of the Association is NATIVE COUNCIL OF NOVA SCOTIA.
2. The objects of the Association are:
 - a) To aid and assist Native Indian People in Nova Scotia to form local organizations for the purpose of advancing their general living conditions;
 - b) To work with all levels of government, public and private agencies and private industry to improve social, educational and employment opportunities for Native Aboriginal People of Nova Scotia, and to promote, advance, and foster Aboriginal and Treaty Rights for the benefit of all Native Mi'kmaq People of Nova Scotia, and to promote, advance and foster Mi'kmaq Aboriginal Title for the benefit of all Mi'kmaq Indian People of Nova Scotia.
 - c) To foster and strengthen cultural identity and pride among Native Indian People of Nova Scotia;
 - d) To inform the general public of the special needs of the Native Indian People of Nova Scotia and their efforts to achieve full participation in the economic, social and political life of the Province;
 - e) To co-operate with all other native organizations whose aims are similar to those of this Association.
 - f) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Association;

- g) To buy, own, hold, lease, mortgage, sell and convey such real land personal property as may be necessary or desirable in the carrying out of the objects of the Association.

PROVIDED, that nothing herein contained shall permit the Association to carry on any trade, industry or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Association shall be used solely for the purposes of the Association and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Association are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Association.

- 3. The activities of the Association are to be carried on in the Province of Nova Scotia.
- 4. The registered office of the Association is at Truro in the county of Colchester and Province of Nova Scotia. We the several persons whose names, addresses and occupations are subscribed, desire to be formed into an association, in pursuance of this Memorandum of Association.

DATED at Truro, this _____ day of _____ .

**BY-LAWS
OF THE
NATIVE COUNCIL OF NOVA SCOTIA**

1. INTERPRETATION:

- a) In these By-Laws unless there be something in the subject or context inconsistent therewith;
 - i. “Aboriginal Person” means the Constitution Act 1982 definition - Aboriginal Peoples of Canada includes the Indian, Inuit and Metis peoples residing in Nova Scotia including the off reserve and non-status;
 - ii. “Adopted Child” means a person who, while a minor, is adopted pursuant to a law relating to adoptions recognized in Canada or pursuant to Aboriginal customs;
 - iii. “Annual General Assembly” means the annual meeting of the Association;
 - iv. “Appeal” means the appeal procedures available to an Applicant in accordance with the appeal provisions in the Citizenship Process;
 - v. “Applicant” means any person who makes application for N.C.N.S. Citizenship enrollment in accordance with the Citizenship process;
 - vi. “Association” means NATIVE COUNCIL OF NOVA SCOTIA;
 - vii. “Board of Directors” means the Board of Directors duly elected and established;
 - viii. “Citizenship” means full individual membership;

- ix. "Citizenship Committee" means a committee established by the Board of Directors as further detailed herein;
- x. "Citizenship Process" means the Wetepeksultmk Commission Citizenship Process as approved at the 49th Annual General Assembly of the Native Council of Nova Scotia in September, 2023 which may be amended from time to time by the Board of Directors by majority decision following recommendations from the Citizenship Committee, subject to the By-Law provisions herein;
- xi. "Citizenship Process Zone Facilitators" means a person(s) designated by the Zone with duties, functions and responsibilities provided hereunder and in the Citizenship Process;
- xii. "CIO" means the Citizenship Information Officer who shall have such duties, functions and responsibilities provided hereunder and in the Citizenship Process, as designated by the Board;
- xiii. "Community Gatherings" means Zone/Local Meetings or Zone/Local gatherings organized by the N.C.N.S. Zone/Local Community of Mi'kmaq/Aboriginal Peoples in Nova Scotia;
- xiv. "Descendant" means direct descendant by either maternal or paternal line, regardless of adoption, and independent of whether a child was born of a direct descendant, in or out of marriage;
- xv. "Enrollment List" means the list from the inception of the N.C.N.S. from 1974 to include all members starting with membership number one (1) up to and included the current assigned membership number, in numerical order up to and including the last approved member number;
- xvi. "Fully Completed Application" means the prescribed application form completed with all necessary information and documents included

and submitted by an Applicant pursuant to the rules, criteria and procedures of the Citizenship Process;

- xvii. “Demonstrates an understanding and has a connection” means a person’s direct involvement, and/or experience, and/or practice, and/or use which a person connected with his or her Community/Zone of Mi’kmaq People and/or Aboriginal People, can easily and clearly talk about, show, explain, detail, relay, or transmit to another person;
- xviii. “Director” means an individual elected in accordance with the procedure established in these By-laws to serve on the Board of Directors of the Association;
- xix. “Documented connection by testimonial confirmation” means the N.C.N.S. Community/Zone record, motion, or N.C.N.S. Community/Zone testimonial documenting the connection with and acceptance of the person by the N.C.N.S. Community Zone;
- xx. “Executive-Committee” means the Chief & President and Vice President of the Native Council of Nova Scotia;
- xxi. “Indian Act” means the federal legislation identified as *Indian Act*, R.S.C. 1985, c.1-5, as may be amended from time to time;
- xxii. “Local” means the N.C.N.S. Locals of the Zone Communities of the Mi’kmaq/Aboriginal Peoples in Nova Scotia established in accordance with the N.C.N.S. Memorandum of Association and By-Laws;
- xxiii. “Mi’kma’ki” means the traditional ancestral homelands of the Mi’kmaq Nation of People which includes all of present-day Nova Scotia, Prince Edward Island, New Brunswick, as far inland as the St. John River watershed, the Gaspé Peninsula of Quebec, and portions of Newfoundland and the state of Maine;

- xxiv. "Mi'kmaq People" means the Mi'kmaq Nation of People indigenous to and occupying or continuing on their traditional ancestral homelands;
 - xxv. "Minor" means a person under sixteen (16) years of age;
 - xxvi. "N.C.N.S." means the Native Council of Nova Scotia;
 - xxvii. "N.C.N.S. Community of Mi'kmaq/Aboriginal Peoples" means the persons enrolled within the N.C.N.S. Community in accordance with the Citizenship Process;
 - xxviii. "Person" means a natural person that is not an entity created by law;
 - xxix. "Registrar" means the Registrar of Joint Stock Companies of Nova Scotia;
 - xxx. "Resident" means a person who at the time of the application has continually resided in Nova Scotia for not less than six (6) months;
 - xxxi. "Special Meeting" means meetings other than the Annual General Assembly called as set out hereunder;
 - xxxii. "Zone" means the Zones of N.C.N.S. Zone Communities of Mi'kmaq/Aboriginal Peoples in Nova Scotia established in accordance with the Memorandum of Association and By-Laws;
- b) Words importing the singular include the plural and vice versa and words importing masculine gender include the feminine gender and vice versa;

2. FULL INDIVIDUAL MEMBERSHIP/CITIZENSHIP PROCESS:

- a) A Person is eligible for full individual membership/Citizenship in the Association if, at the time of application for membership:
- i. is 16 years of age or over;
 - ii. self-identifies as a Mi'kmaq/Aboriginal person; and
 - iii. is a Canadian citizen; and
 - iv. is a Resident of Nova Scotia; and
 - v. is not a resident on lands established as an *Indian Act* reserve;
 - vi. who are of proven Native Aboriginal ancestry, or who are an Indian person registered, reinstated, or entitled to be registered or reinstated under the Indian Act on either an Indian Act band list or Indian Act general list in accordance with the revised Indian Act of Canada; and
 - vii. establishes a documented connection by testimonial confirmation (see definition of "Documented connection by testimonial confirmation") with his or her Community of Mi'kmaw/Aboriginal Peoples within Nova Scotia including participation in a minimum of six (6) N.C.N.S. Community Gatherings confirmed by N.C.N.S. Community acceptance testimonial; and
 - viii. be and hold themselves out to be of Mi'kmaq/Aboriginal persons to the satisfaction of the N.C.N.S. having regards to common features such as Mi'kmaq/Aboriginal culture, language, tradition, and ideological affinity or demonstrates an understanding and has a connection (see definition of "Demonstrates an understanding and has a connection") with the Mi'kmaq/Aboriginal peoples through distinctive Mi'kmaq/Aboriginal culture features such as but not

limited to language, customs, tradition, practice, belief, history and ideology to name a few.

Membership in an Indian Act Band and/or registration under the Indian Act, does not necessarily establish eligibility for full individual membership/Citizenship.

- b) A Person will have proven Native Aboriginal ancestry, if such Person, provides sufficient supporting documentation pursuant to By-Law 2d):
 - i. establishes by documented ancestral lineage that they are a direct Descendant of a Mi'kmaq person that was a resident on their traditional ancestral homelands, as of September 22, 1779; or
 - ii. establishes by documented ancestral lineage that he or she is a direct Descendant of an Aboriginal Person as of September 22, 1779, and is a resident on our traditional ancestral homelands; or
 - iii. establishes that they are a Descendant of a Person living or deceased who would be eligible for full individual membership/Citizenship; or
 - iv. establishes that they are an Adopted Child of a Person living or deceased who would be eligible for full individual membership/Citizenship.
- c) Supporting documents to establish Native Aboriginal ancestry and other eligibility criteria which may be included in any Applicant's application includes but are not limited to the following:
 - (1) Affidavits (Certified copies);
 - (2) Statutory declarations;

- (3) Birth certificates, marriage certificates and death certificates issued by provincial vital statistics and provincial archives (Certified copies);
- (4) Obituary notices, birth notices;
- (5) Burial records from Funeral homes;
- (6) Church records of baptism, confirmation, marriage, and burial events (Certified copies);
- (7) Canadian census records for 1851, 1861, 1871, 1881, 1891, 1901, 1911, 1921, 1931;
- (8) Newfoundland Nominal Census of 1921, 1935, 1945;
- (9) Metis Script records (Certified copies);
- (10) Indian Affairs files from record group 10 and 22 at Library and Archives Canada;
- (11) Correspondence from Aboriginal Affairs and Northern Development Canada (previously called Indian Affairs and Northern Development Canada) regarding the Applicant or the Applicant's ancestors' eligibility for Indian Status under the Indian Act;
- (12) Newspaper articles, journal articles or excerpts from books or family bibles (Please provide detailed information on the source);
- (13) Museum records;
- (14) Genealogy records (Credible) (Recognized historians and/or academia);

- (15) Oral history;
 - (16) Deeds and land maps; and
 - (17) Military records.
- d) The Board of Directors shall establish a Citizenship Committee of five (5) members of the Board of Directors and one (1) ex-officio non-voting member who shall be the Chief and President elect of N.C.N.S. The Board of Directors may, at any time on a majority vote, make changes to the members of the Citizenship Committee. A quorum of a meeting of the Citizenship Committee shall be no less than four (4) of the five (5) members, not including the ex-officio non-voting member. The Citizenship Committee shall meet at least every ninety (90) days. The Citizenship Committee shall have any responsibilities as provided in the Citizenship Process and these By-Laws.
- e) The application process for full individual membership/Citizenship shall be as provided in the Citizenship Process, which may be amended from time to time by the Board of Directors by unanimous decision following recommendations from the Citizenship Committee, subject to the By-Law provisions herein.
- f) Applications shall be submitted by an Applicant to such persons as outlined in the Citizenship Process, which may be to a Citizenship Process Zone Facilitator (who will in turn submit the same to the CIO) or the CIO. Any such application shall be in a form provided in the Citizenship Process and shall include all supporting documents as provided in these By-Laws or otherwise required in the Citizenship Process.
- g) Any person(s), by order of a court, aboriginal custom in Canada or pursuant to legislation, vested with the authority to manage affairs of a Mi'kmaq adult or Aboriginal adult incapable of managing his or her own affairs, may make on behalf of that adult an application for full individual

membership/Citizenship of that adult in accordance with the Citizenship Process.

- h) Upon receiving a Fully Completed Application for full individual membership/Citizenship the CIO shall, no later than ninety (90) days prepare, provide and submit to the Citizenship Committee for their review a recommendation to either approve or reject the application. The Citizenship Committee shall review and make a final decision by no later than ninety (90) days from the date of submission of the CIO recommendation for Citizenship approval or rejection. Any such decision shall be by a majority vote of the Citizenship Committee members. The CIO shall immediately notify the Applicant of the decision in writing in accordance with the Citizenship Process and, if the application is rejected, shall provide an explanation for the rejection.
- i) In the event an application is rejected for full individual membership/Citizenship, the Applicant may appeal the decision to the Board of Directors by submitting a letter to the Chief and President no later than sixty (60) days of the decision of the Citizenship Committee. The Board of Directors shall review the appeal at the next regularly scheduled meeting of the Board of Directors provided that such meeting shall be no later than ninety (90) days from the receipt of the filed appeal and make decision as to whether to accept or reject the appeal. Any such decision shall be by a majority vote of the Board of Directors. The decision of the Board of Directors shall be final. The CIO shall notify the Applicant in writing in accordance with the Citizenship Process of the decision of the Board of Directors in any appeal within thirty (30) days following the decision of the Board of Directors.
- j) In the event an Applicant is approved for full individual membership/Citizenship by the Citizenship Committee or the Board of Directors following an appeal, their name shall be updated on the Enrollment List. Upon a person's name being entered on the Enrollment List, an official non-transferrable photo-bearing Native Council of Nova Scotia Citizenship

Identification Card will be issued by the CIO no later than thirty (30) days of approval in a format as determined by the Citizenship Process.

- k) Notwithstanding s.2(h) and (i) the timelines therein for decisions by the Citizenship Committee or the Board of Directors may be extended if:
 - i. it is deemed necessary to ensure the fairness of the process; or,
 - ii. due to circumstances beyond the control of the Citizenship Committee or the Board of Directors.

3. JUNIOR AND HONOURARY MEMBERSHIP

- a) Junior Membership:
 - i. Any Person who is under the age of sixteen (16) years of age (a Minor) but would otherwise be eligible for full individual membership/Citizenship, upon payment of the membership dues set out herein;
 - ii. Junior members may not vote or hold office at any level;
 - iii. Upon a junior member becoming sixteen (16) years of age their membership shall automatically be transferred to full individual membership/Citizenship; and
 - iv. Applications for membership of Minors must be made in a manner consistent with the applications for full individual membership/Citizenship and shall be made on behalf of the Minor by the person(s) who have legal care, custody or authority over the Minor(s).
- b) Honourary Membership:

- i. Honourary membership may be open to any person who in the opinion of the Executive Committee and the Board of Directors, and ratified by the Annual General Assembly, merits honorary membership; and
- ii. Honourary members, who are not Full Individual members/Citizenship of this Association, may not vote or hold office at any level.

4. MEMBERSHIP FEES AND GENERAL

a) Membership Fees:

- i. Membership Fees shall be paid annually: \$2.00 for full individual membership/Citizenship or junior membership. There shall be no membership fees for honorary members.
- ii. Each Local shall be responsible for submitting to the Provincial Office a complete up-to-date membership list annually and further locals will be required to submit changes in the membership list at least monthly.

b) General:

- i. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-laws, and no others shall be members of the Association, and their names shall be entered in the Register of members accordingly.
- ii. For the purpose of registration the numbers of members of this Association is unlimited.
- iii. Membership in the Association shall not be transferrable.
- iv. Membership in the Association shall cease upon: (a) the death of a member; or (ii) if, by notice in writing to the Association, they resign

their membership; or (iii) if the Board determines by majority vote, following a recommendation from the Citizenship Committee, that membership was granted to a member in reliance on fraudulent or misleading information (provided that no such decision shall be made on the basis that documentation of a type or nature previously accepted will no longer be acceptable).

- v. An enrolled full individual member/Citizen may request to examine their name on the Enrollment List during normal business hours of the Association's CIO office.
- vi. Any enrolled member must immediately advise the CIO of any changes in information contained on any Native Council of Nova Scotia Citizenship Identification Card and the CIO will issue a replacement card in accordance with the Citizenship Process.

5. ZONES:

- a) The Province shall be divided into Thirteen (13) zones. Each zone may contain as many locals as the population warrants. Every member in good standing as determined by entry on the Register of members of the Native Council of Nova Scotia shall be deemed to be a member of the Zone in which that member resides for the purposes of this Memorandum of Association and By-Laws.
- b) The zones for the Province of Nova Scotia are:
 - i. Colchester, Cumberland and Pictou Counties;
 - ii. Hants County;
 - iii. Halifax County, excepting that portion of Halifax County as covered by Number 11 herein and Number 12 herein;
 - iv. Digby and Annapolis Counties;

- v. Lunenburg County;
 - vi. Cape Breton, Victoria, and Inverness Counties;
 - vii. Antigonish, Guysborough, and Richmond Counties;
 - viii. Yarmouth County;
 - ix. Queens County;
 - x. Kings County;
 - xi. Sheet Harbour which shall include the localities between and including Ship Harbour to the west and Ecum Secum to the east;
 - xii. Dartmouth which shall include the City of Dartmouth, and that area not covered by zone 11 to the east, zone 2 to the north, and zone 3 to the west delineated as the areas westward from the apex of Bedford Basin northerly along the roadway to the Highway 101 and 102 there from continuing northerly on Highway 102.
 - xiii. Shelburne County
- c) Each Zone shall have the right to elect Three (3) delegates to attend annual meetings and special meetings of the Association;
 - d) Each Zone shall have One (1) elected Board of Director and One (1) elected Alternate Board of Director.
 - e) Memorandum of Association and By-laws:
 - i. Each N.C.N.S. Zone or local shall have the right to enact or amend their own Memorandum of Association and By-laws. If a N.C.N.S. Zone or local does not enact a Memorandum of Association and By-laws, they shall be deemed to have adopted the memorandum of

Association and By-laws of the Association with applicable amendments to conform to a Zone or local organization;

- ii. Each memorandum of Association must contain as Article 1 the name of the association being Native Council of Nova Scotia, Zone number _____, and inserting the number of the zone, or N.C.N.S. Zone number _____, Local number _____ and inserting the number of the local. Any Zone or local shall be entitled to add to their name, after the number, other wording appropriate to the Zone or local;
- iii. Each Memorandum of Association must contain as a minimum Articles 2(a) through (g) inclusive and any addition to these objects shall positively enhance the minimum object Articles 2 (a) through to (g);
- iv. The By-laws of the N.C.N.S. Zone and local cannot contradict in any way By-laws 1 through 19 of the Association;
- v. Each N.C.N.S. Zone or local is required to submit their existing or proposed memorandum of Association and By-laws or proposed amendments to their existing memorandum of Association and By-laws to the Board of Directors of the Association for approval. The Board of Directors shall be required to review the existing or proposed or amended Memorandum of Association and By-laws within a period of ninety days of receipt to ensure that the proposed Memorandum of Association and By-laws are consistent with the Memorandum of Association and By-laws of the Association. Approval shall require a vote of a majority of all of the board of Directors. If a majority of The board of Directors do not approve the proposed or amended Memorandum of Association and By-laws, the Board of Directors shall be required to immediately advise the Zone or local in writing of changes required to ensure that the Memorandum of Association and By-laws comply with the memorandum of Association and By-laws of the Association. A Zone or local shall be

entitled to re-submit the Memorandum of Association and By-laws for approval.

- vi. Any Zone or local that adopts Memorandum of Association and By-laws that are not approved by the Association will not be recognized as a Zone or local of the Association.
- vii. If a local enacts a Memorandum of Association and By-laws and the Zone within which it is located has adopted a Memorandum of Association and By-laws the local Memorandum of Association and By-laws must be consistent with the Zone Memorandum of Association and By-laws. It shall be the responsibility of the Board of Directors in approving the local's Memorandum of Association and By-laws to ensure that they are consistent with the Zone Memorandum of Association and By-laws.
- viii. Each NCNS Zone or Local shall make a written report as to the financial position of the Zone or Local at the Zone or Local regular meeting, annual general meeting and special meeting and the report shall contain a balance sheet and operating account. A copy of the balance sheet showing the general particulars of it's liabilities and assets and financial statement of it's income and expenditures in the preceding year, shall be filed with the Registrar of Joint Stock Companies within 14 days after the Zone or Local's Annual General Assembly in each year, as required by law.

6. LOCAL ASSOCIATIONS:

- a) Any five (5) or more persons residing in the same locality who are eligible for full membership in the Association may form a Local Association; upon formation, each such Local Association shall advise NATIVE COUNCIL OF NOVA SCOTIA of the proposed boundaries within which it shall operate and no more than one Local Association shall be recognized by the Association within these boundaries;

- b) Every Local association shall maintain accurate lists of its members and shall make such information available to NATIVE COUNCIL OF NOVA SCOTIA;
- c) Full members may vote and run for office at the Local level;
- d) Each Local Association may enact by-laws and submit same for approval of the Board of Directors at the next scheduled Board of Director's Meeting.

7. OFFICERS OF THE ASSOCIATION

- a) The Executive Officers of the Association shall consist of a Chief & President and Vice President. The Chief & President shall be elected by the members of the association through Universal Suffrage under an election process established by the association, and shall be a full time paid position. The Office of Vice President shall be designated by the Board of Directors. The Vice President(s) shall be paid a Vice President's stipend for official business approved by the Board of Directors.
- b) The term of office of the Chief & President will be for the period of four consecutive years. The Vice-President's term of office shall be until the close of the second Annual Assembly following his/her designation by the Board of Directors;
- c) (1) Candidates for the office of Chief & President of the Association must make their intentions known to the Native Council of Nova Scotia at least forty five days prior to the date in which an election is to take place by notifying the Chief Electoral Officer of the Association at least forty five days prior to the election date. Candidates must be a member of the Association for at least one full year. The Chief Electoral Officer shall be responsible for notifying all of the Locals of the Association of all the Candidates who have made known their intention to run for the Chief & Presidency of the Association, by sending letters to all full members of the Local Association, by Ordinary mail, at least twenty-five days prior to the election date;

- d) If any Executive Officer is unable, for any reasons, to complete his term of office the Board of Directors will appoint a replacement to complete the term of office;

8. BOARD OF DIRECTORS

- a) The Board of Directors shall consist of the Chief & President, Vice-President and Fourteen (14) other persons. For the purpose of determining the Fourteen (14) other persons, the province shall be divided into Thirteen (13) Zones and each zone shall elect one director to represent that zone on the Board, plus One (1) elected alternate director to represent that zone in the event that their director has to be absent at a Board Meeting, as well one (1) Honourary Elder Board of Director appointed annually by the Board of Directors;
- b) The Board of Directors and Alternate Board of Director, excluding the Executive committee, shall hold a term office until the close of the Annual General Assembly four consecutive years after the Board of Director and Alternate Board of Director's election.
- c) For purposes of transacting business a quorum of the Board of Directors shall be 75% of the Board. If after one hour 75% of the Board are not present than 50% plus One (1) shall constitute a quorum;
- d) Only full members of the Association (being members for at least one (1) full year) who are 19 years of age and over shall serve on the Board of Directors;
- e) In the event that a director resigns his office or ceases to be a member of the Association, where upon his office as director shall in fact be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the elected Alternate Director;
- f) The Board of Directors, except the Executive Committee, shall not receive remuneration for their service on the Board except honorariums for attending the required meetings of the Association. Notwithstanding the foregoing, the

Chief and President, in accordance with standards set and approved by the Board of Directors, may reimburse each Citizenship Committee member for reasonable expenses incurred in the discharge of their duties.

- g) In the interest of eliminating potential conflicts of interest between Directors and the Association, the following provisions shall apply:
- i. No person shall be disqualified from serving as a Director on the Association Board of Directors by reason of any interest, whether direct or indirect, in any matter, issue or decision being considered by the Board of Directors, including but not limited to any interest that arises by way of employment or other contract.
 - ii. A Director having an interest in a matter, issue or question before the Board shall not be liable to the Association for anything realized by reason only of being a Director and holding that position with the association, provided that nothing in this provision shall be construed to in any way limit the Director's duty to declare the nature of any interest or benefit received in relation to a matter, issue or question before the Board, as otherwise provided in these By-laws.
 - iii. The existence and nature of any personal interest by a Director in a matter, issue or question before the Board, other than an interest arising solely by reason of that Director's membership in the Association, must be declared by an interested Director at a meeting of the Association's Board of Directors, in accordance with this provision. An interested Director shall declare the nature and existence of his interest at the first meeting of the Board of Directors at which the matter, issue, or question in which they have an interest is taken into consideration, provided that where a Director was not so interested at the first meeting in which the matter, issue or question is first considered, he shall declare his interest at the first meeting of the Board of Directors held after the Director becomes so interested, even if the matter, issue or question has already been determined.

- iv. A verbal disclosure given by the Director to the Board of Directors at an Association Board of Directors meeting identifying the facts and nature of his interest in the matter, shall be deemed to be a sufficient declaration under this subsection and no further or other form of notice shall be required.
- v. No Director shall, as a member of the Board of Directors of this Association, vote on any matter, issue or question in which they are so personally interested and in relation to which they have disclosed, or would be required to disclose, their interest, and if the interested Director does so vote, his vote shall not be counted.
- vi. If the matter being discussed would provide a personal monetary benefit to the Director, the Director shall absent himself from that portion of the meeting, if deemed required by a majority of the Directors, during which the matter is discussed and voted upon.

9. DUTIES OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

a) Board of Directors:

- i. The Board of Directors shall be responsible for determining the overall policy of the association and shall meet at least once every three months. The alternate Board of Director from each zone shall attend at least one of these meetings during his term of office;
- ii. The Board of Directors must approve all major decisions of the Executive Committee and shall have the final authority on all matters affecting the Association between annual meetings;
- iii. The Board of Directors shall appoint annually legal counsel, auditors and make all other arrangements for conducting the financial transactions of the Association;

- iv. The Zone Director shall attend all Local meetings in his or her Zone upon the request of the Local or upon his or her request.
 - v. The Zone Director shall be responsible for calling a zone meeting Thirty (30) days prior and Thirty (30) days following a board meeting for the purpose of relating views, opinions and criticisms of the Locals to the board meeting and return with information resulting from the meeting, back to the Locals;
 - vi. The Board of Directors, in addition to the powers and authorities by these By-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting;
 - vii. The Board of Director shall reside in his/her constituency.
- b) Executive Committee:
- i. The Executive Committee of the Association is responsible for the day to day management of the affairs and operations of the Association.
- c) Chief & President:
- i. The Chief & President of the Association shall be the Chief Executive Officer;
 - ii. The Chief & President as chairman shall have the power to call an extra-ordinary Board of Director=s meeting when necessary;
 - iii. The Chief & President shall be responsible for making appointments of people to Committees and staff with the advice and consent of the Board of Directors of the NATIVE COUNCIL OF NOVA SCOTIA:

- iv. The Chief & President shall be one of the signing officers of the Association;
 - v. The Chief & President shall be the custodian of the Seal of the Association;
 - vi. The Chief & President shall be responsible to the Association through the Annual General Assembly and between assemblies to the Board of Directors.
 - vii. Preparation of Minutes, custody of the books and records, and custody of the Minutes of all meetings of the Association and of the Board of Directors shall be the responsibility of the Chief and President.
 - viii.
 - (1) The Chief and President shall be responsible to ensure that all Zones and/or Locals of the Native Council of Nova Scotia comply with the Universal Memorandum of Association;
 - (2) When a Zone and/or Local is found to be non-compliant under Section 7(c)(8)(i) the Zone and/or Local shall have all rights and privileges with the Native Council of Nova Scotia suspended for the period until the Zone and/or Local demonstrates compliance to the satisfaction of the Chief and President;
 - (3) Where a Zone and/or Local remains suspended and remains a non-compliant for a period of over 185 days from the date of suspension, the Chief and President shall be responsible with the advice and approval of the NCNS Association Board of Directors to call and hold a Zone and/or Local general meeting of the members to restore and recognize the Zone and/or Local to be in good standing.
- d) Vice-President:

- i. The Vice-President of the Association shall be available and authorized to perform all the duties and functions of the Chief & President whenever the Chief & President is out of the Province, or is on vacation or leave, or is incapacitated and shall do so until such time as the Chief & President returns or is capable of assuming the responsibilities again;
- ii. In the Chief & President's absence, the Vice-President shall represent the association on the Board of Directors of the Congress of Aboriginal Peoples;
- iii. The Vice-President shall be one of the signing officers of the Association;
- iv. The Vice-President, in the absence of the Chief and President of the Association shall be responsible for keeping accurate Minutes of all meetings and for sending copies of minutes of such meeting to the Presidents of the locals, keeping all records relating to financial transactions of the Association, and submitting proper financial statements to each Annual General Assembly and/or Special Meetings and Meetings of the Board of Directors;
- v. The Vice-President shall report to the Chief & President and be responsible to the Board of Directors and the people of the Association;
- vi. the Vice-President shall perform such other duties as may from time to time be determined by the Board of Directors and/or Chief & President.

10. DISCIPLINE OF OFFICERS

- a) Executive Officers and members of the Board of Directors shall, upon assumption of office, sign a declaration of office as set out in Schedule A of this Memorandum of Association;

b) Failure to comply with the Memorandum of Association and By-Laws made by NATIVE COUNCIL OF NOVA SCOTIA or with the terms of the declaration of office shall be sufficient cause to implement the following disciplinary procedure:

i. COMPLAINT: A voting member of the NATIVE COUNCIL OF NOVA SCOTIA may complain to the board of Directors that a member of the Executive or a director has failed to comply with the provisions of the Memorandum of Association and By-Laws of the NATIVE COUNCIL OF

NOVA SCOTIA by signing a complaint, sworn before a Barrister or Commissioner of the Supreme Court of Nova Scotia, stating the nature and extent of the Executive's or Director's failure to comply with either the memorandum of Association and By-Laws of the NATIVE COUNCIL OF NOVA SCOTIA or with the terms of the declaration of Office;

ii. FIRST OFFENCE: Upon a recommendation made by the disciplinary committee, such committee to consist of Five (5) members of the Board of Directors, a three quarters (3/4) vote by the Board of directors shall be sufficient to deliver a sever reprimand of the offender;

iii. SECOND OFFENCE: Upon a recommendation made by the disciplinary committee, a three-quarters (3/4) vote by the Board of Directors shall be sufficient to suspend the offender from his responsibilities for Thirty (30) days without pay;

iv. THIRD OFFENCE: Upon a recommendation made by the disciplinary committee, a three-quarter (3/4) vote by the Board of Directors shall be sufficient for the Board of Directors to dismiss from office the offending Executive Officer or Director.

11. FISCAL YEAR

Fiscal year of the Association shall terminate on the last day of March in each year.

12. MEETINGS OF THE ASSOCIATION

a) Annual General Assembly:

- i. An Annual General Assembly shall be held at least once every year at such time and such place as the Board of Directors determine;
- ii. Reasonable notice shall be given to all members in good standing - Thirty (30) days notice is deemed to be reasonable notice; any notice so given shall be deemed conclusively to have been given and received Forty-Eight (48) hours after having been mailed in a sealed envelope, postage pre-paid;
- iii. Each Zone shall be entitled to send Four (4) delegates, one (1) of which will be the Elder delegate to the General Assembly but in no case shall the total number of delegates from the Thirteen (13) zones exceed fifty-two (52).
- iv. For purposes of transacting business at the Annual General Assembly, a quorum shall be Seventy-five percent (75%) of the delegates registered at the Assembly. However, if after one (1) hour Seventy-five percent (75%) are not present then fifty percent (50%) plus one (1) of the registered delegates shall constitute a quorum;

b) Special Meetings:

- i. A special meeting of the Association may be called by a simple majority vote of the Board of Directors or upon the written request of twenty-five percent (25%) of the members of the Association who are in good standing provided that reasonable notice of the time, place and objective of the meeting is rendered or given to all members;
- ii. Thirty (30) days notice is deemed to be reasonable notice;

- iii. Any notice so given shall be deemed conclusively to have been given and received Forty-Eight (48) hours after having been mailed in a sealed envelope, postage pre-paid;
- iv. Each Zone shall be entitled to send four (4) delegates, one (1) of which will be the Elder delegate to the Special Meetings, but in no case shall the total number of delegates from the Thirteen (13) Zones exceed fifty-two (52).

13. SIGNING AUTHORITY

- a) Deeds, contracts, agreements and cheques and any other legal documents shall be signed by two of the following three (3) signing officers: The Chief & President, and two designated signing officers appointed by the Board of Directors. The position of designated signing officer shall be filled as a vacancy develops;
- b) The Chief & President shall affix the Seal of the Association on documents that require the same.

14. BORROWING POWER

The Association may borrow for purposes of carrying out its operations, upon the approval of the majority of the Board of Directors, up to Fifty percent (50%) of the guaranteed funds to be advanced to the Association at that given time.

15. CUSTODY AND USE OF THE SEAL OF THE ASSOCIATION

- a) The Board of Directors of the Association may adopt a Seal which shall be the common seal of the Association;
- b) The Seal shall be in the custody of the Chief & President.

16. AMENDMENTS

- a) Any amendments to the Memorandum of Association or By-Laws of the Association can only be made by special resolution at the Annual General Assembly or special meeting and only after reasonable notice has been given to all Locals and members in good standing, or the proposed amendment;
- b) Thirty (30) days notice is deemed to be reasonable notice;
- c) Any notice so give shall be deemed conclusively to have been given and received Forty-Eight (48) hours after having been mailed in a sealed envelope, postage pre-paid.

17. LOCATION OF HEAD OFFICE

The head office of the Association shall be in the Town of Truro, in the County of Colchester and Province of Nova Scotia.

18. MISCELLANEOUS

- a) The Association shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election and within Fourteen (14) days of a change of Directors, notify the Registrar of the change;
- b) The Association shall file with the Registrar a copy in duplicate of every special resolution within Fourteen (14) days after the resolution is passed;
- c) The books and records of the Association may be inspected by any member at any reasonable time at the registered office of the Association except for a two day period prior to any Annual General Assembly or special meeting;
- d) The borrowing powers of the Association may be exercised by special resolutions of the members.

19. AUDIT OF ACCOUNTS

The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a financial statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within 14 days after the Annual General Assembly in each year, as required by law.

**SCHEDULE A
NATIVE COUNCIL OF NOVA SCOTIA**

Dominion of Canada
Province of Nova Scotia

THAT I shall directly strive to advance the interests and daily work for the wellbeing of all Mi'kmaq/Aboriginal Peoples of the Native Council of Nova Scotia, morally, faithfully and openly with financial responsibility as demonstrated by record, example and precept;

THAT I shall perform my duties as outlined in the Memorandum and By-laws of the Native Council of Nova Scotia to the best of my ability and capacity;

THAT I shall honourably and strictly observe the provisions in the Memorandum and By-Laws of the Native Council of Nova Scotia;

That I shall fulfill all duties of the office to which I have been elected to the best of my skill, ability, capacity and knowledge;

THAT this declaration has been read to me and explained to me, and I understand the nature of this declaration.

DECLARED before me at City, in
the Regional Municipality of
Region, in the Province of Province
this day of Month, Year.

Witness

Name:
Position:
Zone #