

CONSTITUTION AND BY-LAWS: INDIGENOUS WOMEN OF THE WABANAKI TERRITORIES



150 Cliffe Street, St. Mary's First Nation, Fredericton, NB

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ARTICLE 1

CORPORATION NAME

1. Name

The name of this organization is Indigenous Women of the Wabanaki Territories Inc. (IWWT)

ARTICLE 2

OBJECTS OF THE CORPORATION

2. Objects

- 2.1. We represent Indigenous Women and 2SLGBTQQIA+ people from the Wabanaki Territories across New Brunswick and any Members that join our organization from the Wabanaki Territories outside of New Brunswick.
- 2.2. Our mission is “to provide healing and capacity building to Indigenous Women and Two-Spirit LGBTQQIA+ people in order to promote and recognize their traditional leadership roles”.
- 2.3. Our work is three-fold:
 - 2.3.1. We heal the hearts and spirits of our women and Two-Spirited people through spirituality, wellness programs and after-care;
 - 2.3.2. We empower our women and Two-Spirited people with educational and workplace skills;
 - 2.3.3. We work with organizations, communities, and both traditional and modern governments to recognize the central roles of women and Two-Spirited people in guiding the development of the people and the protection of the land.

ARTICLE 3

DEFINITIONS

3. Definitions

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

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Member" means an individual as defined in Article 4.1.4.3. herein;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Directors" means an individual elected as a Director pursuant to the provisions of Article 9 herein;

"Good Standing" means that a Member meets all conditions of their Membership category including timely payment of dues, and that the Member is not currently subject to any disciplinary action by the Corporation or by the Member's provincial regulatory college.

"Meeting of the Members" includes an Annual General Assembly (AGA) of the Members or a special meeting of the Members;

"Special Meeting of the Members" includes a meeting of Members and a special meeting of 50% plus one of all Voting Members at an annual meeting of the Members;

"Member" means a person confirmed in compliance with section 4.1 and 4.2;

"Membership Fee" means a Membership fee which may be charged by the Corporation and payable by a Member pursuant to Articles 4.2

"Personnel and Policy Manual" means any internal, operational, Membership, or other requirement duly established in writing by the Board that does not require ratification of the Members;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Elder" means an individual Indigenous woman or 2SLGBTQQIA+ person who is recognised by their community or group for their knowledge and wisdom of ancestral laws;

"Youth" means an Indigenous woman or 2SLGBTQQIA+ person under the age of 29 inclusive.

ARTICLE 4

MEMBERSHIP

4. Membership

4.1. The Members of Indigenous Women of the Wabanaki Territories are the Indigenous Women and 2SLGBTQQIA+ people who reside in the Wabanaki Territories

4.2. Membership is for the period of one year and shall require a \$5 Membership fee as well as the completion of a Membership form.

4.3. Members shall be eligible to become voting delegates at the Annual General Assembly. (See Section 6.4)

4.4. The Board shall have authority to suspend or expel any Member from IWWT for any one or more of the following grounds, as defined by IWWT Policies and Procedures:

4.4.1. Bullying

4.4.2. Harassment

4.4.3. Lateral Violence

4.4.4.

ARTICLE 5

FINANCIAL YEAR

5. Financial Year

- 5.1. The financial year of the Indigenous Women of the Wabanaki Territories (IWWT) is April 1st of one year to March 31st of the following year.

ARTICLE 6

ANNUAL GENERAL ASSEMBLY

6. Annual General Assembly

- 6.1. The Annual General Assembly (AGA) shall be held in **October** of each fiscal year.
- 6.2. Minimum notice of the AGA shall be served to IWWT Members at least 30 days in advance of the meeting date.
- 6.3. The AGA is the most important and most powerful body of our organization.
- 6.4. Current Board of Directors, along with **four (4)** delegates from each community, and a total of **14** representing those off reserve, have voting powers at the Annual General Meeting.
- 6.5. **Off-reserve delegates will be selected as follows: when possible, two representatives from each zone. If there is a vacancy for any zone, the remaining eligible off-reserve delegates will be selected using random selection to fill the remaining seats.**
- 6.6. **The AGA is the only body which can make changes to the Constitution and By-Laws of the organization which are the guiding principles of IWWT.**
- 6.7. **The President of the Board is responsible for coordinating the logistics of the AGA and reporting in full the activities of the organisation to the Members.**
- 6.8. **The Treasurer will arrange for the official audit and its presentation at the AGA. The Treasurer will also make recommendations to the Board based on the auditors' review.**
- 6.9. **The Secretary of the Board will approve recorded minutes of meetings and manage these minutes as part of permanent corporate documentation.**

- 6.10. The Board of Directors will ensure that action is taken on all passed resolutions arising from the Annual General Meeting.
- 6.11. The Secretary will certify the minutes of the meeting by signature and incorporate them into permanent record.

ARTICLE 7

BOARD STRUCTURE, RESPONSIBILITY, AND DUTY

7. Board Structure, Responsibility, and Duty
- 7.1. The Board of Directors is comprised of at least three (3) and a maximum of nine (9) Board positions: five (5) Directors at large, one (1) President, one (1) Youth and two (2) Elders (the Elders cannot be from the same Nation). They shall be elected for four (4) year terms (staggered) at the AGA by the voting delegates. The Board will be in effect as long as it is comprised of at least three Directors in accordance with the Companies Act of New Brunswick for the positions of President, Treasurer, and Secretary.
- 7.2. If it is not possible to host an AGA and/or a Membership vote on Board composition in any given year, due to Acts of Creator (and including a pandemic), Board positions elected in the last AGA on record may be extended an extra year to ensure a staggered vote at the upcoming AGA.
- 7.3. The position of President shall be elected at the AGA by the voting delegates for a four (4) - year term.
- 7.3.1. Election of the President – nominations will be made from the floor on the first day of the AGA. The nomination must be moved and seconded by registered delegates. Voting will happen via secret ballot following nominee speeches, only by registered delegates. The winner will be determined by majority.
- 7.4. The Board appoints the executive including the Vice-President, Treasurer and Secretary annually. Other standing or ad hoc committees may be created as required. Ad hoc committees should be automatically disbanded by Board motion when the task is completed or no longer relevant. (See Section 9)

- 7.5. The Board governs the affairs of IWWT within the framework of its Constitution & By-Laws, Policy & Procedures Manual, Vision, Mission, Core Values and Strategic Plan.
- 7.6. The Board of Directors has the legal authority and responsibility for the achievement of the organization's mission.
- 7.7. The Board is accountable to exercise good stewardship of IWWT on behalf of the trust invested in by the employees and Members. The Board may delegate authority to an individual Board Member or employee or Member of a committee, however the Board retains ultimate responsibility and accountability.
- 7.8. Except for the President, Directors shall receive no stated compensation for their services as Directors, but the Board may, by Ordinary Resolution, set daily honoraria for Directors and it may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Corporation. Nothing herein shall preclude a Directors from serving the Corporation in any other capacity and receiving reasonable remuneration for such services.
- 7.9. The President's remuneration shall be reasonable and shall be set by the Board or its delegate.
- 7.10. The Board will account to the Members, the public and financial supporters, for the services of IWWT and expenditures of funds.
- 7.11. The Board is responsible for the yearly report/submission of any/all corporate and income taxes for the organization.
- 7.12. The Board will attend Board meetings regularly, serve on committees and contribute from personal, professional and life experience to the work of the Board.
- 7.13. An individual should ask the Directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations; and, if still not satisfied after such review, ask that the matter be placed before the Membership.
- 7.14. The duty of confidentiality continues indefinitely after a Directors has left the Board.
- 7.15. Members of the Board shall act at all times in the best interests of IWWT rather than particular interests. This means setting aside personal self-interest if these interests diverge from IWWT's core values and objectives.

- 7.16. The financial interests of immediate family Members or close personal associates of a Director are considered to also be the financial interests of the Directors.
- 7.17. The Board will focus on strategic leadership rather than administrative detail; important policy rather than operational matters.
- 7.18. The Board is responsible to represent the organization positively to the Members and the community; to fairly represent Member perspectives to the organization; to encourage Member input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.
- 7.19. Authority to speak on behalf of IWWT shall rest with the President. This authority may be delegated to another in IWWT within special fields of competence or knowledge.
- 7.20. The **Executive Board** is responsible for management of critical transitional phases and events. These include turnover in key positions in the Board and issues of significant public controversy.

ARTICLE 8

ROLES OF BOARD OF DIRECTORS

8. Roles of Directors on the Board

8.1. The President...

8.1.1. ...is the only Board Member authorized to speak for IWWT and will act as public and media spokesperson for the Board and IWWT as required, unless this duty is specifically delegated to another Board Member.

8.1.2. ...can choose to delegate any of the following responsibilities (8.1.3 – 8.1.8) to the Vice-President or another member of the Executive Board.

8.1.3. ...presides at all meetings of the Board of Directors, executive committee, and Members, of IWWT.

8.1.4. ...presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation.

8.1.5. ...has no authority to make decisions outside the by-laws or the parameters of policies created by resolution of the Board.

8.1.6. ...will set the agendas for meetings of the Board with input from the Members of the Board.

8.1.7. ...will plan the conduct and timing of Board meetings in conjunction with the Secretary and will chair meetings of the Board.

8.1.8. ...directs the development, approval and evaluation of policy and budget in conjunction with the Treasurer and Executive Director.

8.2. The Vice-President...

8.2.1. ...presides at all meetings of the Board of Directors, executive committee and Members of IWWT in the event of the absence of the President.

8.2.2. ...assists the President in developing and maintaining relations among Board Members, committees, staff and Member societies.

8.2.3. ...should have the ability to create and maintain a spirit of unity of purpose and loyalty to objectives in the Board.

8.3. The Treasurer...

8.3.1. ...ensures that complete and accurate records are kept of all of IWWT's financial matters in accordance with generally accepted accounting practices.

8.3.2. ...ensures that proper books of account of financial transactions, assets, receipts and expenditures, credits and liabilities are maintained.

8.3.3. ...acts as a signing authority for IWWT.

8.3.4. ...provides the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of IWWT.

8.3.5. ...recommends a competent auditor to be appointed annually.

8.3.6. ...assists in the development of the annual operating and capital budgets for approval by the executive committee and Board of Directors.

8.3.7. ...reports to the annual general meeting each year on the previous year's audited financial statements with the auditor.

8.4. The Secretary...

- 8.4.1. ...ensures that minutes of all meetings of IWWT Board of Directors, executive committee and Members are recorded and maintained in an appropriate safe location.
- 8.4.2. ...signs a copy of the final approved minutes.
- 8.4.3. ...is the digital custodian of all official minutes and correspondence of IWWT.
- 8.4.4. ...ensures that copies of minutes and agendas are circulated to Board Members prior to each meeting.
- 8.4.5. ...ensures that an up-to-date copy of the Constitution & By-Laws is available at all meetings.
- 8.4.6. ...maintains, or ensure the maintenance of, any relevant files and records of IWWT to be passed on to future officers and ensure the security and confidentiality of all such files and records in conjunction with the Executive Directors.

ARTICLE 9 ELECTION OF DIRECTORS

9. Election of Directors

- 9.1. A Directors must have the legal capacity to enter into a contract, be at least 19 years of age and shall be a woman or 2SLGBTQQIA+ person of Indigenous Ancestry.
- 9.2. Directors shall be elected in accordance to Robert's Rules of Order at an Annual General Assembly.

Directors can only be elected by Voting Delegates who are current Members of IWWT.

Delegates represent Indigenous Women and 2SLGBTQQIA+ people from within the Province of New Brunswick.

ARTICLE 10
VACANCY OF BOARD OF DIRECTORS POSITION

10. Vacancy of Office

- 10.1. The position of Directors shall be automatically vacated:
 - 10.1.1. if she becomes bankrupt or;
 - 10.1.2. if a court order is made declaring the Directors to be mentally incompetent or incapable of managing that Directors' own affair or;
 - 10.1.3. upon death or;
 - 10.1.4. if, by notice to the Secretary, the Directors resigns.

ARTICLE 11
REMOVAL AND SUSPENSION OF A DIRECTORS

11. Removal and Suspension of Directors

- 11.1. A Directors may only be removed or suspended for violating IWWT Constitution & By-Laws and/or Policies.
- 11.2. Upon written notice of three Directors, a Special Meeting of the Board of Directors shall be called to consider the suspension for up to 120 days or removal of a Directors.
- 11.3. The written notice from the Directors shall be given to the Directors in question, specifying the reason(s) why the Directors should be removed or suspended from the Board.
- 11.4. A two thirds majority vote by those Directors present shall be required to remove or suspend the Directors.

Article 12

REPLACEMENT OF BOARD MEMBERS

12. Replacement of Board Members

- 12.1. As per the Companies Act of New Brunswick (87.1), non-profit organizations are required to be governed by a Board of not less than three (3) Directors.
- 12.2. In the event of the loss of Directors, where more than three (3) Directors remain on the Board, (3 options for consideration)
 - 12.2.1. The Board will review its needs for specific expertise, resources, or skills necessary to bring strength and balance to the Board and identify, check references, interview, and recruit suitably qualified individuals willing to consider being nominated for such positions and recommend their appointment to the Board.
 - 12.2.2. The delegate that received the second highest number of votes during the last Annual General Assembly election for the option position shall be approached and invited to join the Board.
 - 12.2.3. The Board shall open a call to the Membership to ask Members interested in being considered for a Board seat to identify themselves, then arrange an interim vote on the candidates until the seat can be confirmed at the next Annual General Assembly.
- 12.3. If the loss of a Directors results in less than three (3) total Board Members, the legal requirement for non-profit incorporation in New Brunswick, a special Membership vote shall be triggered to nominate and elect new Directors;
- 12.4. The Board will maintain a file of all interested candidates who have been so reviewed.
- 12.5. New Board Members shall receive a thorough orientation to their position.
- 12.6. In the event of the loss or absence of the President; the Vice-President shall assume role of President.

ARTICLE 13

BOARD MEMBER ATTENDANCE

13. Board Member Attendance

- 13.1. Board Members who are absent, without being excused, from three consecutive meetings are automatically considered to have resigned their position. In the event such a Member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

ARTICLE 14

DECISION-MAKING PROCESS

14. Decision-Making Process

- 14.1. For the transaction of any business of IWWT a quorum of 5 Board Members is required (or >50% in cases where there are less than 9 Directors on the Board). Quorum shall include Directors who have a virtual presence through video calls or phone calls.
- 14.2. For decisions to be legally-binding, motions must be voted upon in accordance with Robert's Rules of Order.
- 14.3. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. Where disagreements continue to exist, Members may request that their objections be recorded in the minutes.
- 14.4. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere.
- 14.5. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

ARTICLE 15
BY-LAW AMENDMENTS

15. By-Law Amendments

- 15.1. Amendments to Bylaws may be achieved by a fifty percent plus one majority vote of Members at an Annual General Assembly, provided that the proposed changes were circulated to the Membership at least 30 days prior to the AGA.

ARTICLE 16
POLICIES

16. Policies

- 16.1. It is the role of the Board of Directors to develop and adopt policies that are consistent with the Constitution & By-Laws relating to the management and operations of IWWT as it deems expedient.

ARTICLE 17
CHAIRPERSON

17. Chairperson

- 17.1. The President of IWWT shall be the Chairperson of any meeting of the Board of Directors. They can also select a co-chair or delegate to someone else should they choose.
- 17.2. In their absences, a Member of the Executive Committee shall chair the meeting.

17.3. If none of the Executive Committee is present, the Directors shall appoint a chairperson for that meeting.

17.4. An independent Chair will be hired for the Annual General Meeting.

ARTICLE 18

MEETINGS OF THE BOARD

18. Meetings of the Board

18.1. Meetings of the Board shall be held at such time and place as the Board shall determine.

18.2. A meeting of the Board may be called by the Chair on their own.

18.3. Directors may request that the Chair convene a meeting of the Board on written request by any two (2) of the Directors entitled to vote.

18.4. There shall be at least four (4) meetings annually of the Board.

18.5. Notice of Meetings

18.5.1. Notice of the time and place for the holding of a meeting of the Board shall be given by the Chair, or by the Executive as directed by the Chair, electronically to every Directors not less than 7-10 days before the time when the meeting is to be held.

18.5.2. In the case where a special/emergency meeting is to be held, notice shall be given no less than 72hrs before the time when the meeting is to be held.

18.6. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

18.7. Participation by telephone or electronic means

18.7.1. A Directors may participate in a meeting of the Board by telephone or electronic means so long as such permits all participants to communicate with each other.

18.7.2. A Directors shall be entitled to vote at a meeting of the Board by telephone or electronic means.

18.7.3. The Chair may call from time to time a Meeting of the Board by electronic means.

18.8. Voting

- 18.8.1. Directors shall have one (1) vote. All decisions of the Board shall be decided by a majority (50%+1) vote of the Directors participating in the meeting.
- 18.9. Order of Business
- 18.9.1. The order of business at all meetings of the Board shall be decided by the Chair. Any change in the proposed order of business may be requested by any Directors and, if approved by the Board, the order shall proceed as amended
- 18.10. Entitlement to Attend
- 18.10.1. Meetings of the Board of Directors may be attended by Board Members and, at the request of the Chair, Board Advisors, staff, and invited guests.
- 18.11. Quorum
- 18.11.1. For regular meetings of the Board of Directors, quorum shall be fifty percent plus one of all Directors holding office.
- 18.11.2. Quorum shall include Directors who have a live virtual presence through video calls or conference calls.
- 18.11.3. For Special Meetings of Directors which address suspensions, removals or major corrective action towards Directors, Staff or Partners, quorum shall be fifty percent plus one of all Directors holding office.
- 18.11.4. Quorum shall include Directors who have a live virtual presence through video calls or phone calls.
- 18.12. There shall be at least 25 Members - not including current Directors - at any General Assembly.

ARTICLE 19

CONFLICT OF INTEREST

19. Conflict of Interest

- 19.1. A "conflict of interest" is any situation where: (a) an employee/Director's personal interests, or (b) those of a friend, family Member, current or former business associate, partnership or corporation in which the employee/Directors is or was a partner or employee or hold or held

a significant interest, or a person to whom they owe an obligation, could influence or be reasonably apprehended to influence their decisions and impair their ability to:

19.1.1. ...act in IWWT's and public's best interests, or

19.1.2. ...represent IWWT fairly, impartially and without bias.

19.2. Unless and until authorized to do so by the Board, Directors/Employees shall not:

19.2.1. ...act on behalf of IWWT, or deal with IWWT, in any matter where they are in a conflict of interest or appear to be in a conflict of interest, nor,

19.2.2. ...use their position or office with IWWT to pursue or advance their personal interests;

19.2.3. ...use their relationship with IWWT to confer a benefit on a person;

19.2.4. ...personally benefit from any activity involving IWWT except in unique situations, authorized by the Board;

19.2.5. ...indirectly benefit from any activity involving IWWT except in unique situations, authorized by the Board. An "indirect benefit" is: (i) a benefit derived by a friend, family Member, current or former business associate, partnership or corporation in which you are or were a partner or employee or hold or held a significant interest; or (ii) a benefit which advances or protects your interest although it may not be measurable in money.

19.3. If anyone is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with IWWT they shall declare their interest at a meeting of the Board.

19.4. While a Member of the Board, you shall not serve on the Board, or be employed in any capacity by, any organization or entity with a mandate that conflicts with that of IWWT.

19.5. If at any time, a Directors comes to have an actual or appearance of a conflict of interest, they shall promptly declare that conflict to the President of the Board in writing, and at the first meeting of the Board after becoming aware of the conflict. If they are absent from that meeting, they shall make all reasonable efforts to ensure that the conflict is brought up and read at that meeting. It is the Directors' responsibility to immediately takes steps to resolve any conflict or remove the apprehension that it exists by:

19.5.1. ...promptly declaring to the Board any conflict of interest and asking that such declaration be recorded in the minutes;

- 19.5.2. ...excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed;
- 19.5.3. ...refraining from all discussions of the matter giving rise to the conflict of interest, at any meeting of the Board, or elsewhere;
- 19.5.4. ... refraining from voting on the matter giving rise to the conflict of interest at any meeting.

APPROVED by the Board of Directors this day of

APPROVED by the Members this day of

Original signed by:
Brandy Stanovich
President

Original signed by:
Mariah Deleavey
Secretary
