



BY-LAW

Revised September 21, 2018
Winnipeg, MB

Infinity Women Secretariat Inc. By-Law

GENERAL

Being a By-Law relating to the regulation of the business and affairs of the Infinity Women Secretariat Inc.;

BE IT HEREBY ENACTED as a By-Law of **Infinity Women Secretariat Inc.** (hereinafter referred to as the "Corporation") as follows:

ARTICLE I **INTERPRETATION**

- Section 1 In this and all other by-laws of the Corporation unless the context otherwise specifies or requires:
- a. "**Act**" shall mean The Corporations Act, R.S.M. 1987, c.40 C.C.S.M. c.225, as from time to time amended and every statute substituted therefore,
 - b. "**Regulations**" means the Regulations under the Act and every regulation that may be substituted therefore,
 - c. "**By-law**" means any by-law of the Corporation from time to time be in force and effect;
 - d. "**Board of Directors**" shall mean the Board of the Corporation.

ARTICLE II **DESCRIPTION OF CORPORATION**

Section 1 Unless changed by special resolution, the registered head office of the Corporation shall be 150 Henry Avenue, Winnipeg, Manitoba.

Section 2 The Corporation shall be a non-sectarian, non-partisan, non-profit organization with a primary purpose to improve the social and economic situation of Métis women.

Section 3 The Objectives of the Corporation are to assist and work on behalf of all Métis women to:

- ∞ Promote, empower and enhance our social, economic and political well-being,
- ∞ Preserve and safe guard our history, values, culture, language and traditions,
- ∞ Foster grassroots initiatives,

- ∞ Advocate and facilitate effective means of addressing Métis Women's issues, either individually or as a collective, and
- ∞ Encourage and support the full participation of all Métis women within and outside the Métis Nation.

ARTICLE III

MEMBERSHIP

Section 1

To be eligible for membership in the Infinity Women Secretariat Inc. an individual shall be:

- a. female;
- b. 18 years of age or older;
- c. Of Métis ancestry,
 - i) "Métis" means a person who self-identifies as Métis, is of historic Métis Nation Ancestry, is distinct from other Aboriginal Peoples and is accepted by the Métis Nation.
 - ii) "Historic Métis Nation" means the Aboriginal people then known as Métis or Half-Breeds who resided in the Historic Métis Nation Homeland;
 - iii) "Historic Métis Nation Homeland" means the area of land in west central North America used and occupied as the traditional territory of the Métis or Half-Breeds as they were then known;
 - iv) "Métis Nation" means the Aboriginal people descended from the Historic Métis Nation, which is now comprised of all Métis Nation citizens and is one of the "aboriginal peoples of Canada" within s.35 of the Constitution Act of 1982;
 - v) "Distinct from other Aboriginal Peoples" means distinct for cultural and nationhood purposes.
- d. a resident of the Province of Manitoba;
- e. must be a member of the Manitoba Métis Federation Inc.

Section 2

Application for Membership

- a) Eligible women wishing to become members shall complete and submit to the Corporation a membership application in the form established from time to time by resolution of the Board of Directors. Members shall be registered according to the region in which they reside and shall continue unless stated otherwise.
- b) All applications for membership shall be verified in accordance with such procedures as may be laid down by the Board of Directors. In addition, an applicant for membership shall be

required to satisfy the genealogy procedural requirements established by the Manitoba Métis Federation Inc.

Section 3

Termination of Membership

Membership in the Corporation shall terminate upon the happening of any of the following events:

- a) A member may resign her membership at anytime and such resignation shall be effective at the time written notice of such resignation is received at the registered head office of the Corporation.
- b) The name of the member is entered and included in a Band list or in the Indian Register according to the provisions of the *Indian Act*, R.S.C., c.1-6, as amended.
- c) A member may have her membership terminated by the Board of Directors as a result of misrepresenting that she is Métis, providing false information or documentation relating to the application for membership, or concealing information which forms part of the application process as required by the Corporation.
- d) A notice of intent to terminate membership shall be provided to the member, along with an invitation to attend the meeting of the Board of Directors at the member's own expense.
- e) Death of the member.

ARTICLE IV

BOARD OF DIRECTORS

Section 1

Composition

Infinity Women Secretariat Inc. shall be organized on the basis of seven Regions whose boundaries shall correspond to the seven Regions of the Manitoba Métis Federation Inc.

The management of the business and affairs of the Corporation shall be directed and governed by a Board of Directors, whose composition shall be a Spokeswoman and seven Directors, all of whom shall be members of the Infinity Women Secretariat Inc. and residents in the Province of Manitoba.

Section 2 Financial Authority

The Board of Directors shall have the authority to finance the Corporation as they deem necessary. This shall include the acquisition and disposition of funds and the power to borrow. The Board of Directors' do not have the authority to co-sign any loans or obligate the Corporation for the debts of any other group or organization.

Section 3 Operational Authority

The Board of Directors shall be the governing body and shall have full authority to issue policies, rules and regulations to govern the Corporation's operations, so long as they do not conflict with the Articles of Incorporation or the Constitution of the Corporation.

Section 4 Qualifications

In addition, a Director shall have the following qualifications:

- a. Be at least 18 years of age;
- b. Be of sound mind;
- c. Not be an undischarged bankrupt;
- d. Be a member of the Infinity Women Secretariat Inc.;
- e. Not be 30 days or more in arrears of any financial obligation to the Corporation;
- f. Excepting the Spokeswoman, Directors are required to represent a specific geographic Region and each Director shall be ordinarily resident in the geographic Region she represents.
- g. Not be a staff member of the Manitoba Metis Federation or any of its Regions or affiliates.

Section 5 Term of Office

The Spokeswoman of the Infinity Women Secretariat Inc. shall be elected by the members during the Annual General Assembly and shall hold office for a term, or terms, each of which shall not exceed four (4) years and three (3) months from the date of election. The term of office shall commence from the date such officers shall be declared elected by the Chief Electoral Officer and continue until the date of the next following election, pursuant to other relevant Articles herein.

The Directors of the Infinity Women Secretariat Inc. and any representatives or appointees shall be selected by the members

during the Annual General Assembly and shall hold office for a term, or terms, each of which shall not exceed four (4) years and three (3) months from the date of selection or appointment. The term of office shall commence from the date such officers shall be declared elected by the Chief Electoral Officer and continue until the date of the next following election, pursuant to other relevant Articles herein.

Section 6

Vacation of Office

The offices of the Spokeswoman and or a Director shall be vacated:

- a. If she dies;
- b. If she resigns and such resignation shall be effective on the date written notice is received by the Corporation or at the time specified in the written notice, if later;
- c. If she fails to attend three meetings without written notice of regrets including the Annual General Assembly, general members meetings, special meetings, or meetings of the Board of Directors of the Corporation.
- d. If removed for cause by a two-thirds (2/3) majority vote of the Board of Directors of the Corporation.

Section 7

Filling Vacancy

If a vacancy occurs in the office of Spokeswoman where there is more than 12 months left in the person's term of office, such vacancy shall be filled by the Board of Directors who shall appoint from amongst themselves, an interim Spokeswoman to hold office for the unexpired term of her predecessor.

If a vacancy occurs in the position of Director where there is more than 12 months left in the person's term of office, such vacancy shall be filled at a meeting held in the region with the vacancy and such vacancy shall be filled by a member resident in that Region. Where there is no person selected to fill a vacancy, the Board of Directors may fill the vacancy. A person appointed to fill a vacancy shall hold office for the unexpired term of her predecessor.

Section 8

Election and Removal of Directors

When an election is required by Article IV, Section 5, Directors shall be selected at the Annual General Assembly of the Corporation. Directors shall be selected by a majority of their respective regional members present at the Annual General Assembly, in accordance with by-laws enacted for that purpose by the Board of Directors.

Such by-laws shall require Directors to represent a specific geographic area and only members resident in such geographic area shall be entitled to vote in a selection for such Director.

The Directors may, by special resolution passed at a special meeting of Directors of Infinity Women Secretariat Inc. remove any Director from office for cause for which notice of the intent to consider removal, together with reasons, has been given. The Director who is subject to removal shall be entitled to attend and be heard at the meeting but will not be counted for the purpose of establishing quorum or voting.

Section 9

Election and Removal of the Spokeswoman

A Spokeswoman shall be elected at the first meeting of members. Thereafter, when an election is required by Article IV, Section 5, the Spokeswoman shall be elected at the Annual General Assembly of the Corporation by a majority of the members present and eligible to vote at the Annual General Assembly, in accordance with by-laws enacted for that purpose by the Board of Directors. Provided however, no by-law of the Corporation shall require the Spokeswoman to reside in or represent any specific geographic location, and further provided that any person entitled to vote in any selection for a Director shall also be entitled to vote in any election for the Spokeswoman.

A Spokeswoman may be removed for cause by the members of the Corporation. The Directors may call a special general meeting of members to consider her removal, if approved, by resolution of two-thirds (2/3) vote of Directors, taken at a special meeting of the Board of Directors for which notice was given of the intent to remove the Spokeswoman. The members may remove the Spokeswoman by vote of at least two-thirds (2/3) of the members present at a special meeting of members for which notice of the intent to consider removal of the Spokeswoman, together with reason, has been given. The Spokeswoman shall be entitled to attend and be heard at each of the Directors and members meetings.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1

Place of Meeting

Meetings of the Board of Directors and the Executive Committee may be held within Manitoba only, with the exception that when the Directors are attending another meeting in another province at no

expense to the Corporation, a meeting of the Board of Directors or the Executive Committee may be held.

Section 2 Notice

A meeting of Directors may only be convened by the Spokeswoman, unless a majority of Directors provide written notice requesting a meeting to be held, after which the Secretary, when directed or authorized by any of such officers shall convene a meeting of Directors.

Subject to the Act, the notice of any meeting need not specify the purpose of the business to be transacted at the meeting. Written notice of any such meeting shall be given not less than five (5) days (exclusive of the day on which the notice is given but inclusive of the day on which the meeting is to be held) before the meeting is to take place. A Director may in any manner waive notice of a meeting of Directors. A meeting of the Board of Directors may be held and duly constituted at any time without notice if all the Directors are present and agree to waive notice or, if any be absent, those absent have waived notice of and signified their consent in writing to the meeting being held in their absence.

Section 3 Quorum

A majority of the Board of Directors shall form a quorum for the transaction of business to occur and no business shall be transacted unless a quorum is present.

Section 4 Telephone Participation

A Director may participate in a meeting of the Board of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other.

Section 5 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The Chair will be non-voting except in the case of an equal number of votes cast, in which case the Chair will be entitled to cast the deciding vote.

Section 6 Resolution in Lieu of Meeting

Notwithstanding any of the foregoing, a resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

ARTICLE VI

OFFICERS

Section 1

Appointments

The Board of Directors shall as often as may be required appoint from amongst them, a Vice-Spokeswoman, a Treasurer and a Secretary, all of which shall be considered, with the Spokeswoman, as the Executive Committee.

The Board may from time to time appoint such other officers and representatives as it deems necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

Ad Hoc Committees may be established from time to time as required.

Section 2

Remuneration and Removal

The remuneration (if any) of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The fact that any officer or employee is a Director or member of the Corporation shall not disqualify her from receiving such remuneration as may be determined. All officers, with the exception of the Spokeswoman, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

Section 3

Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors.

Section 4

Duties may be Delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may

deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

Section 5

Spokeswoman

The Spokeswoman shall be the chief executive officer of the Corporation. She shall be vested with and may exercise all the powers and duties normally associated with the office of chief executive officer. She shall preside as Chair at all meetings of the Board of Directors, Executive Committee and members. She shall be the political voice of the Corporation on all issues affecting Métis women in Manitoba.

The Spokeswoman shall become a member of the Board of Directors of the Manitoba Metis Federation Inc., in accordance with and defined in the Manitoba Metis Federation Inc. Constitution, Article VII Board of Directors 1.d) the person elected as Spokeswoman of Infinity Women Secretariat Inc.

Section 6

Vice-Spokeswoman

The Vice-Spokeswoman shall be vested with all the powers and shall perform all the duties of the Spokeswoman in the absence or inability or unwillingness of the Spokeswoman to act, with the exception of becoming a member of the Board of Directors of the Manitoba Métis Federation Inc.

Section 7

Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board of Directors and the Executive Committee.

The Secretary shall keep or cause to be kept records containing a copy of the Articles of Incorporation and By-laws of the Corporation and all amendments thereto and a copy of any preliminary memorandum of agreements; minutes of meetings and resolutions of members, Directors and any committee thereof; the names, addresses and other occupations of all persons who are or have been Directors of the Corporation, with the several dates on which each became or ceased to be a Director; and the names and addresses of all persons who are or have been voting members of the Corporation.

Section 8

Treasurer

The Treasurer shall ensure the care and custody of all the funds of the Corporation and shall ensure deposit of same in the name of the Corporation in such bank or banks or with such other depository or depositaries as the Board of Directors may direct.

She shall be required to ensure the preparation of annual budgets and present same to a meeting of the Board of Directors; be responsible or cause the preparation of monthly financial statements and present same to the Board of Directors; monitor all financial transactions of the Corporation on a regular basis; and ensure that a yearly Audit of the Corporation is conducted by an independent chartered accounting firm.

Section 9 Signing Officers shall be any two of the following: Spokeswoman, Vice-Spokeswoman, Secretary or Treasurer.

ARTICLE VII **REMUNERATION OF DIRECTORS**

Section 1 The Directors shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation and in attending meetings of the Corporation.

ARTICLE VIII **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

Section 1 Conflict of Interest

Directors or officers of the Corporation shall not be disqualified from being a Director or officer and shall not be disqualified from receiving remuneration as may be determined by reason of being in any way directly or indirectly interested or contracting with the Corporation either as a vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation and any Director or officer shall not be liable to the Corporation or any of its members or creditors for any profit arising from the direct or indirect interest or contract if such interest was disclosed and approved by the Board of Directors in advance and the Director refrained from voting on the matter.

Section 2 Limit of Liability

No Director or officer of the Corporation shall be liable for the act, receipt, neglects or defaults of any other Director or officer or employee of the Corporation for any loss, damage or misfortune whatever which may happen in the execution of the duties of her respective office unless the same shall happen by or through the failure to exercise the powers and to discharge the duties of her

office honestly and in good faith with a view to the best interests of the Corporation.

The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except as such as shall have been submitted to and authorized or approved by the Board of Directors.

If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation, the fact of her being a Director or officer of the Corporation shall not disentitle such Director or officer from receiving proper remuneration for such services.

ARTICLE IX **INDEMNITIES TO DIRECTORS AND OFFICERS**

Section 1 Except as otherwise provided in section 119 of the Act, every Director and officer of the Corporation and her heirs, executors, administrators and other legal personal representatives, shall be indemnified from all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil or administrative action or proceeding to which she is made a party by reason of being or having been a Director or officer of the Corporation or body corporate.

ARTICLE X **ANNUAL MEETING**

Section 1 An annual meeting of the members (Annual General Assembly) shall be held on such day in each year and at such time and place within Manitoba as the Board of Directors may by resolution determine.

Section 2 Formal notice of all election or by-election results shall be sent to the Manitoba Metis Federation Home Office as a matter of record and as a form of notification in meeting their election record keeping requirements.

ARTICLE XI **SPECIAL MEETING**

Section 1 Special meetings of the members may be convened by direction of the Spokeswoman or by the Board of Directors at any date and time, at any place within Manitoba.

ARTICLE XII **NOTICE OF MEETINGS**

Section 1 Notice of the annual or special meeting shall be given to each Director and to the auditor in the manner prescribed in the Act. In addition, the Infinity Women Secretariat Inc. shall cause notice to be placed in each regional office of the Manitoba Métis Federation Inc. and the head office of the Manitoba Métis Federation Inc., and shall cause to be mailed by ordinary mail a notice to each local of the Manitoba Métis Federation at least 21 days and not greater than 50 days in advance of such meeting. Provided that such notices shall have been mailed or posted as required no further notice to any member or person shall be required.

ARTICLE XIII **VOTING**

Section 1 Each member of the Corporation shall be a voting member and entitled to vote at the Annual General Assembly and any special meeting of the members, and shall have one vote each.

Section 2 At the Annual General Meeting and any special meeting of the members, a declaration by the Chair(s) of the meeting that a resolution has been carried or carried unanimously or by a particular majority or loss or not carried by a particular majority shall be conclusive evidence of the fact.

ARTICLE XIV **ADJOURNMENT**

Section 1 The Chairperson of any meeting may, with the consent of the members attending the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members.

ARTICLE XV **QUORUM**

Section 1 Quorum for the Annual General Assembly and any special meeting of the members shall be established when a majority of the Regions are present.

ARTICLE XVI **CHEQUES, DRAFTS AND NOTES**

Section 1 All cheques, drafts or order for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

ARTICLE XVII **EXECUTION OF INSTRUMENTS**

Section 1 All cheques, drafts or orders for the payment of money, all notes and acceptances and bills of exchange and all contracts, documents or instruments in writing shall require two signatures by the Corporation's signing officers.

Section 2 The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons, on behalf of the Corporation either to sign contracts, documents of instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XVIII FISCAL YEAR

Section 1 The fiscal year of the Corporation shall terminate on March 31st in each year.

ARTICLE XIX AMENDMENTS OF CONSTITUTION

Section 1 No amendment of this Constitution shall be effective until approved by vote of at least two-thirds (2/3) of the members present at a meeting of members for which notice of the intent to consider the By-Law amendments was given.

ARTICLE XX DISSOLUTION

Section 1 In the event of dissolution of the Corporation, after payment of all debts and liabilities, the Board of Directors shall authorize and distribute all remaining assets to an organization having similar aims and objectives as the Corporation.

This By-Law has been approved and adopted by the existing members of Infinity Women Sec 21st day of September, 2018.

INFINITY WC



Per:

Spokeswoman

Per:



Secretary