

**UNITED CHIEFS AND COUNCILS OF MANITOULIN
POLICE SERVICES COMMISSON**

BY-LAW NO. 1

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BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the

**UNITED CHIEFS AND COUNCILS OF MANITOULIN (UCCM)
POLICE SERVICES COMMISSION**
(hereinafter referred to as the "Corporation")

The Corporation hereby wholly repeals By-Law No.1 dated October 10, 1996, and replaces it with the following By-law No. 1 dated September 11, 2008:

1. The Commission is a non-profit, non-sectarian and non-partisan corporation devoted to the provision of police services to the Member First Nations.

DEFINITIONS

2. For the purpose of this by-law, and any and all by-laws passed hereafter, the following definitions shall apply:
 - a. "Chief" means the duly elected leader of the a Member First Nation;
 - b. "Chief of Police" means the Chief of Police of the UCCM Anishnaabe Police Service employed by the Corporation.
 - c. "Commissioner" means an individual appointed as a voting member of the Commission in accordance with this By-law and is commonly known as a "Director" in other corporations;
 - d. "Commission" means the individuals appointed by the UCCM Board of Directors to be the governing body of the Corporation and which is commonly known as the "Board of Directors" in other corporations;
 - e. "Elder" means an individual who is recognized and respected in a First Nation community as an Elder who is knowledgeable about Anishnaabe Nation traditions and culture and may or may not represent an elders group;
 - f. "Immediate Family" means spouse, including a common law or same sex partner, children and step-children, adopted children, parents, grandparents, siblings, in-laws, aunts and uncles;

- g. "Individual Representative" means an individual who represents the Elders, Women or Youth as described in section 52 of this by-law;
- h. "Member First Nation" means a First Nation who is a member of the Corporation under section 7 of this by-law;
- i. "Woman" is a caregiver and nurturer from a Member First Nation and may or may not represent a women's group;
- j. "Youth" means an individual from a member First Nation who is at least eighteen (18) years of age and no more than twenty-nine (29) years of age.
- k. "UCCM Board of Directors" refers to the board of the United Chiefs and Councils of Manitoulin, which is a duly incorporated body under the laws of Ontario representing the communities of Aundeck Omni Kaning First Nation, M'Chigeeng First Nation, Sheguiandah First Nation, Sheshegwaning First Nation, Whitefish River First Nation and Zhiibaahaasing First Nation.

HEAD OFFICE

- 3. The head office of the Corporation shall be on the M'Chigeeng First Nation, in the Province of Ontario and at such place as the Commissioners may from time to time determine.

SEAL

- 4. The seal, an impression that is stamped in the margin on this page, shall be the corporate seal of the Commission.
- 5. The seal shall be impressed on all documents requiring execution under corporate seal, by such party or parties as, from time to time, may be authorized by the Commission.

12. The written list of Members shall remain at and be maintained at the head office of the Commission.
13. Each Member shall promptly be informed by the Secretary of the Commission of his or her admission as a Member, the category of his or her Membership and the entitlements for that category of Membership upon approval of his or her Membership by the UCCM Board of Directors.

REMOVAL OF MEMBERS

14. The UCCM Board of Directors must remove any Member First Nation from the Corporation's membership list should the Member First Nation cease to be a member of the UCCM.
15. The UCCM Board of Directors may remove any Member First Nation from the Corporation's membership list if the Member First Nation breaches the Corporation's Code of Conduct or otherwise is involved in activity or takes action that is intended to interfere with the operations, funding or program and service delivery of the Corporation. Any Member being considered for removal will be given prior notice of the meeting where the decision to remove that Member will be considered. The Member will have the opportunity to address the UCCM Board of Directors' concerns with the Member and the UCCM Board of Directors will allow the Member to respond to the concerns prior to making their decision on removal. All decisions on the removal of a Member by the UCCM Board of Directors are final.
16. Membership in the Corporation is not transferable or assignable.

MEETINGS OF MEMBERS

Annual General Meetings

17. Annual general meetings. The Corporation shall hold an annual general meeting of its Members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual general meeting. At annual general meetings, there shall be presented a report of the Commissioners of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the Board of Commissioners may determine.
18. The annual general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario.
19. Notice. Notice of the annual general meeting of Members shall be effected by delivering a written notice stating the day, time and place of the meeting, and the general nature of the business to be transacted at the meeting, to the Chief of each of the Member First Nations at the address recorded in the membership list not less than (10) days prior to the meeting.
20. Contents of notice. Notice of any meeting of members shall include a statement of the right of the Chief to appoint a delegate to exercise the same voting rights that the Chief would be entitled to exercise if present at the meeting.
21. Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of the members. Any voting Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.

22. The statutory declaration of the Secretary of the Commission that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.
23. The annual general meeting may be held at any time and any place without notice if all voting Members of the Corporation are present in person at the meeting.
24. Voting. Except where otherwise required by statute or under the by-laws or letters patent of the Commission, decisions of the members at the annual general meeting shall be made as far as possible by consensus or general agreement. When all efforts at achieving a consensus have been exhausted without success, a positive vote of 50% plus one of the voting members in attendance shall be sufficient to constitute a decision. The decision on when all efforts at achieving a consensus have been exhausted without success will be made by the Chairperson of the meeting. The decision of the Chairperson on this question shall be final.
25. Each Chief sitting on the UCCM Board of Directors or his or her designate shall exercise the membership vote for their First Nation.
26. The Member First Nations present shall select a chairperson from among their number.
27. Every question shall be decided in the first instance by a show of hands unless a vote by ballot is demanded by a voting Member.
28. The demand for a vote by ballot may be withdrawn, but if such a vote is demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting Members present. A vote by ballot shall be taken in such manner as the Chairperson shall direct and the result of such ballot shall be deemed the decision of the Members upon the matter in question.

29. A statement of the Chairperson that a resolution has been carried in the minutes of the annual general meeting of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
30. In case of an equality of votes at any Members' meeting, whether upon a show of hands or a ballot vote, the Chairperson shall be entitled to a second or casting vote.
31. Adjournments. The Chairperson may, with the consent of the voting Members present, adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
32. Quorum. A quorum for the transaction of business at any meeting of Members shall consist of not less than one-half (1/2) of the Member First Nations represented at the meeting by the Chief or his or her designate, present in person.

Other Meetings

33. Other meeting(s) of the Members shall be held at the head office of the Corporation or elsewhere in Ontario.
34. Other meetings of the Members may be convened by order of any two Commissioners, or by the written request of one of the Member First Nations.
35. Notice. Notice of other meeting(s) of Members shall be effected by delivering a written notice stating the day, time and place of the meeting, and the general nature of the business to be transacted at the meeting, to the Chief of each of the Member First Nations at the address recorded in the membership list not less than (10) days prior to the meeting.

36. Contents of notice. Notice of any other meeting of Members shall include a statement of the right of the Chief to appoint a delegate to exercise the same voting rights that the Chief would be entitled to exercise if present at the meeting.
37. Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any other meeting of the Members.
Any voting Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.
38. The statutory declaration of the Secretary of the Commission that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice.
39. Other meeting(s) of Members may be held at any time and any place without notice if all voting Members of the Corporation are present in person at the meeting.
40. Voting. Except where otherwise required by statute or under the by-laws or letters patent of the Commission, decisions of the members at other meeting(s) shall be made as far as possible by consensus or general agreement. When all efforts at achieving a consensus have been exhausted without success, a positive vote of 50% plus one of the voting members in attendance shall be sufficient to constitute a decision. The decision on when all efforts at achieving a consensus have been exhausted without success will be made by the Chairperson of the meeting. The decision of the Chairperson on this question shall be final.
41. Each Chief sitting on the UCCM Board of Directors or his or her designate shall exercise the membership vote for their First Nation.
42. The Member First Nations present shall select a chairperson from among their number.
43. Every question shall be decided in the first instance by a show of hands unless a vote by ballot is demanded by a voting Member.

44. The demand for a vote by ballot may be withdrawn, but if such a vote is demanded and not withdrawn, the question shall be decided by a majority of votes given by the voting Members present. A vote by ballot shall be taken in such manner as the Chairperson shall direct and the result of such ballot shall be deemed the decision of the Members upon the matter in question.
45. A statement of the Chairperson that a resolution has been carried in the minutes of the meeting of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
46. In case of an equality of votes at other Members' meeting(s), whether upon a show of hands or a ballot vote, the chairperson shall be entitled to a second or casting vote.
47. Adjournments. The Chairperson may, with the consent of the voting Members present, adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
48. Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than one-half (1/2) of the Member First Nations represented at the meeting by the Chief or his or her designate, present in person.

COMMISSIONERS

49. The affairs of the Corporation shall be managed by the Commission, consisting of no fewer than six (6) and no more than nine (9) Commissioners provided that at all times there is a minimum of four (4) Commissioners who have been duly appointed by a Member First Nation.

The Commission may take any action on behalf of the Corporation, except those actions which must be undertaken by the Corporation at a meeting of Members, according to the by-laws, resolutions, or statutes.

50. In addition to any other authority or duties, the Commission shall exercise general and active supervision over:
- a. the governance of the Police Service by generally providing direction, planning and policies;
 - b. the recruitment, employment, supervision and discharge of all Police Officers, the Chief of Police, and civilian staff;
 - c. the purchase and maintenance of liability insurance for the Police Service and the Corporation;
 - d. establishing and maintaining a code of conduct and administering the public complaints and police discipline systems;
 - e. the preparation of an Annual Report by the Corporation to the Member First Nations on the activities of the Police Service and the Commission;
 - f. the financial management of the Corporation;
 - g. the development of standards of performance relative to the Chief of Police and to evaluate his or her performance on an annual basis;
 - h. the preparation of the Annual Budget for the Corporation, showing expected revenues and expenditures;
 - i. the safe keeping and good state of repair of all physical properties of the Corporation;
 - j. ensuring that the Corporation complies with the requirements contained in the United Chiefs and Councils of Manitoulin Anishnaabe Police Services Agreement, 1995-1998, or its successor or amending agreements; and,
 - k. ensuring that all Commission meetings are, as much as is possible, conducted in a culturally appropriate manner, and that where possible, decisions of the Commission are by consensus, however, when reasonable efforts to arrive at consensus fail, the decision of the Commission shall be evidenced by the appropriate majority vote.

51. Each Member First Nation shall recommend in writing to the Chief of Police of the Corporation, a person to serve as a Commissioner and a person to serve as the designated alternate for that First Nation, who meets the eligibility criteria as established by the Commission. The recommendations from the First Nations shall be sent by the Chief of Police to the United Chiefs and Councils of Manitoulin Board of Directors for approval and appointment.
52. Three individual representatives who meet the eligibility criteria for Commissioners, as established by the Commission, for each of the following groups – the Elders, Women and Youth - will be appointed and approved by the UCCM Board of Directors from those applications received in response to a posted call of interest for participation in the Commission. The applications in response to the call shall be received by the Commission and their recommendation sent by the Chief of Police to the UCCM Board of Directors for approval and appointment.
53. The Chief of Police shall serve in an advisory, non-voting capacity on the Commission.
54. One member of the UCCM Board of Directors may serve, in a non-voting capacity, on the Commission as a liaison between the Commission and the UCCM Board of Directors.
55. Qualification of Commissioners. In addition to any other eligibility criteria set from time to time by the Commission, Commissioners shall be individuals, at least eighteen (18) years of age, and:
 - a. shall be a registered member of one of the Member First Nations;
 - b. shall not be an employee or be Immediate Family of an employee of the Commission;
 - c. shall not have a criminal record of conviction for any indictable offence, or any summary conviction offence which, in the discretion of the Commission and/or Member First Nation, and in all of the circumstances of the conviction, is inconsistent with the proper fulfillment of the role of Commissioner and the reputation of the Commission;

- d. shall not be a judge, justice of the peace, peace officer, Chief of a First Nation, employee of the Commission, or a lawyer or paralegal who practices in the area of criminal law;
 - e. shall be of good moral character and a respected member of their community;
 - f. shall be knowledgeable or familiar with the community, culture and language of the UCCM police service area;
 - g. shall be active in a Member First Nation community; and,
 - h. shall have a general knowledge of policing issues.
56. There shall not be more than two Commissioners at any given time who hold the elected office of Councillor of a Member First Nation.
57. Persons who were employed by the Corporation are not eligible to be appointed to the Commission until one full year has passed since their last day of employment regardless of the reason he or she terminated their employment.
58. Persons who are appointed to the Commission shall not be hired as an employee or contractor of the Corporation until one full year after he or she has left the Commission, regardless of the reason he or she left the Commission.
59. Appointment of Commissioners and term of office:
- a. the applicants for incorporation shall be the first Commissioners of the Corporation whose term of office on the Commission shall continue until their successors are appointed;
 - b. the Commissioners' and the designated alternates for First Nations term of office shall be for three (3) years from the date of the meeting at which he or she is appointed or until his or her successors have been duly appointed, whichever comes first; and,
 - c. the term renewal for the Elders, Women's and Youth representatives shall be at the discretion of the UCCM Board of Directors or upon recommendation from the Commission.

60. No Commissioner or designated alternate for a First Nation shall serve no more than fifteen (15) consecutive years as a Commissioner, except for Elders who may serve until a successor is appointed.
61. In the event of a vacancy occurring on the Commission, the vacancy may be filled according to the procedure followed to appoint the person who caused the vacancy. A Commissioner appointed under this section shall hold office for the unexpired term of the Commissioner who caused the vacancy.
62. Designated Alternates. In the event that a Commissioner cannot attend a scheduled meeting, the designated alternate may attend on behalf of the Commissioner and participate in any meeting, however, the designated alternate may only exercise a vote if the Commissioner he or she is replacing is not present at a Commission meeting. The designated alternate will become the Commissioner for the First Nation in the event that the Commissioner position becomes vacant.
63. The Commissioners representing Elders, Women and Youth shall not have a designated alternate.
64. A Commissioner may resign his or her office by delivering notice in writing to the Secretary of the Commission and to the UCCM Board of Directors. If that Commissioner is representing a First Nation, the resignation is effective on the date it is delivered to the Commission and the designated alternate then becomes the Commissioner for that First Nation. If the Commissioner resigning represents the Elders, Women or Youth, he or she shall remain in office if practical until the next meeting of Members, or until his or her replacement has been appointed, whichever comes first.

65. Notwithstanding any other clause, a person immediately ceases to be a Commissioner of the Corporation if, the Commission acknowledges, through resolution, that:
- a. the Commissioner is absent from three (3) consecutive meetings without reasonable cause or notice;
 - b. he or she breaches the confidentiality provisions in these by-laws;
 - c. the Commissioner is in a situation of unresolved conflict of interest;
 - d. the Commissioner is designated as the Youth, Women's or Elder group, and he or she is no longer part of that group;
 - e. he or she is convicted of a criminal conviction, with the level of severity determining dismissal at the discretion of the UCCM Board of Directors;
 - f. he or she, in the opinion of the Commission or the UCCM Board of Directors brings discredit to the Commission;
 - g. the death of the Commissioner, in the case of an individual; or,
 - h. the Commissioner becomes a Chief of a First Nation.
66. Removal of Commissioners. The UCCM Board of Directors may, on its own accord, or upon recommendation of the Commission, ask a Member First Nation to remove a First Nation representative Commissioner before the expiration of his or her term of office. The First Nation may or may not remove such Commissioner.
67. If the First Nation does not remove that Commissioner and the UCCM Board of Directors is satisfied with that decision that Commissioner may remain in office until he or she otherwise ceases to be a Commissioner.
68. If the First Nation does not remove that Commissioner and the UCCM Board of Directors is not satisfied with that decision, the UCCM Board of Directors may remove that Commissioner and ask the First Nation to provide a recommendation for a replacement Commissioner.

69. A Commissioner appointed to represent Elders, Women or Youth may be removed from the Commission by the UCCM Board of Directors provided that the person was provided with notice of the meeting at which his or her removal was to be considered and that Commissioner was given an opportunity to address the concerns of the UCCM Board of Directors and the UCCM Board of Directors took their submissions into consideration in making the final decision on his or her removal.
70. Vacancies on the Commission, however caused, may, so long as a quorum of Commissioners remains in office is filled by the UCCM Board of Directors in the manner set out in this By-law.
71. Should the number of Commissioners ever fall below the minimum number required by the by-laws of this Corporation, all (100%) of the remaining Commissioners shall constitute quorum of the Commissioners for the purposes only of notifying the Member First Nations for appointing Commissioners to fill such vacancies as are necessary to meet the minimum number of Commissioners. The vacant positions shall be filled by the Member First Nations according to the procedures set out in paragraph 51 of this By-law.
72. If the number of Commissioners is increased between the terms, a vacancy or vacancies, to the number of the authorized increased, shall thereby be deemed to have occurred which may be filled in the manner above provided in this by-law.
73. Remuneration of Commissioners. The Commissioners and Designated Alternates of the Corporation shall serve without remuneration, with the exception of established honorariums and reasonable expenses incurred in the performance of his/her duties; and no Commissioner shall directly or indirectly receive any profit from his or her position as such.

COMMISSIONERS MEETINGS

74. Place of meeting. A meeting of the Commission may be held either at the head office of the Corporation or at any place within Canada.
75. Meetings of the Commission are to be regularly scheduled as prescribed by the Commission.
76. Commission meetings may be formally called by the Chairperson or Vice-Chairperson together with the Secretary-Treasurer or on the direction in writing of any two other Commissioners.
77. Notice of such meeting shall be mailed, delivered, telephoned, e-mailed or faxed to each Commissioner no less than seven (7) days before the meeting is to take place if mailed and not less than two (2) days if delivered, sent by facsimile or otherwise communicated to the Commissioner.
78. The statutory declaration of the Secretary-Treasurer or Chairperson that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
79. The Commission may, by resolution, appoint a day or days in any month or months for regular meetings at an hour to be named. So long as any such resolution is in effect, the Secretary-Treasurer of the Commission is not required to provide notice of the regular meetings in the manner set out in this By-law. No notice of such regular meeting need be sent.
80. A Commission meeting may also be held, without notice, if all Commissioners are present in person and consent to the meeting proceeding.
81. The Commission may consider or transact any business at any meeting of the Commissioners.

82. No error or omission in giving notice for a meeting of Commissioners shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Commissioner may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had at that meeting.
83. If all the Commissioners consent generally or in respect of a particular meeting, a Commissioner may participate in a meeting by means of telephone or telephone conference or video conference or other electronic means, as long as all persons participating in the meeting are able to hear each other. A Commissioner participating in such a meeting by teleconference, video conference or other electronic means is considered to be present at the meeting for purposes of determining quorum for the meeting under paragraph 74 of this By-law.
84. A resolution in writing, signed by all the Commissioners entitled to vote on that resolution at a meeting of the Board of Commissioners is as valid as if it had been passed at a meeting.
85. For the first meeting of the Commission, to be held immediately following the annual general meeting, no formal notice of the meeting need be given to the Commissioners, in order for the meeting to be duly constituted, provided that a quorum of the Commissioners is present.
86. Chairperson. The chairperson of the Commission meetings shall be the Chairperson of the Commission. In the absence of the Chairperson at a meeting of the Commission, the Vice Chairperson will assume the role as Chairperson. In the event both are absent, the remaining Commissioners present shall choose one from amongst their number to act as Chairperson for that meeting only. In the event of a tie vote on any matter, the Chairperson, or acting Chairperson for the meeting, shall have a second and deciding vote. The Chairperson is not the chairperson at any members' meeting.

87. Quorum. A quorum at any meeting of the Commission shall be the presence in person of one-half (1/2) of the Commissioners plus one.
88. Voting. Except where otherwise required by statute or under the by-laws or letters patent of the Corporation, decisions of the Commission shall be made as far as possible by consensus. When all efforts at achieving a consensus have been exhausted without success, a positive vote of 50% plus one of the Commissioners in attendance shall be sufficient to constitute a decision. The Chairperson shall, in his or her sole discretion, determine when all efforts at achieving a consensus have been exhausted. The decision of the Chairperson in this matter shall be final.
89. The Chairperson shall be entitled to vote on matters before the Commission, and in the event of a tie vote, shall be entitled to a second or casting vote.
90. All votes shall be by a show of hands unless a Commissioner demands that a vote be taken by ballot. If a Commissioner demands that a vote be taken by ballot, each Commissioner will vote by secret ballot in writing. The Chairperson is responsible to tally the ballots. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

CONFLICT OF INTEREST

91. No Commissioner may take part in the consideration, discussion or disposition of any matter before the Commission if that Commissioner has a personal interest which:
 - a. conflicts with those of the Commission;
 - b. may be perceived to conflict with those of the Commission; or,
 - c. may reasonably be perceived to affect the objectivity of the Commission.

92. All Commissioners shall immediately disclose to the Commission any and all situations where there are conflicting interests as soon as they are known, and shall remove themselves from the Commission meeting accordingly. The Commission may define situations which give rise to a conflict of interest, and without limiting any of the forgoing, conflicts of interest of a Commissioner:
- a. includes both financial and non-financial benefits;
 - b. includes both direct or indirect benefits; and,
 - c. includes the interests of his or her Immediate Family and any person who normally resides in their household.

OFFICERS

93. At the first Commissioners meeting after the annual general meeting of Members, or as often as required, the Commissioners shall appoint a Chairperson, Vice-Chairperson and a Secretary-Treasurer who must be a Commissioner of the Corporation. If there is a vacancy in the office of Chairperson, Vice-Chairperson or Secretary-Treasurer, the Commissioners may appoint another Commissioner as Chairperson, Vice-Chairperson or Secretary-Treasurer.
94. The Chairperson, Vice-Chairperson and Secretary-Treasurer shall be appointed for a term of three (3) years. A Chairperson, Vice-Chairperson or Secretary-Treasurer is eligible for reappointment so long as he or she remains a Commissioner.
95. The three offices of Chairperson, Vice-Chairperson, and Secretary/Treasurer shall constitute the Executive Committee who, in addition to the duties and powers stated below, shall have whatever duties as the Commissioners may delegate to the Committee, from time to time.
96. The Commissioners may delegate to the Executive Committee or any employee it may engage, any powers of the Commission that by statute or this by-law it is entitled to delegate.

97. Delegation of duties of officers. In the case of absence or inability to act of any officer of the Corporation, or for any other reason that the Commissioners may deem sufficient, the Commissioners may delegate all or any of the powers of such officer to another officer or to another Commissioner for the time being.

CHAIRPERSON

98. The Chairperson shall:
- a. when present, preside at all meetings of the Commission;
 - b. monitor the general management and supervision of the affairs and operation of the Commission;
 - c. with the Secretary-Treasurer or other officer appointed by the Commission for the purpose, sign all by-laws;
 - d. call meetings of the Executive Committee, as circumstances warrant;
 - e. act as the spokesperson and representative for the Commission in public relations, as necessary;
 - f. act as a signing officer; and,
 - g. perform such other duties as may from time to time be assigned to him or her by the Commission.

VICE-CHAIRPERSON

99. The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or inability or refusal to act of the Chairperson. The Vice-Chairperson shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties that may from time to time be assigned to him or her by the Commission.

SECRETARY-TREASURER

100. The Secretary-Treasurer shall, when present, act as secretary of all meetings of Commissioners and Members shall have charge of the minute books of the Corporation and the documents and registers referred to in the Corporations Act, [R.S.O. 1990, c. C.38]. The Secretary/Treasurer shall sign such contracts, documents and shall have such other powers and duties as may from time to time be assigned to him or her by the Commission. The Secretary-Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Commission may direct.
101. Vacancies. If the office of the Chairperson, Vice-Chairperson, or Secretary /Treasurer, shall be or become vacant by reason of death, resignation, and disqualification or otherwise, the Commissioners may appoint a Commissioner to fill such vacancy.
102. Restrictions on the Members and Commissioners. No Member or Commissioner shall issue orders or directions to or direct, influence or interfere with any constable of the UCCM Anishnaabe Police Service or civilian staff in regards to the daily performance or execution of their duties and/or operational decisions. However, the Commission may direct the Chief of Police and/or the Police Services administrator to follow directions related to administration and management of the UCCM Anishnaabe Police Service.

COMMITTEES

103. The Commission may from time to time constitute such committees as it deems necessary to assist the Commission in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

INDEMNITIES TO COMMISSIONERS, OFFICERS AND OTHERS

104. Every Commissioner or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a. all costs, charges and expenses whatsoever which such Commissioners, Officers or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and,
 - b. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

FOR THE PROTECTION OF COMMISSIONERS AND OFFICERS

105. No Commissioner or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Commissioner or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Commissioners or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Commissioner's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Commissioner's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

106. The Commissioners 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 or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Commission.

CONFIDENTIALITY

107. Information respecting the personnel, private and financial affairs of the Corporation shall be treated as strictly confidential by the Corporation, its Commissioners, Members, agents and employees. An Oath of Confidentiality shall be undertaken by all Commissioners and by all employees of the Corporation.

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

108. By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by a by-law enacted by the Commission at a meeting of the Commission and then sanctioned by two-thirds of the voting Members at a meeting of Members duly called for the purpose of considering such by-law.
109. Information on any by-law to be sanctioned at an annual general meeting or other meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every Member of the Corporation with the notice of such meeting.

AUDITORS

110. The Members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual general meeting provided that the Commissioners may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Commission.

NOTICES

111. Any notice to be given to any Member or Commissioner or auditor may be served:
- a. either personally or by sending it by mail to the last known address of such Member, Commissioner or auditor recorded in the records of the Corporation;
 - b. by facsimile or telephone to a Member, Commissioner or auditor to the last known facsimile or telephone number of such Commissioner or auditor recorded in the records of the Corporation;
 - c. by e-mail to a Member, Commissioner or auditor to the last known e-mail address of such Commissioner or auditor recorded in the records of the Corporation;
112. Signatures to notices. The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

BORROWING

113. The Commission may from time to time:
- a. borrow money on the credit of the Corporation;
 - b. issue, sell, or pledge securities of the Corporation; or,
 - c. charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, present and future, including book debts and unpaid calls, rights, powers, franchises, and undertaking, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

The word "securities" as used in this by-law means bonds, debentures, or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

114. The Commission may from time to time authorize any Commissioner, officer or officers, employee of the Corporation, or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any money borrowed or remaining due by the Corporation as the Commissioners may authorize and generally to manage, transact, and settle the borrowing of money by the Corporation.
115. The Commission may from time to time authorize any Committee or Commissioners, officer or officers, employee of the Corporation, or other person or persons, whether connected with the Corporation or not, to sign, execute, and give on behalf of the Corporation all documents, agreements, and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Corporation.
116. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Commissioners or officers independently of a borrowing by-law.

LANDS

117. The land upon which the UCCM Anishnaabe Police Services building is located belongs to the M'Chigeeng First Nation. The Corporation shall comply with the provisions of its agreement with M'Chigeeng First Nation regarding the use of such land. The land shall not be used as security or collateral for any borrowing by the Corporation, unless such use is authorized under the Corporation's agreement with M'Chigeeng First Nation.

CHEQUES, DRAFTS, NOTES, ETC.

118. All cheques or other bills of exchange shall be signed by such persons as designated by resolution by the Commission.

EXECUTION OF CONTRACTS, ETC.

119. Contracts or documents requiring the signature of the Corporation may be signed by any two officers, and all contracts or documents so signed shall be binding upon the Corporation without any further authorization or formality. The Commission is authorized from time to time, by resolution, to appoint any person, on behalf of the Corporation, either to sign contracts or documents generally, or to sign specific contracts or documents.
120. The corporate seal of the Corporation may, when required, be affixed to contracts or documents as aforesaid, by any person or persons, appointed by resolution of the Commission.
121. The term "contracts or documents" as used herein shall include all written deeds, mortgages, charges, conveyances, transfers and assignments of property, real or personal, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

FINANCIAL YEAR

122. The Commission may by resolution fix the financial year end of the Corporation and the Commission may from time to time by resolution change the financial year end of the Corporation.

RULES AND REGULATIONS

123. The Commission may prescribe any rules or regulations in relation to the management and operation of the affairs of the Corporation as it deems necessary and expedient, provided that such rules or regulations are not inconsistent with the by-laws of the Corporation or any statute.

BOOKS AND RECORDS

124. The Commission shall ensure that proper books, accounts, records and documents are maintained by the Commission in accordance with the applicable statutes.

INTERPRETATION

125. In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and Corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED BY RESOLUTION OF THE COMMISSION on this 11th day of September, 2008.

WITNESS the corporate seal of the Corporation.

Chairperson of the UCCCM Police Services Commission

Secretary/Treasurer of the UCCCM Police Services Commission

SANCTIONED BY THE MEMBERS OF THE CORPORATION on this 15th day of October, 2008.

Chairperson