

UNITED CHIEFS AND COUNCILS OF MANITOULIN
POLICE SERVICES COMMISSION

AMENDED AND RESTATED BY-LAW NO. 1

Amended: May 28, 2019

Approved by the UCCMM Board of Directors:

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AMENDED AND RESTATED BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the
UCCM Anishnaabe Police Services Commission

The UCCM P.S. Commission hereby wholly repeals By-Law No.1 dated May 28, 2015, and replaces it with the following By-law No. 1 dated this ____ day of _____, 2019.

PREAMBLE

NGO DWE WAANGIZID ANISHINAABE

Debenjiged gii'saan anishinaaben akiing
The Creator placed Anishinabe on the earth

Giibi dgwon gaadeni mnidoo waadiziwin
Along with the gift of spirituality

Shkode, nibi, aki, noodin, giibi, dgosdoonan wii naagdowendmang maanpii
shkagmigaang

Here on mother earth, there were gifts given to the Anishinabe to look after fire, water, earth,
wind.

Debenjiged gii miinaan gechtwaa wendaagog anishinaaben waa naagdoonijin ninda
niizhwaaswi kino maadwinan:

The Creator also gave the Anishinabe seven sacred gifts to guide them; they are:

Zaagidwin, Debwewin, Mnaadendmowin, Nbwaakaawin, Dbaadendiziwin,
Gwekwaadziwin, miinwa Aakedhewin.

Love, Truth, Respect, Wisdom, Humility, Honesty and Bravery.

Debenjiged kiimiingona dedbinwe wi naagdowendiwin.

Creator gave us sovereignty to govern ourselves

Ka mnaadendanaa gaabi zhiwebag miinwaa nango megwaa ezhwebag, miinwaa geyaabi
waa ni zhiwebag.

We respect and honour the past, present and future.

PURPOSE OF THE MEMBER FIRST NATIONS

The Member First Nations of the United Chiefs and Councils of Manitoulin Police Services Commission are those First Nations that are party to the most current United Chiefs and Councils of Mnidoo Mnising Anishnaabe Police Services Agreement.

Pursuant to the Ontario *Corporations Act*, R.S.O. 1990 and By-Law No. 1 of the United Chiefs and Councils of Manitoulin Police Services Commission, the purposes of the Member First Nations are to select their own representative to represent their First Nation as a Commissioner on the Board of the United Chiefs and Councils of Manitoulin Police Services Commission

DELEGATION OF JURISDICTION AND AUTHORITY TO FIRST NATIONS INSTITUTIONS

The United Chiefs and Councils of Mnidoo Mnising Anishnaabe may delegate its jurisdiction or authority or any part thereof, in writing, to the United Chiefs and Councils of Manitoulin Police Services Commission in a manner consistent with the First Nation laws.

Where jurisdiction or authority, or part thereof, is delegated, the United Chiefs and Councils of Mnidoo Mnising Anishnaabe will ensure in writing that the United Chiefs and Councils of Manitoulin Police Services Commission to which the delegation has been made will be accountable to the United Chiefs and Councils of Mnidoo Mnising Anishnaabe for the jurisdiction or authority which has been delegated to it.

The United Chiefs and Councils of Mnidoo Mnising Anishnaabe will remain accountable to its Edbendaagzjig for the exercise of the jurisdiction or authority it delegates to any and all legal entities.

Where jurisdiction, or part thereof, is delegated by the United Chiefs and Councils of Mnidoo Mnising Anishnaabe pursuant to First Nations laws, the United Chiefs and Councils of Mnidoo Mnising Anishnaabe will ensure that the jurisdiction it delegates is not sub-delegated.

The United Chiefs and Councils of Mnidoo Mnising Anishnaabe will ensure, in writing, that the United Chiefs and Councils of Manitoulin Police Services Commission to which a delegation of jurisdiction or authority has been made, may not, sub-delegate that jurisdiction or authority without the written consent of the majority of the United Chiefs and Councils of Mnidoo Mnising Anishnaabe.

PURPOSES OF THE UNITED CHIEFS AND COUNCILS OF MANITOULIN POLICE SERVICES COMMISSION

The United Chiefs and Councils of Manitoulin Police Services will be a partner in community wellness by providing proactive, culturally sensitive and innovative service while respecting existing laws, customs, and traditions, and will provide effective and efficient policing while respecting and protecting our communities.

RESTRICTIONS ON MEMBER FIRST NATIONS AND UCCM P.S. COMMISSIONERS

While they may express and discuss their concerns, no Member First Nation or Commissioner shall issue orders or directions to direct, influence, or interfere with any constable or civilian staff of the Police Services in regards to the daily performance or execution of their duties and/or operational decisions.

Every Member First Nation and every Commissioner, in exercising their powers and discharging their responsibilities to the Commission, shall act honestly and in good faith with a view to the best interests of the UCCMM community members, while embodying the Seven Grandfather Teachings of Zaagidwin (Love), Mnaadendmowin (Respect), Aakdehewin (Bravery), Gwekwaadziwin (Honesty), Dbaadendizwin (Humility), Debwewin (Truth), and Nbwaakaawin (Wisdom);

VALUES OF THE UNITED CHIEFS AND COUNCILS OF MANITOULIN POLICE SERVICES COMMISSION

Balance – we will strive to maintain a holistic approach in achieving personal and community wellness

Compassion – we will empathize while aiding and supporting those in need

Dedication – we are driven by hard work, reliability and responsibility

Humility – we will listen, recognize and acknowledge the uniqueness of others

Integrity – we will maintain credibility and accountability through our actions whether spoken or unspoken

Respect – we will accept and appreciate individual differences and opinions

Teamwork – we will work together to achieve common goals without hesitation

SECTION 1: GENERAL

1.01 DEFINITIONS

- 1) For the purpose of this By-law, and any and all By-laws passed hereafter, the following definitions shall apply:
 - a) **“Act”** means the Ontario Corporations Act, 1990, c.C.38
 - b) **“Board”** refers collectively to all of the United Chiefs and Councils of Manitoulin Police Services Commissioners (governing body) that have been admitted to serve in accordance with these by-laws;
 - c) **“Chief of Police”** means the Chief of Police employed by the Chiefs and Councils of Manitoulin Police Services Commission in accordance with the United Chiefs and Councils of Manitoulin Anishnaabe Police Services Agreement;
 - d) **“Chief”** means the duly elected leader of a Member First Nation;
 - e) **“Commission”** is used to refer to the corporation known as the United Chiefs and Councils of Manitoulin Police Services Commission. For greater clarity, the organizational structure of the Commission and the related entities from which it is delegated its authority is attached to this by-law as Appendix “A”;
 - f) **“Commissioner”** means a member of the United Chiefs and Councils of Manitoulin Police Services Commission;
 - g) **“contracts or documents”** means deeds, transfers, assignments, contracts obligations, mortgages, charges, conveyances, transfers and assignments of property, real or personal, agreements, releases and discharges for the payment of money or other obligations, conveyances, transfers, and assignments of shares, bonds, debentures, or other securities, and any other instruments in writing;
 - h) **“Elder”** means an individual who is recognized and respected in a First Nation community as an Elder, is knowledgeable about the traditions and culture of the Anishnaabe Nation and may or may not represent an elders group. The Elder member provides valuable insight into the decision making of the Police Commission, and provides continued teachings on the Anishnaabe culture, history, and language during the Commission meetings;
 - i) **“Elder Commissioner”** means the Elder representative on the United Chiefs and Councils of Manitoulin Police Services Commission.
 - j) **“immediate family member”** includes a spouse (including a common law or same sex partner), children and step-children, adopted children, parents, grandparents, siblings, in-laws, aunts and uncles;

- k) **“Member First Nation”** means a First Nation that is a party to the most current United Chiefs and Councils of Mnidoo Mnising Anishnaabe Policing Services Agreement;
- l) **“Officer(s)”** means the Chairperson, Vice-Chairperson, the Secretary-Treasurer and any other duly appointed Officer of the United Chiefs and Councils of Manitoulin Police Services Commission;
- m) **“Police Services”** means the United Chiefs and Councils of Manitoulin Police Services, a police service composed of First Nation Constables appointed by the Commissioner of the Ontario Provincial Police under section 54 of the Police Services Act, and the Chief of Police and civilian staff employed under the terms of the United Chiefs and Councils of Manitoulin Anishnaabe Police Services Agreement
- n) **“Police Services Agreement”** means the United Chiefs and Councils of Manitoulin Anishnaabe Police Services Agreement, as amended from time to time;
- o) **“UCCMM Tribal Council”** means the Board of Directors of the United Chiefs and Councils of Mnidoo Mnising;
- p) **“Voting representative”** means the individual who holds the vote for a given Member First Nation.

1.02 INTERPRETATION

- 1) Other than as specified in Section 1.01, all terms contained in this By-law and all special resolutions of the Commission that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, words importing one gender include all genders. Whenever reference is made in any by-law or any special resolution of the Commission 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.

1.03 SEVERABILITY AND PRECEDENCE

- 1) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-laws are inconsistent with those contained in the Commission’s Articles of Incorporation or the Act, the provisions contained in the Articles of Incorporation or the Act, as the case may be, shall prevail.

SECTION 2: MEMBER FIRST NATIONS

2.01 ADMISSION AND REMOVAL OF MEMBER FIRST NATIONS

- 1) When a new First Nation wants to receive policing services by the Police Services, membership to Commission must be approved by the existing Member First Nations, and they must become a part of the Police Services Agreement.
- 2) After consultation with the UCCMM Tribal Council, and a community referendum of Member First Nations, membership in the Commission will be determined by approval from a majority of Members First Nations when a Member First Nation requests to remove itself from the Police Services Agreement, indicating it no longer wants to receive policing services from the Police Services. The request for removal from the Police Services Agreement must be made in the form of a Band Council Resolution and submitted to the Chairperson outlining the reasons for the removal request.
- 3) The Secretary-Treasurer shall maintain an up-to-date membership list that sets out the names of the Member First Nations, the date they became Member First Nations and the date they ceased, if applicable, to be Member First Nations.
- 4) The written membership list of Member First Nations (the "**Membership List**") shall remain at, and be maintained, at the head office of the Commission.

SECTION 3: BOARD OF COMMISSIONERS

3.01 COMPOSITION OF THE BOARD

- 1) The Board shall, at all times, consist of representatives of each Member First Nation, and shall also include one (1) Elder Commissioner, duly admitted to the Board in accordance with this Section 4. At no time shall the Board be comprised of less than three (3) Commissioners.

For greater clarity, nothing in this by-law will preclude a Chief from a Member First Nation from being eligible from becoming a Commissioner.

3.02 NOMINATION AND ADMISSION OF COMMISSIONERS

- 1) Every Member First Nation shall select a candidate, identified through a written Band Council Resolution which is submitted, along with a satisfactory enhanced police background check, to the Chairperson;
- 2) The Chief of Police shall inform the Chairperson of any candidate failing to meet the eligibility criteria pursuant to Section 3.05 of this By-law. If the eligibility criteria are not met, the Chairperson will write a letter to the Member First Nation indicating the eligibility criteria not met, and request the Member First Nation to submit another name;
- 3) Any candidate that meets all the eligibility criteria pursuant to Section 3.05 shall formally be admitted as a Commissioner at either an Annual or Special Meeting of the Board.

3.03 APPOINTMENT OF THE ELDER COMMISSIONER

- 1) The Elder Commissioner will be appointed to the Board pursuant to a UCCMM Tribal Council resolution.

3.04 TERM OF THE COMMISSIONERS AND THE ELDER COMMISSIONER

- 1) The term of a Commissioner for a maximum of four4 years. The term of the Elder Commissioner will be four (4) years

3.05 ELIGIBILITY AND QUALIFICATIONS OF COMMISSIONERS

- 1) Every Commissioner must at all times:
 - a) be an individual of at least eighteen (18) years of age;
 - b) be a registered member of a Member First Nations;
 - c) be knowledgeable or familiar with the community, culture, and language of the Anishnaabe Nation;

- d) commit to be bound by the Commission's Oath of Office & Confidentiality and Code of Conduct for Commission Members as per the UCCM Police Services Commission Policy & Reference Guidelines / Naak nigwnan Ge-naagdoongin, and all other policies and procedures of the Commission, attached hereto as Schedule "A";
 - e) commit to undergo an enhanced police background check, excepting Elders where there has been a declaration signed by the Chief of the Elder's respective First Nation indicating the Elder's fitness for office;
 - f) not be an employee of the Commission or the UCCMM Tribal Council;
 - g) not have a criminal conviction that, in the discretion of the Commission and the UCCMM Tribal Council, and in all of the circumstances of the conviction, is inconsistent with the proper fulfilment of the role of a Commissioner and the reputation of the Commission;
 - h) not be a judge, justice of the peace, peace officer, police officer, or a lawyer or paralegal who practices in the area of criminal law, or hold the elected political office of a federal, provincial, or municipal office.
 - i) not have been found to be incapable under relevant Canadian and Ontario legislation;
 - j) not have been found to be incapable by any court in Canada or elsewhere; and
 - k) not have the status of bankrupt, or have been discharged from for the last seven (7) years..
- 2) Persons who were employed by the Police Services are not eligible to serve as a Commissioner until one (1) full year has passed since their last day of employment.

3.06 RESPONSIBILITIES AND ROLES OF THE COMMISSIONERS

- 1) The affairs of the Commission have been delegated to the Board by the Member First Nations. The Board may take any action on behalf of the Commission, except those actions that must be undertaken at a meeting of Member First Nations according to the By-laws, Resolutions, or Statutes.
- 2) In addition to any other authority or duties, the Board shall exercise general and active supervision over:
 - a) the governance of the Police Services by providing direction, planning, and policies;
 - b) establishing and maintaining a code of conduct and a civilian oversight body to review public complaints and recommend disciplinary measures to the Commission;
 - c) the financial management of the Commission;
 - d) developing a set of standards of performance for the Chief of Police and to evaluate his or her performance on an annual basis in conjunction with the UCCMM Tribal Council;
 - e) the safe keeping and good state of repair of all physical properties of the Commission;
 - f) ensuring that the Commission complies with the requirements contained in the Police Services Tripartite Agreement, as amended from time to time;

- g) ensuring that all Commissioners meetings are, as much as is possible, conducted in a culturally appropriate manner, in accordance with the with the values and purposes of the Commission, and Teachings of the Seven Grandfathers, as described at the outset of this By-law;
- 3) Upon being duly admitted, all Commissioners shall undertake an Oath of Office & Confidentiality pursuant to Schedule "B" of this By-Law
- 4) The Board may prescribe any rules or regulations in relation to the management and operation of the affairs of the Commission, as it deems necessary and expedient, provided that such rules or regulations are not inconsistent with the By-laws of the Commission.

3.07 VACANCIES

- 1) The office of a Commissioner shall be vacated immediately if any of the following should occur:
 - a) the Commissioner is removed in good faith and according to Section 3.10;
 - b) the Commissioner dies;
 - c) the Commissioner becomes a judge, justice of the peace, peace officer, police officer, or a lawyer or paralegal who practices in the area of criminal law;
 - d) the Commissioner becomes an employee of the police services; or
 - e) the Commissioner is found to be incapable by a court or under Ontario law.

3.08 FILLING VACANCIES

Where there is a vacancy on the Board, the Commission shall contact the Band Council of the applicable Member First Nation as soon as is reasonably possible, and request that they appoint another candidate to represent their Member First Nation on the Board within three (3) months.

In the event that there is no Chief and Council yet selected for the Member First Nation for which there is a vacant Board position, the position shall remain vacant until such Chief and Council has been established.

3.09 MAINTAINING MINIMUM NUMBER OF COMMISSIONERS

If ever the Board shall consist of fewer than three Commissioners, without replacement pursuant to Section 3.08, the Chief of any Member First Nation without representation shall be deemed to be a Commissioner, subject to the limitations in the Act and By, and shall contact their respective Band Council to receive a nomination to replace them.

3.10 REMOVAL OF A COMMISSIONER

The Board may remove a Commissioner through resolution, at a Special or Annual meeting, and with the approval of the Chief in Council of the member's respective Member First Nation, for various reasons, including, but not limited to if the Commissioner:

- a) has been absent for three (3) consecutive meetings without reasonable cause or notice;
- b) breaches the confidentiality provisions in these By-laws;
- c) breaches the Code of Ethical Conduct for a Commissioner.
- d) is convicted of a criminal conviction such that he or she no longer meets the qualifications for eligibility for a Commissioner as set by the Commission;
- e) is asked to be removed by the Band Council that the Commissioner represents.

The Commissioner so removed shall receive written notice of the removal from the remainder of the Board forthwith, such notice to include the reasons for the removal.

3.11 APPELLING REMOVAL

A Commissioner removed by the Board pursuant to Section 3.10, or their respective Member First Nation, (the "Appellant") is entitled to give the Board a statement of reasons for opposing his or her removal. The remaining Commissioners will immediately notify UCCMM in writing to request an independent panel of three (3) individuals (the "Panel") be assembled to review the Commission's decision.

Any Panel member who may be reasonably apprehended to have a bias or conflict in connection with the appeal shall excuse themselves from the Panel, and UCCMM shall select a replacement Panel member.

The Appellant shall have an opportunity to provide written or oral submissions to the Panel within two (2) weeks of receiving notice under Section 3.10. After the written or oral submissions have been received by the Panel, or at latest two (2) weeks from the date of the notice under Section 3.10 have elapsed, the Panel will begin its review of the decision to remove the Commissioner and decide the appeal by majority vote. The Panel will render its decision within four (4) weeks of the date of notice under Section 3.10. A copy of the decision will be sent to the Appellant and the Appellant's Band Council.

The decision of the Panel is final and not subject to appeal.

3.12 REMUNERATION OF COMMISSIONERS

Commissioners shall serve without remuneration, with the exception of established 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.

SECTION 4: MEETINGS OF THE BOARD

4.01 CALLING OF MEETINGS

The Chair, Vice-Chair, Secretary-Treasurer, or any two Commissioners may call a meeting of the Board at any time in accordance with the Notice requirements in this By-law.

4.02 FREQUENCY OF MEETINGS

- 1) Meetings of the Board are to be quarterly scheduled as prescribed by the Board, at which the Chief of Police is to attend.
- 2) The Board may, by resolution, appoint a day or days in any month or months for regular meetings at an hour to be named.

4.03 PLACE OF MEETINGS

A meeting of the Board may be held either at the head office of the Commission or any member First Nation, or the Manitoulin Hotel & Conference Centre, the location to be confirmed by way of written notice pursuant to this Section 4.04.

4.04 NOTICE

- 1) Written notice of a Board meeting shall be delivered to each Commissioner, and to the head office of the UCCMM Tribal Council, no less than seven (7) days before the meeting is to take place if delivered by mail, and no less than two (2) days if delivered in person, or by mail, e-mail, or facsimile.
- 2) The statutory declaration of the Secretary-Treasurer and Chairperson that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 3) A Board meeting may also be held, without notice, if all Commissioners are present in person and consent to the meeting proceeding.
- 4) The first meeting of the Board is to be held immediately following the Annual Meeting.

4.05 ELECTRONIC MEETING

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, as long as all persons participating in the meeting are able to hear each other. A Commissioner participating in such a meeting by teleconference, or video conference is considered to be present at the meeting for purposes of determining quorum for the meeting, except in camera meetings.

4.06 CHAIRPERSON

The meeting of the Board shall be chaired by the Chairperson. If the Chairperson is absent from a meeting of Board, the Vice-Chairperson will assume the role of 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.

4.07 CHIEF OF POLICE

The Chief of Police, serving in an advisory role, shall attend and provide a report at all meetings of the Board, but the Chief of Police is not a Commissioner, and cannot establish quorum and holds no voting rights. The Chief of Police cannot participate in decision making of the Board.

4.08 QUORUM

A quorum at any meeting of the Board shall be five (5) Commissioners attending in person or by teleconference, or video-conference.

4.09 VOTING

- 1) Decisions of the Board shall be made by resolution passed by a majority of the Commissioners in attendance shall be sufficient to constitute a decision. In the event of a tie, the Chairperson cast the deciding vote.
- 2) All votes shall be cast by a show of hands.
- 3) No person shall act for an absent Commissioner at a meeting of the Board.
- 4) Decisions made at meetings of the Board are final.

SECTION 5: OFFICERS OF THE COMMISSION

5.01 COMPOSITION

The Officers of the Commission shall consist of a Chairperson, Vice-Chairperson, and Secretary-Treasurer, to perform such duties as the Board may determine, from time to time. The Board may delegate to the Officers of the Commission any powers of the Board that it is entitled at law to delegate, excepting the ability to vote to remove a Commissioner. Collectively, the three (3) Officers of the Commission shall constitute the Executive Committee.

5.02 APPOINTMENT OF OFFICERS

At the first meeting of the Board after the Annual Meeting of the Member First Nations, or as often as required, the Board shall by majority vote appoint a Chairperson, Vice-Chairperson and a Secretary-Treasurer, each of whom must be a Commissioner. If there is a vacancy in the office of Chairperson, Vice-Chairperson or Secretary-Treasurer, the Board may appoint another Commissioner as Chairperson, Vice-Chairperson, or Secretary-Treasurer by special resolution passed by a majority vote of the Board.

5.03 TERM OF OFFICERS

The Officers of the Commission shall be appointed for the same term as the Officer is serving as a Commissioner. A Chairperson, Vice-Chairperson or Secretary-Treasurer is eligible for reappointment so long as he or she remains a Commissioner.

5.04 REMOVAL OF OFFICERS

Any Officer of the Commission may be removed at any time by special resolution passed by a majority vote of the Board. The deciding vote will go to the Chairperson, or Vice-Chairperson as the case may be in the event of a tie.

5.05 RESPONSIBILITIES OF THE OFFICERS

(i) CHAIRPERSON

The Chairperson shall:

- a) preside at all meetings of the Board;
- b) monitor the general management and supervision of the affairs and operation of the Board;
- c) sign all By-laws with the Secretary-Treasurer or other Officer appointed by the Board;

- d) call meetings of the Executive Committee, as circumstances warrant;
- e) act as the spokesperson and representative for the Board 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 Board.

(ii) VICE-CHAIRPERSON

The Vice-Chairperson shall, in the absence or inability to act of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall have such other powers and duties as the Board may specify. The Vice-Chairperson shall have authority to sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

(iii) SECRETARY-TREASURER

Unless otherwise determined by the Board, the Secretary-Treasurer shall attend all meetings of the Board and all meetings of First Nation Members. The Secretary-Treasurer shall have charge of the minute books of the Commission and other corporate records. The Secretary/Treasurer shall have authority to sign such contracts or documents as may be required and shall have such other powers and duties as may from time to time be assigned to him or her by the Board. The Secretary-Treasurer shall have the care and custody of all the funds and securities of the Commission and shall deposit the same in the name of the Commission in such bank or banks as the Board may direct and shall keep a strict accounting and proper records thereof. The Secretary shall deliver notice of all meetings of the Board and the Member First Nations, pursuant to this By-law.

SECTION 6: CONFLICT OF INTEREST – COMMISSIONERS

- 1) No Commissioner shall attend any part of a meeting of the Board or vote on any resolution 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;
 - c) may affect his or her ability to make an independent decision; or
 - d) may reasonably be perceived to affect the objectivity of the Board.

- 2) All Commissioners shall immediately disclose to the Board any and all situations where there are or may be conflicting interests as soon as they are known, and shall remove themselves from the Board meeting accordingly. The Board may define situations which give rise to a conflict of interest, without limiting any of the foregoing, a conflict of interest for a Commissioner arises when:
 - a) there are potential or actual financial or non-financial benefits;
 - b) there are potential or actual direct or indirect benefits; or
 - c) the interests of a Commissioner's Immediate Family, or any person who normally resides in their household, may be impacted.

- 3) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Commissioner is not permitted to be present at the meeting by reason of a Conflict of Interest, the remaining Commissioners are deemed to constitute a quorum for the purposes of voting on the resolution.

- 4) If all of the Commissioners are required to make disclosure of a Conflict of Interest, the contract or transaction may be approved only by the UCCMM Tribal Council, unless the contract or transaction is in relation to the remuneration of the Board in which case the Board may make the decision.

SECTION 7: MEETINGS OF MEMBER FIRST NATIONS

7.01 ANNUAL MEETINGS

- 1) The Commission shall hold an Annual Meeting on or before the third week of May of every calendar year at which all Member First Nations are to attend.
- 2) The Annual Meeting of the Member First Nations shall be held at the head office of the Commission or elsewhere in Ontario.
- 3) At the Annual Meeting, the Board shall present to the Member First Nations a report containing details of the following for the previous year:
 - a) the affairs of the Commission,
 - b) the financial statements for the Commission,
 - c) the auditor's report, and
 - d) such other information or reports relating to the Commission's affairs as the Board may determine.
- 4) At the Annual Meeting, the Board shall present a to the Member First Nations for their approval a report containing proposals for the coming year relating to:
 - a) The affairs and strategy of the Commission,
 - b) The Commission's planned budget,
 - c) Such other information or reports relating to the Commission's affairs as the Board may determine.
- 5) Not less than twenty-one (21) days before each Annual Meeting, the Board shall give a copy of the complete audited financial statements to all Member First Nations who have informed the Board that they wish to receive a copy of the financial statements.
- 6) The by-laws of the Commission are to be reviewed at every Annual Meeting.;

7.02 SPECIAL MEETINGS

- 1) Special meetings of the Member First Nations may be convened by order of the Board at the written request of any one Member First Nations.
- 2) Special meetings of the Member First Nations shall be held at the head office of the Commission.

7.03 NOTICE

- 1) Written notice of an Annual Meeting or any other meeting of Member First Nations shall be delivered to the Chief and Band Council of each of the Member First Nations at the address recorded in the Membership List, and to the UCCMM Tribal Council at its registered head office address, not less than thirty (30) days prior to the meeting.
- 2) Contents of notice:

- a) Notice of an Annual Meeting of Member First Nations shall include the day, time, and place of the meeting, and the general nature of the business to be transacted at the meeting.
- b) The statutory declaration of the Secretary-Treasurer that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice.

7.04 ADJOURNMENTS

The Chairperson may adjourn the meeting of the Member First Nations from time to time, and propose a returnable date, only with the unanimous consent of all Member First Nations. Only business not yet dealt with at the originally scheduled meeting may be dealt with at the adjourned meeting.

7.05 SELECTION OF CHAIRPERSON FOR THE ANNUAL MEETING

The Commissioners representing the Member First Nations shall select a Chairperson from among their number.

7.06 QUORUM

A quorum for the transaction of business at any meeting of Member First Nations shall consist of all of the Member First Nations, which must be represented at the meeting by the Member First Nations' Voting Representative or his or her proxy, present in person.

7.07 VOTING

- 1) Each Member First Nation, as represented by its Chief or his or her proxy, is entitled to one (1) vote on each decision required at any meeting of Members.
- 2) Except where otherwise required by statute or under the By-laws or letters patent of the Commission, a positive vote of 50% plus one of the Member First Nations in attendance shall be sufficient to constitute a decision.
- 3) Every question shall be decided in the first instance by a show of hands by a Member First Nation.
- 4) In case of an equality of votes at any Member First Nations' meeting, the Elder Commissioner shall cast the tie-breaking vote.

SECTION 8: INDEMNITIES, BORROWING AND LANDS

8.01 INDEMNITIES TO COMMISSIONERS, OFFICERS AND OTHERS

- 1) The Commission will indemnify a current Commissioner or Officer of the Commission, a former Commissioner or Officer of the Commission or an individual who acts or acted at the Commissioners' request as a Commissioner or Officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved as a result of their carrying out their work, or their exercise of their duties and responsibilities on behalf of the Commission.
- 2) The Commission shall not indemnify an individual under Section 9.01(1) of this By-law if:
 - a) the individual did not act honestly and in good faith with a view to the best interests of the Commission or other entity, as the case may be; or
 - b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual did not have reasonable grounds for believing that his or her conduct was lawful.

8.02 BORROWING

- 1) The Board may from time to time:
 - a) Borrow money on the credit of the Commission;
 - b) Issue, reissue, sell or pledge debt obligations of the Commission;
 - c) Give a guarantee on behalf of the Commission to secure performance of an obligation of any person; and
 - d) Mortgage, pledge, or otherwise create a security interest in all or any property of the Commission, owned or subsequently acquired, to secure any obligation of the Commission.

8.03 LANDS

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

SECTION 9: BY-LAW AMENDMENTS ETC.

- 1) By-laws of the Commission may be enacted, repealed, or amended by a By-law enacted by the Board, at a Board Meeting duly called for such purpose.
- 2) Any By-law enacted, repealed, or amended by the Board must be placed before the Member First Nations at the next Annual Meeting or Special Meeting duly called for such purpose and may be confirmed thereat. Every Member First Nation shall be sent the by-law with notice of such meeting at least one (1) week in advance of such Annual or Special meeting.
- 3) The Member First Nations may at the Annual Meeting or the Special Meeting confirm, reject, amend or otherwise deal with any by-law passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.
- 4) Notwithstanding Section 9(3), above, any By-law passed at any time during a corporation's existence may, in lieu of confirmation at an Annual Meeting, be confirmed in writing by all the Member First Nations entitled to vote at such meeting.

SECTION 10: CONFIDENTIALITY

Information respecting the personnel, private and financial affairs of the Commission shall be treated as strictly confidential by the UCCM P.S. Commission, its Commissioners, Member First Nations, agents and employees.

SECTION 11: BUSINESS

11.01 HEAD OFFICE

The head office of the Commission shall be on the M'Chigeeng First Nation, at 5926 Highway 540, M'Chigeeng First Nation. or at such place as the Board may from time to time determine.

11.02 EXECUTION OF CONTRACTS

Contracts or documents requiring execution by the Board may be signed by any two (2) Commissioners. All contracts or documents so signed shall be binding upon the Commission without any further authorization or formality. The Board is authorized from time to time, by resolution, to appoint any person, on behalf of the Commission, either to sign contracts or documents generally, or to sign specific contracts or documents. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Commissioner or Officer may certify a copy of any instrument, resolution, By-law, or other document of the Commission to be a true copy thereof. No contract or document requiring UCCMM Tribal Council approval shall be executed under authority of this paragraph until such approval is first obtained in writing.

11.03 SEAL

- 1) The seal, an impression that is stamped in the margin on this page, shall be the corporate seal of the Commission.
- 2) 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 Board.
- 3) The Secretary-Treasurer or any other person appointed by the Board, by resolution recorded in writing, shall have charge of the corporate seal and ensure that it is kept in a safe place.

11.04 AUDITORS

The Chiefs, or their respective proxies, representing the Member First Nations shall at each Annual Meeting appoint an Auditor to audit the accounts of the Commission to hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the Auditor. The Board shall fix the remuneration of the Auditor from time to time.

11.05 CHEQUES, DRAFTS, NOTES, ETC.

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

11.06 FINANCIAL YEAR

The financial year-end is March 31. The Commission may, from time to time, change the financial year-end of the Commission by resolution.

11.07 BOOKS AND RECORDS

The Board shall ensure that proper books, accounts, records, and documents are maintained by the Commission in accordance with the General Accepted Accounting Principles (GAAP)

11.08 DISTRIBUTION OF REMAINING ASSETS ON VOLUNTARY DISSOLUTION

After satisfying the interests of its creditors in all its debts, obligations and liabilities, if any, in the event of a voluntary dissolution of the Commission, the Board must distribute the remaining property in accordance with its articles to another public benefit corporation with similar purposes to its own, to a government or government agency, or Member First Nation, as permitted by law.

11.09 NOTICES

Any notice required to be delivered under this By-law shall be delivered to the following addresses, as applicable:

United Chiefs and Councils of Mnidoo Mnising

P.O. Box 275
1110 Highway 551
M'Chigeeng, ON P0P 1G0

Aundeck Omni Kaning

13 Hill Street
R.R. #1, Box 21
Little Current, ON P0P 1K0

M'Chigeeng First Nation

53 Highway 551
P.O. Box 333
M'Chigeeng, Ontario P0P 1G0

Sheguiandah

142 Ogemah Miikan
P.O. Box 101
Sheguiandah, ON P0P 1W0

Sheshegwaning

P.O. Box 1
1079A Sheshegwaning Rd
Sheshegwaning, ON P0P 1Y0

Whitefish River
P.O. Box A
17 A Rainbow Ridge Road
Birch Island, ON P0P 1A0

Zhiibaahaasing
P.O. Box 1
36 Sagon Rd
Silver Water, ON P0P 1Y0

(i) SIGNATURES TO NOTICES


The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

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APPROVED BY RESOLUTION OF THE COMMISSION on this 28 day of May, 2019.

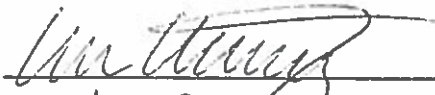
WITNESS the corporate seal of the COMMISSION.



Chairperson of the Commission



Secretary-Treasurer of the Commission


RATIFIED BY THE CHIEFS REPRESENTING THE MEMBER FIRST NATIONS on this 24 day of MAY, 2019.



Chief


Chief LINDA DEBASSIGE
MICHIGEENG FIRST NATION

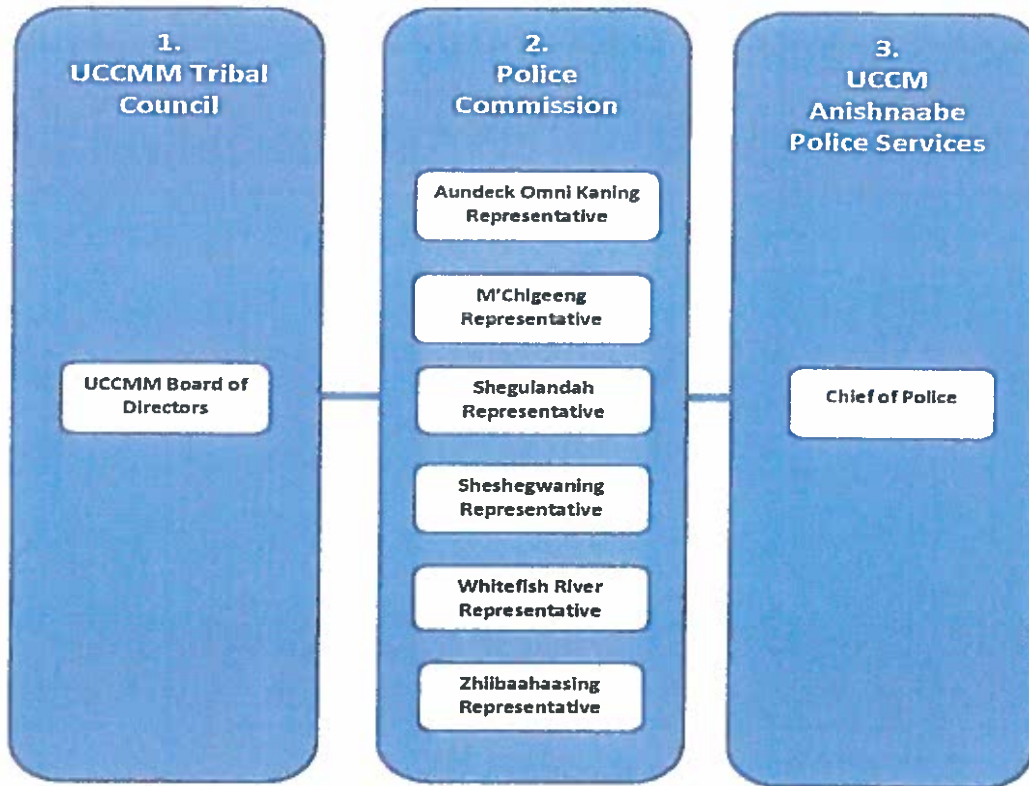

Chief Jerome Kells Zhiibaagwaasing F.N.


Chief Andrew Aquonie


Chief Dean Roy - Sheshegwaning


Chief FRANKLIN PAIBOMSAI
WHITEFISH RIVER FIRST NATION

Appendix "A"
Organizational Chart



Schedule "A"

Policy & Reference Guidelines / Naak nigwnan Ge-naagdoongin

Schedule "B"

Oath of Office & Confidentiality

Newly appointed Commission members and alternates will undertake an oath of office and confidentiality at their first meeting of the Commission. Oaths of office and confidentiality will be conducted by a chosen member of the Commission and conducted in a manner that is culturally relevant to the members of the Commission.

Information respecting the private and confidential affairs of the Commission shall be treated as strictly confidential by Commissioners.

An oath of confidentiality shall be undertaken by all Commissioners and Alternate Commission members on an annual basis to reaffirm their commitment to culturally appropriate governance systems, and to reaffirm their commitment to confidentiality provisions.

