



Treaty Three Police Services Inc. By-Law No. 1

1.0 INTRODUCTION

Definitions

1.1 In this By-Law,

- a) “Director” means an individual occupying the position of Director, and “Directors” means the Board of Directors of Treaty Three Police Services Inc. for the time being;
- b) “Member” means a Member First Nation of the Corporation;
- c) “Members” means the collective membership of the corporation;
- d) “Officers” means the members of the Executive of the Corporation, namely, the President, Vice-President, and Secretary-Treasurer;
- e) “The *Act*” means the *Not-for-Profit Corporations Act, 2010*, SO2010, c 15 and, where the context requires, includes the regulations made under it, all as amended or re-enacted from time to time;
- f) “registered address” of a Member means the address of the Band Office of a Member First Nation, or for an individual Member (if any), his or her address as recorded in the register of Members;
- g) “Police Council” means a Council comprised of the Chiefs (or alternate designated by a Chief) of the Member First Nations.

Interpretation

- 1.2 The headings used throughout this By-Law shall not affect the construction thereof. Other than as specified in Section 1.1, all terms contained in this By-Law not defined in s.1.1 and 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; and words importing one gender include all genders.

Severability and Precedence

- 1.3 The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of the By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

Seal

- 1.4 The seal of the Corporation, if any shall be in the form determined by the Board.

Execution of Contracts

- 1.5 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers, or by a combination of an officer and a director or other individual who is specifically authorized by the Board. In addition, the Board may from time to time direct the manner in which the person(s) by whom a particular document or type of document shall be executed. Any officer, (or Director if specifically authorized by the Board) may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

2.0 GENERAL CLAUSES

- 2.1 The Head Office of Treaty Three Police Services Inc. (the "Police Service" or "Police Services") shall be located at 22 Homestake Road, Kenora, Ontario, P9N 3X7, or at such place as the Members by special resolution may from time to time determine.
- 2.2 The registered office of the Police Service shall be located at 22 Homestake Road, Kenora, Ontario, P9N 3X7.
- 2.3 The Police Service shall not in fact, or appearance, associate itself with or participate in the internal political activities of any Member First Nation.
- 2.4 The purpose and "Mission Statement" of the Police Service shall be as set out in the Articles of Incorporation as follows:
- a) Provide effective, efficient and culturally sensitive police services to the Member First Nations through the further development and expansion of the Treaty Three Police Service;

- b) To set out the roles, responsibilities and relationships among the Member First Nations for the provision and maintenance of policing arrangements;
- c) To provide police services as may be necessary or appropriate to promote harmonious, healthy communities by keeping the peace and protecting persons and property through crime prevention, community education and law enforcement.

3.0 TREATY THREE POLICE COUNCIL

- 3.1 The Treaty Three Police Council (the “Council”) is hereby established and shall be comprised of the Chief or the Chief’s designate of each Member First Nation.
- 3.2 The Council shall meet not less than annually. The meetings of the Council may be facilitated by a non-voting Facilitator as selected and when required by the Board pursuant to Article 4.5 of this By-Law.
- 3.3 The Council shall meet no less than annually with the Board, which meeting may be held immediately before or after a regular or special Board meeting.
- 3.4 It shall be the responsibility of the Council to:
 - a) Assist with the identification of policing goals, aspirations and needs of the Member First Nations;
 - b) Facilitate a review of the Police Services Annual Report;
 - c) Ensure that the Directors are fulfilling their functions under these By-Laws and any agreements with Canada and Ontario.
- 3.5 Neither the Police Council nor any council member shall interfere in individual cases in the investigation or prosecutorial process, or direct the Police Service with respect to specific operational decisions.

4.0 MEMBERSHIP

- 4.1 The Member First Nations (herein referred to as “Members” or “Member First Nations”) of the Corporation are:
 - 1. Naongashiing First Nation (Big Island)
 - 2. Mishkosiminiziibiing First Nation (Big Grassy)
 - 3. Couchiching First Nation
 - 4. Migisi Sahgaigan First Nation (Eagle Lake)
 - 5. Asubpeeschoseewagong First Nation (Grassy Narrows)
 - 6. Iskatewizaagegan #39 Independent Nation

7. Lac La Croix First Nation
8. Mitaanjigamiing First Nation
9. Naicatchewenin First Nation (Northwest Bay)
10. Naotkamegwanning First Nation (Whitefish Bay)
11. Nigigoonsiminikaaning First Nation (Red Gut)
12. Northwest Angle #33 First Nation
13. Animakee Wa Zhing #37 First Nation
14. Obashkaandagaang First Nation (Washagamis Bay)
15. Niisaachewan First Nation (Dalles)
16. Onigaming First Nation (Sabaskong)
17. Rainy River First Nations
18. Seine River First Nation
19. Shoal Lake #40 First Nation
20. Wabauskang First Nation
21. Wabaseemoong Independent Nations (Whitedog)
22. Waabigoniw Saaga'iganiw First Nation (Wabigoon Lake)
23. Wauzhusk Onigum First Nation (Rat Portage)

4.2 Other First Nations who ratify this Constitution and who have been approved for membership by consensus of the existing Member First Nations, and who have complied with any conditions which may be prescribed by the Board, shall become Member First Nations.

4.3 Any Member First Nation may withdraw from membership by majority resolution of the Council of the withdrawing First Nation. Such withdrawal shall be effective one (1) year after giving notice of the passage of the resolution of the First Nations Council.

4.4 The non-voting facilitator, if required, may act as a facilitator of the Members' meetings, in accordance with the terms contained within these By-Laws.

4.5 The Directors if required may direct the non-voting facilitator to co-ordinate and facilitate all Police Council meetings, in addition to Member and Board meetings.

4.6 Member First Nations shall each elect or appoint one (1) individual from their Nation to be their representative at meetings of the Members of the Corporation.

The Member First Nation may from time to time authorize another individual to represent the Member at any meeting of the Members, and the authorized individual may exercise all of the powers of the Member on its behalf.

4.7 Subject to paragraphs 7.11 and 7.12, each authorized individual representing Member First Nations at meetings of the Members shall be entitled to one (1) vote and no more at all meetings.

4.8 A quorum for the transaction of business at any meeting of representatives of the Members shall consist of 50% plus 1 (currently 12 of 23) of representatives.

5.0 MEETINGS OF MEMBERS

- 5.1 General meetings of Treaty Three Police Services shall be held at such time and place as the Directors decide. Member First Nations shall be represented at such meetings by the authorized individual representative of the Member.
- 5.2 Notice of a general meeting shall specify the place, the date and the hour of meeting and, in case of special business, the general nature of that business in sufficient detail to permit the representative of Member First Nation to form a reasoned judgement thereon, and the text of any special resolution to be submitted to the meeting. Such notice may be given electronically.
- 5.3 Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 5.4 The accidental omission to give notice of a meeting or the non-receipt of a notice by any individual representative of the Member First Nation entitled to receive notice does not invalidate proceedings at that meeting.
- 5.5 A general meeting of Treaty Three Police Services may be held without notice at any time and place permitted by the *Act* but those representatives of the Member First Nation entitled to vote at such meeting must waive, or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 5.6 For every meeting of the Members, Treaty Three Police Service shall prepare a list of Member First Nations and their respective representatives entitled to receive notice of the meeting.

6.0 ANNUAL GENERAL MEETING OF THE MEMBERS

- 6.1 Treaty Three Police Services shall hold an Annual Meeting each year at such time and place as the Directors may decide. Member First Nations shall be represented as set out in Article 4.6.
- 6.2 An Annual Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- 6.3 The business transacted at the Annual General Meeting of the members shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual and subsequent special meetings;
- c) Consideration of the financial statements;
- d) Report of the auditor or person who has been appointed to conduct a review engagement;
- e) Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) Election of Directors; and
- g) Such other or special business as may be set out in the notice of meeting.

6.4 At the Annual Meeting of the members, the Members may also consider the following:

- a) A report of the activities of Treaty Three Police Services for the previous year, and the audited financial statement shall be presented;
- b) New By-Laws and/or amendments to or revocation of existing By-Laws by the Board of Directors in the previous year shall be presented to the Member First Nations for confirmation;
- c) The Board of Directors may present such other information or material relating to the affairs of Treaty Three Police Services as, in the opinion of the Board of Directors, is of interest or important to the Members;
- d) Members' agenda items of which the Secretary has received notice in accordance with paragraph 6.5 of these By-Laws shall be discussed;
- e) Other business relating to the affairs of Treaty Three Police Services which a majority of the Member Representatives present at the meeting consent (by way of resolution) to discuss shall be discussed;
- f) Vacancies and expired terms of the Board of Directors shall be filled in accordance with Article 8.2;
- g) Upon the election and confirmation of Directors, in accordance with Article 11.1, Directors shall select a President, Vice-President and Secretary/Treasurer.

The annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days

before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or Articles.

- 6.5 Notice of the Annual Meeting shall be given in accordance with the provisions of Article 5.3 hereof, and the provisions of Articles 5.4 and 5.5 shall apply as if herein set out and restated.
- 6.6 Members may request items related to the Police Service to be included on the agenda for the meeting provided that such request is in writing, and is given to the Secretary at least five (5) days prior to the meeting.
- 6.7 No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the *Act*, so that such item of new business can be included in the notice of Annual Meeting.

7.0 PROCEEDINGS AT MEETINGS OF THE MEMBERS

- 7.1 Special business is all business that is transacted at an Annual Meeting, except:
 - a) The adoption of rules of order;
 - b) The consideration and approval of the financial statements;
 - c) The report to the Members from the Board of Directors;
 - d) The report of the auditor, if any;
 - e) The appointment of the auditor, if required; and
 - f) Such other business as, under these By-Laws, ought to be transacted at an Annual Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 7.2 No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting of the Members at a time when a quorum is not present.
- 7.3 If at any time during a general meeting of the Members there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 7.4 A quorum is 50% plus 1 (12 of 23) of the Member Representatives eligible to vote.

- 7.5 The non-voting Facilitator, or in his or her absence, the President or Vice-President of the Board of Directors, shall preside as Chair of a general meeting of the Members.
- 7.6 A general meeting of the Members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 7.7 Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting of the Members.
- 7.8 Where a general meeting of the Members is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 7.9 Resolutions may be proposed at a general meeting of the Members by any Member, except the President and all shall be seconded by one other Member, except the President.
- 7.10 The Members shall attempt to reach agreement on all questions by consensus. A declaration by the President that a resolution has been carried by consensus shall be conclusive evidence of that fact. If no consensus can be reached on a question, a vote shall be held in accordance with paragraph 7.11.
- 7.11 Where the President has declared that a consensus cannot be reached, a decision shall be decided by a majority of votes. Where the Chair is the non-voting Facilitator, a tie vote means that the motion or resolution is lost. If the meeting is being chaired by the President of the Board, the President shall not vote except in the case of a tie, whereupon the Chair of the meeting shall cast the deciding vote. All votes at any such meeting shall be taken by show of hands except where fifty percent (50%) or more of the present Member Representative request a secret ballot.
- 7.12 Any resolution consented to in writing by all of the Members who would have been entitled to vote on the resolution at a general meeting of the Members shall be as valid and effectual as if it had been passed at a meeting of the Members duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.
- 7.13 At any general meeting of the Members, where a declaration of the President that a consensus has been reached or that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, an entry to that effect in the book of proceedings of Treaty Three Police Services shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

- 7.14 All meetings of the Members shall be open to the individual members of public who are also members of the First Nations set out in Article 4.1 above, and to such other person or classes of persons as the Directors from time to time by resolution may determine, unless the Directors require that any meeting or part thereof shall be held *in camera*. Personnel matters, labour relations, legal matters, and sensitive property acquisitions or sales are presumed to be *in camera*.
- 7.15 No one other than an authorized Member Representative shall vote on any questions proposed for consideration at any meeting.

8.0 DIRECTORS AND OFFICERS

- 8.1 The Board shall consist of one Director from each Member First Nation. Should a Member First Nation's fail to submit a candidate for Director and should its spot on the Board be vacant as a result, the other Directors may exercise all the powers of the Directors if the number of Directors constitutes a quorum.
- 8.2 Each Director shall:
- a) Be an individual;
 - b) Be at least eighteen (18) years of age;
 - c) Be a member of a Member First Nation and have been elected or appointed, by that First Nation to be a candidate for Director, with each Member First Nation electing or appointing only one (1) candidate;
 - d) Not be an undischarged bankrupt, nor a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - e) Not be a person who has been found to be incapable by any court in Canada or elsewhere;
 - f) Not be a person who has been convicted of an indictable criminal offence (for which he or she has not received a pardon), or of a felony in the United States, unless the Police Council, having full knowledge of the conviction(s), approves the person as a Director notwithstanding the convictions;
 - g) Not be concurrently employed as a police officer or First Nation Constable;
 - h) Not be an employee of the Police Service.
 - i) Former staff employed by the Service are not eligible for appointment to the Service's board of directors for a period of ten (10) years after they have left the employ of the Service. This ensures that there is no conflict of interest or perceived

conflict of interest in the decisions made by the Board which will have a direct and substantial impact on the Service.

- 8.3 All board members applicants and appointees must pass a background check to become an appointed board member. If an applicant to be a member of the Board is under criminal investigation or a child and family services investigation, such investigation must be disclosed to the Board and the application will be put on hold until the completion of the investigation.
- 8.4. No person shall be appointed as a board member if there is a material conflict of interest between their role as board member and their role in any other capacity, this includes, but is not limited to, that all appointments to the Board be subject to the qualification that any such appointment can only be valid if the proposed member has no interest or appearance of interest in an ongoing substantive or legal matter involving the Service.
- 8.5 An appointee shall, within ninety days after becoming aware that a material conflict of interest exists, eliminate such conflict of interest or resign from the Board immediately.
- 8.6 A conflict of interest occurs when an individual, in the exercise of an official power, duty or function, provides an opportunity to further an individual's private interests or those of the individual's relatives or friends or to improperly further another person's private interests.
- 8.7 A person who is elected or appointed to be a Director must consent to hold office within ten days following election or appointment. If consent is provided after ten days, it must be in writing.
- 8.8 Each Director serving on the Board of Directors shall be entitled to cast one (1) vote in the determination of any issue requiring a vote, with the exception of the Chair as set out in paragraph 10.6 hereof.
- 8.9 While each Director brings to the Board the knowledge and interest of his/her First Nation, each has a responsibility to act in the best interests of the Corporation as a whole.
- 8.10 The term of office of the Directors shall be from the date of the meeting at which they are elected by the representatives of the Members, until the next Annual General Meeting. If Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected.
- 8.11 The Directors may be re-elected or re-appointed.
- 8.12 Each Director serving on the Board of Directors shall be entitled to cast one (1) vote in the determination of any issue requiring a vote, with the exception of the Chair as set out in paragraph 10.6 hereof.

- 8.13 The Board of Directors shall be responsible for general oversight and monitoring of the Treaty Three Police Service, including the Board duties set out in the *Treaty Three Police Service Agreement* between Grand Council Treaty #3, Canada and Ontario. Responsibilities of the Board shall include:
- a) Setting and implementing general policies subject to operational policies established and implemented by the Chief of Police, for effective and efficient administration and management of the Police Service, and for the effective and efficient delivery of police services in accordance with the Police Services' mission statement;
 - b) Approving the objectives, priorities and budget of the Police Service;
 - c) Selecting and appointing the Chief of Police, who is responsible to the Board of Directors for the day-to-day management and operation of the Police Service;
 - d) Maintaining standards of performance for, and evaluation of the performance of, the Chief of Police, or the Acting Chief of Police as the case may be;
 - e) Being accountable to the Member First Nations, and reporting annually to them on the general operations of the Police Service; and
 - f) Providing mechanisms for review of complaints against the Police Service.
- 8.14 A Director may be expelled by an ordinary resolution of the Members passed at a special meeting.
- 8.15 The notice of a special meeting for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 8.16 The Director who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the special meeting before the resolution is put to a vote.
- 8.17 Where a Director is expelled as above, the expulsion and the date thereof shall be noted in the appropriate records of Treaty Three Police Services.

Vacancies

- 8.18 Where a Director's position becomes vacant for any reason, the Member First Nation whose Board seat is vacant shall elect/appoint a new candidate for Director to fill the position by the next meeting. The vacancy on the Board shall then be filled as follows:

- a) At the next Board meeting, a quorum of Directors may appoint the candidate elected/appointed by the Member First Nation, who shall then hold office until the next Annual General Meeting;
- b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any representative of a Member;
- c) At a special meeting called for this purpose, the representative of the Members may fill the vacancy by consensus or a majority vote for the candidate appointed/elected by his/her Member First Nation, and any Director so selected to fill the vacancy shall hold office until the next Annual General Meeting.

Without limiting the generality of the foregoing, the Board of Directors must fulfill the following functions and responsibilities:

8.19.1 The Conduct of Board Business:

- a) Subject to Article 11 below, appoint a President, Vice-President, Secretary/Treasurer, and as required a non-voting Facilitator;
- b) Govern and direct the Police Service according to the Corporation's Articles of Incorporation (Letters Patent), and By-Laws;
- c) Approve the objectives, priorities and budget for the Police Service;
- d) Set policies and procedures for the effective management of the Police Service;
- e) Ensure the number of qualified Directors serving on the Board is adequate to conduct the business of the Board;
- f) Conduct regular Board Meetings;
- g) Establish standing and *ad hoc* committees as required;
- h) Maintain records of all proceedings;
- i) Publish an Annual Report.

8.19.2 Programs and Services:

- a) Develop programs and services within the authority granted by legislation and/or regulation;
- b) Establish priorities for programs and services;

- c) Develop long and short-range goals and objectives, and approve programs to achieve them;
- d) Establish monitoring systems to ensure that expectations for program and service delivery are maintained;
- e) Report on the status and progress of programs and services consistent with funding and community expectation;
- f) Establish specific plans for follow-up and action as required.

8.19.3 Community (Public) Relations

- a) Keep current with community needs and trends so they may be reflected in the Police Services' policies and programs;
- b) Explain the role and function of the Police Service to the Member First Nation communities;
- c) Maintain an effective working relationship with other community agencies, organizations and other police services;
- d) Evaluate the effectiveness of policies and programs, in responding to the needs of the Member First Nations communities;
- e) Provide the mechanism(s) necessary for impartial and independent review of public complaints.

8.19.4 Financial

- a) Plan for and pursues sufficient funds to operate the Police Service effectively;
- b) Approve and monitor the Police Services' operating budget and other financial and material resources;
- c) Make reports readily available to Member First Nations to promote the efficient management of financial resources;
- d) Develop and approves contracts with respect to salaries, wages, and benefits for staff;
- e) Assure the maintenance of accurate financial records;
- f) Produce annual audits and financial reports;

- g) Ensure that the Police Service is adequately insured for all possible and/or likely eventualities.

8.19.5 **Human Resources**

- a) Establish sound human resources policies, practices and procedures that are readily available to all staff;
- b) Select and appoints the Chief of Police, who is responsible to the Board of Directors for the day-to-day management and operation of the Police Service;
- c) Maintain an effective working relationship with police service staff.

8.20 Directors are bound **by all applicable policies** of the Police Service and the Police Service Board, including the Board Harassment Policy, and Code of Conduct. As Directors are not employees of the Police Service, policies limited in scope to employees do not apply to Directors.

8.21 The Board of Directors may exercise all such powers and do all such acts and things as Treaty Three Police Services may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done at a general meeting, but subject, nevertheless, to the provisions of:

- a) All laws affecting Treaty Three Police Services;
- b) This By-Law; and
- c) Rules, not being inconsistent with this By-Law, which are made from time to time by Treaty Three Police Services in a Board meeting.

8.22 No rule made in a Board meeting invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

8.23 The Directors shall have the right to delegate to the Executive Committee, powers of the Board, subject to restrictions imposed by the Directors.

Retirement or Removal

8.24 If a Director retires, that Director shall retain office until a replacement candidate is appointed or elected by the Directors' Member First Nation and subsequently elected/appointed by the Board or representatives of the Members, in accordance with provisions on filling vacancies. If a Director has been removed from office by the

Members at a meeting called for that purpose, the Director so removed shall vacate office forthwith upon the passing of the resolution for removal.

- 8.25 A Director may retire from office upon giving ten (10) days' notice in writing to Treaty Three Police Services of his or her intention to do so, and such resignation shall take effect on the date specified in the notice, provided the date is not less than ten (10) days later than the notice date.

Discipline or Termination of Member First Nation

- 8.26 Upon 15 days' written notice to a Member First Nation, the Board may pass a resolution authorizing disciplinary action or the termination of a membership for violating any provision of the articles or By-Laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member First Nation before making a final decision regarding disciplinary action or termination of membership.

9.0 CODE OF ETHICS AND CONDUCT

- 9.1 The Board is committed to the highest standards and will demonstrate leadership throughout the Police Service. The Board is therefore required to:
- a) Provide a high standard of personal example and leadership;
 - b) Perform in a professional manner at all times;
 - c) Maintain a suitable organizational structure that is satisfactory to the communities represented;
 - d) Ensure confidentiality is maintained at all times with respect to the police services, clients, communities and staff;
 - e) Demonstrate respect and dignity for all staff;
 - f) Keep other Directors informed with respect to the business of the Police Service and encourage interest, discussion and support on the part of the Directors by presenting periodic reports to the Board;
 - g) Keep informed about the activities of the Police Service, the Member First Nation communities served, and the specific area represented;
 - h) Attend all Board meetings and contribute to the timely start of meetings by being punctual;

- i) Maintain adherence to the policies of the Board of Directors in all aspects including the policy on Board expenses and the Board Harassment Policy;
- j) Enhance and maintain the integrity of organizational reporting and communications relationships and structures;
- k) Avoid conflicts of interest, including the appearance thereof, and disclose potential conflicts so they may be properly addressed;
- l) Ensure that the Board or any Director never interferes the investigation or prosecutorial process of individual cases or attempts to direct the Police Service with respect to specific operational decisions.

10.0 MEETINGS OF DIRECTORS

- 10.1 Quorum for a meeting of the Directors is fifty (50%) percent plus one (twelve of twenty-three) of the Directors comprising the Board. A vacancy on the board does not change the number of Directors for purposes of determining quorum.
- 10.2 The Directors shall hold at least four (4) meetings in each fiscal year. Meetings of the Directors may be called at any time by the President or any two Directors and may be held at any place. The Directors may by resolution determine to hold regular meetings of the Directors and may fix the date of such meetings; and so long as such resolution is in effect, the Secretary shall convene such meetings.
- 10.3 Notice of time and place of every such meeting shall be delivered by regular mail, facsimile, email, or in person to each Director not less than fourteen (14) days before the day upon which the meeting is scheduled. The declaration of the Secretary-Treasurer or President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 10.4 A Directors' meeting may be held without notice immediately following any Annual Meeting, or general meeting of the Members of the Corporation. Notice of any meeting or any irregularity in any meeting or in any notice thereof may be waived by any Director.
- 10.5 The Directors shall attempt to reach agreement on all questions by consensus. A declaration by the Chair that a motion or resolution has been carried by consensus shall be conclusive evidence of that fact. If no consensus can be reached on a question, a vote shall be held in accordance with paragraph 10.6.
- 10.6 Where the President has declared that a consensus cannot be reached, a decision shall be decided by a majority of votes. Where the President is acting as Chair, the

President shall not vote except in the case of a tie, whereupon the President may cast the deciding vote. When the meeting is chaired by the non-voting Facilitator, in the case of a tie, the motion or resolution is defeated. Voting is by a show of hands except where fifty percent (50%) or more of the present Directors request a secret ballot.

- 10.7 All meetings of the Board shall be open to members of the public and to members of the First Nations set out in Article 4.1 above, and to such other persons or classes of persons as the Board from time to time by resolution may determine. The Board may by resolution require that any Board meeting or part thereof be held *in camera*. Personnel matters, labour relations, legal matters, and sensitive property acquisitions or sales are presumed to be *in camera*. No one other than a Director shall vote on any questions proposed for consideration at any Board meeting. Material provided for *in camera* sessions will be returned and provided at the next board meeting as part of the board members meeting package.
- 10.8 The minutes of each Board meeting shall be submitted to the Board for its approval at the next Board meeting. Except for *in camera* minutes, once approved, copies shall be made available to each Member First Nation. Copies of the approved minutes, except for *in camera* minutes, shall be available at the head office of the Corporation for inspection by the individual members of the Member First Nations during regular business hours.
- 10.9 Neither the Board, nor any Director, shall interfere in individual cases in the investigation or prosecutorial process, or direct the Police Service with respect to specific operational decisions.
- 10.10 The Board shall annually report to the Chiefs of Treaty #3 on the operations of the Police Services and shall annually present an audit of the operations of the Police Service to the Police Council.

11.0 OFFICERS

- 11.1 The Directors shall select from amongst their number three officers, a President, a Vice-President and a Secretary-Treasurer. Subject to any contrary provisions in the By-Law, one person may not fill the position of more than one Officer. The Directors may appoint such other officers and agents as they deem necessary to have such authority to perform such duties as may be prescribed by the Board.
- 11.2 The Directors shall further, once a year or as required, select an independent Facilitator to facilitate meetings and discussions, as a non-voting Chair.
- 11.3 An Officer may be removed from office by a two-thirds vote of the Board at a meeting convened for that purpose.

11.4 The President of the Corporation shall:

- a) Serve as an *ex-officio* Member of all committees of the Corporation when constituted by the Board of Directors;
- b) Sign such contracts, documents or instruments in writing as require his or her signature;
- c) Submit such reports as the Board may require from time to time;
- d) Call all meetings whether Annual, General, Special or Directors (i.e. Board);
- e) Discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors;

11.5 The Vice-President shall:

- a) Act in the capacity of President of the Corporation, with all the powers and authority of that office when the President is unable to perform his or her duties; and
- b) Discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

11.6 The Secretary-Treasurer shall act as the Secretary of the Corporation and shall:

- a) Ensure the minutes are recorded for all meetings of the Corporation and all meetings of the Board of Directors;
- b) Ensure the safekeeping and confidentiality of all other records and proceedings pertaining to the meetings of the Corporation and all meetings of the Board of Directors;
- c) Ensure the safekeeping of all the documents of the Corporation;
- d) Ensure the corporate seal of the Corporation is kept at the registered office and cause the said seal to be affixed to all necessary documents when authorized to do so by the Board of Directors;
- e) Ensure that all monies are paid to the Corporation and deposited in accounts in such bank or banks as the Board of Directors shall determine;
- f) Ensure the maintenance of all books of account of the Corporation and make the same available to the auditor in time for preparation of the annual audit, or at the request of the Board of Directors or auditor;

- g) Ensure the preparation of financial reports for each fiscal year prior to each annual meeting for presentation to the Member First Nations, together with the audited statement;
 - h) Ensure the preparation of and submit a comprehensive statement to each regular meeting of the Board of Directors covering all financial transactions of the Corporation since the preceding meeting; and
 - i) Discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.
- 11.7 Subject to s.11.5 in case of the absence or inability to act of any Officer, the Directors may delegate all or any of the powers of that Officer to any other Officer or Director.
- 11.8 If any of the offices become vacant by reason of death, resignation, disqualification or otherwise, the Directors may select from amongst their number someone to fill such vacancy.

12.0 EXECUTIVE COMMITTEE

- 12.1 The President, Vice-President and the Secretary-Treasurer shall be the Executive Committee of the Board. Each Member of the Executive Committee shall serve only so long as he or she is a Director.
- 12.2 The Executive Committee shall possess and may exercise, subject to any restrictions imposed by the Directors, all the powers of the Board except such acts as must in law be performed by the Directors themselves such as filling vacancies of Directors, and adopting, amending, or repealing By-Laws.
- 12.3 The Executive Committee shall report to the Directors at each meeting of the Board as to its activities on behalf of the Board. Decisions made and business conducted by the Executive Committee shall be subject to the subsequent approval by the Board at such meeting.
- 12.4 A majority of the Executive Committee present in person constitutes a quorum for the transaction of business at a meeting of the Executive Committee. In the event that the Executive Committee consists of only two (2) members, those two (2) may conduct the business of the Executive Committee until the vacancy has been filled, or unless there appears to be a conflict of interest relative to the issue tabled, whereupon the issue will have to be deferred until 12.5 is satisfied.
- 12.5 The Board shall, at the following meeting, after a vacancy on the Executive Committee is created, fill the vacancy by selection from among the Directors.
- 12.6 Meetings of the Executive Committee may be held at the head office or at any

other place. The Executive Committee shall keep minutes of its meetings and record all actions taken. The minutes shall be submitted as soon as possible to the Board. The Executive Committee may invite such officers, Directors, and employees of the Corporation as it sees fit to attend its meetings and to take part in the discussions.

13.0 COMMITTEES

13.1 The Board may from time to time constitute such Committees as it deems necessary and prescribe their duties.

13.2 The Board shall establish:

- a) A Public Complaints Process to enable members of the public to initiate a complaint of inappropriate conduct or behaviour by a Member of the Treaty Three Police Service;
- b) Mechanisms for grievance and redress on matters related to discipline and dismissal, which may include a Discipline Committee whose members may amongst other responsibilities and powers that may be assigned, adjudicate Public Complaints about the conduct of a Treaty Three Police Service officer and determine the punishment for an officer who has breached the Treaty Three Police Service Code of Conduct.

13.3 At least one (1) Member of the Discipline Committee shall be an Elder.

13.4 Persons who are not Directors may be appointed to Committees created by the Board provided that all such Committees must be chaired by a Director.

13.5 Recommendations made by a Committee are not binding on the Corporation. The Board must approve/adopt a recommendation for it to be binding on the Corporation.

13.6 A quorum of Directors may fill a vacancy on any Committee created by the Board.

14.0 LOCAL POLICING COMMITTEES

14.1 Each Member First Nation shall establish a Local Policing Committee, which shall consist of not fewer than three (3) members of that First Nation.

14.2 The Board may adopt policies to have the Police Service facilitate and assist in the organization of Local Policing Committee meetings in each Member First Nation. The policies may include a Local Policing Committee process to provide guidance to the Committee.

14.3 The Local Policing Committee shall:

- a) Advise and inform the Directors and the Chief of that First Nation as to policing issues as they relate to that First Nation;
- b) Assist the Directors and the Chief of that First Nation in developing policy proposals to be presented to the Board; and
- c) Assist the Directors and the Chief of that First Nation in identifying and developing educational programs to support the work of the Treaty Three Police Services Inc.

14.4 The Local Policing Committee shall hold no fewer than three (3) and no more than four (4) meetings per year.

14.5 Local Policing Committee Members may be paid remuneration and reimbursement for expenses incurred in connection with the performance of their duties. All payments for such remuneration and expenses shall be made in accordance with the written policies of the Board.

14.6 Local Policing Committee Chairs will attend the Corporation's Annual General Meeting in accordance with Article 6.4. At the meeting, they may provide a report/overview of the Local Policing Committees' previous year's activities.

15.0 MEETING PARTICIPATION

15.1 If all the participating Directors consent, a Director may participate in a Board meeting by telephone, electronic, or other means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating by such means is deemed to be present at the meeting.

16.0 CONFLICT OF INTEREST

16.1 Every Director is in a fiduciary relationship with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in his or her dealings with it, or on its behalf. No Director shall place himself or herself in a position where there is conflict between the duties as Director and his or her other interests. Every Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest shall declare his or her interest fully at a meeting of the Directors in the manner required by the **Act** and the Treaty Three Police Services *Conflict of Interest Guidelines*, and shall refrain from discussion and voting in respect of the matter on which he or she has declared a conflict. Every disclosure of conflict of interest shall be recorded in the minutes of the meeting.

17.0 REMUNERATION OF DIRECTORS

- 17.1 Directors may be paid remuneration and reimbursed for reasonable expenses they incur in the performance of their duties as Directors.
- 17.2 Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
- i. Considered reasonable by the Board;
 - ii. Approved by the Board for payment by resolution passed before such payment is made; and
 - iii. In compliance with the conflict of interest provisions of the *Act*.

18.0 GENERAL PROTECTION FOR DIRECTORS AND OFFICERS

- 18.1 Provided he or she has complied with (a) the Act, including exercising his or her powers and discharging his or her duties in accordance with the Act, and (b) the Corporation's Articles and By-Laws, no Director, Officer or Committee member of the Corporation is to be liable for:
- i. the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Corporation;
 - ii. joining in any receipt or for any loss, damage or expense happening to the Corporation through:
 - a) the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation, or
 - b) the insufficiency or deficiency of any security in or upon which any of the money or damages arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited: or
 - c) any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust.

19.0 INDEMNITY FOR DIRECTORS AND OFFICERS

- 19.1 Every Director and Officer of the Corporation or other individual who has undertaken

or is about to undertake any liability on behalf of the Corporation and that Director's or Officer's or individual's heirs, executors, administrators and estate respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other individual sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing done or permitted by him or her in or relating to the attempted execution in good faith of the duties of his or her office, with a view to the best interests of the Corporation and where the individual acted honestly; and
- b) All other costs, charges and expenses which he or she sustains or incurs in or about of in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

20.0 STAFF

- 20.1 The Board of Directors shall employ a Chief of Police who shall be responsible for the operations and the day-to-day management of the Police Service. The Chief of Police shall be responsible to the Board of Directors and shall provide such reports to the Board as the Directors may require. However, the requirement to report shall not result in interference in the day-to-day supervision or operation of the Treaty Three Police Service.

21.0 FINANCIAL ARRANGEMENTS

- 21.1 The Board shall designate, by resolution, those officers and other persons authorized to transact the banking business, or any part thereof, of the Corporation with the banks, trust companies, or other financial depositories carrying on a banking business that the Board has designated as the Corporation's bankers. Those officers and other persons so designated shall have the authority set out in the resolution including, unless otherwise restricted, that power to:
 - a) Operate the Corporation's accounts with the bankers;
 - b) Make, sign, draw, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money of the Corporation;
 - c) Issue receipts for an order relating to any property of the Corporation;
 - d) Execute any agreements relating to any banking business and defining the rights and powers of the parties; and

- e) Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.
- 21.2 Subject to the limitations set out in the *Act*, the Articles of Incorporation and this By-Law, the Board may:
- a) Borrow money on the credit of the Corporation;
 - b) Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 21.3 The Board may authorize by resolution any other person to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

21.4 **Cheques, Drafts and Notes**

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

21.5 **Fiscal Year**

The fiscal year of the Corporation shall terminate on the 31st day of March each year.

22.0 **AUDITORS**

- 22.1 The representatives of the Members at each annual meeting shall appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting or until the auditor resigns or is removed by resolution of the Board; provided that the Board may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.