

 BOARD POLICY	Policy Name: ELECTION PROCEDURE	Policy Number: 1.7	
	Approval Signature:	Section: Board of Directors	Page 1 of 14
	Supersedes: 1.7		
	Approved by Board: _____ X, 2025	Next Review Date: _____ X, 2027	
	Policy Contact (Position): President	Name of Responsible Committee: Executive Committee	

PURPOSE

This policy establishes the procedures for conducting elections for all positions in a given year. It is intended to create a fair, transparent, inclusive and respectful process.

AUTHORITY

This policy is established pursuant to Section 8 of the NACC Amended By-laws which states:

The directors may adopt, amend, or repeal policies relating to the governance, management, operation, and affairs of the Corporation that are not inconsistent with these By-laws, as the directors may deem appropriate from time to time.

For reference, various sections from *The Corporations Act* (Manitoba) and the By-laws are included at the end of this policy concerning eligibility, members, meetings, delegate voting and other matters.

PROCEDURE

This policy is organized under the following subject headings:

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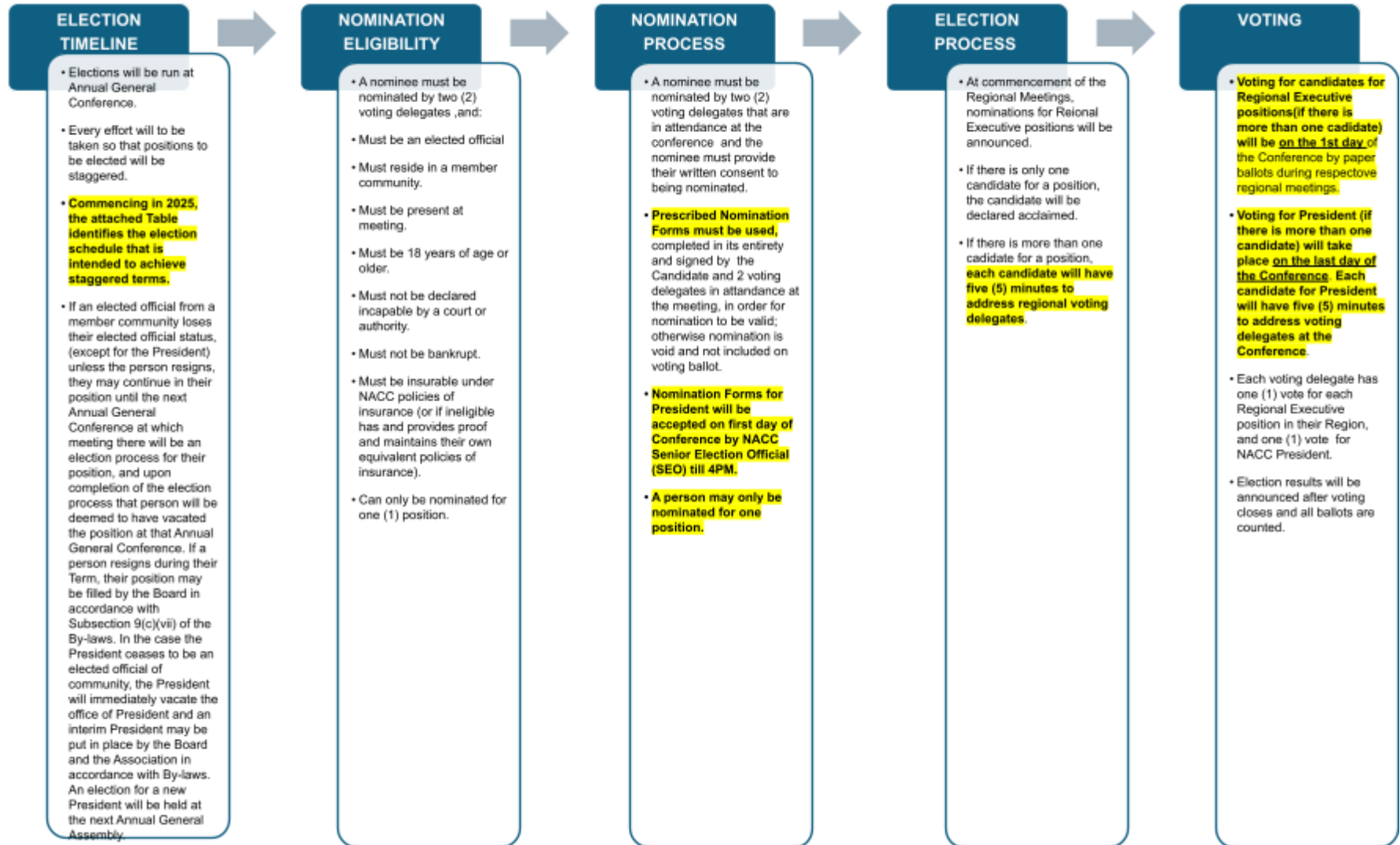
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The *pictogram* on the next page provides a high level summary of the election procedure.

HIGH LEVEL SUMMARY OF THE ELECTION PROCEDURE



**THE FOLLOWING TABLE IDENTIFIES ELECTION SCHEDULE
THAT IN NORMAL CIRCUMSTANCES IS INTENDED TO ACHIEVE OF STAGGERING OF TERMS.***

2025 ¹	2026 ²	2027 ³	2028
<p style="text-align: center;">President</p> <p style="text-align: center;">Regional Directors-at-Large*</p>	<p style="text-align: center;">Regional Vice Chairs*</p>	<p style="text-align: center;">Regional Chairs*</p>	<p style="text-align: center;">President</p> <p style="text-align: center;">Regional Directors-at-Large*</p>

1. Commencing in 2025, previously elected Regional Secretary-Treasurers will become Regional Directors-at-Large (as the term/position of Secretary-Treasurers is eliminated in favor of a Directors-at-Large position)
2. Commencing in 2025, the NACC President will be elected for a three (3) year term; and Regional Directors-at-Large will be elected for a three (3) year term;*
3. Commencing in 2026, Regional Vice-Chairs
4. Commencing in 2027, Regional Chairs will be elected for three (3) year terms; and

in subsequent alternating years, the respective rotation, will continue, unless an earlier election for a position is required for any reason, such as , for example, in event a directors ceases for any reason to continue to be eligible to be a director, such as for the following reasons.

* In addition, if a Regional Chair, Vice Chair or a Director-at-Large (previously Secretary-Treasurer) has or will have served three (3) consecutive years that position may be subject to an earlier election. For certainty, only elected officials from a member community are eligible to hold an elected position in the NACC.

If an elected official from a member community loses their elected official status, (except for the President) unless the person resigns, they may continue in their position until the next Annual General Assembly at which meeting there will be an election process for their position, and upon completion of the election process that person will be deemed to have vacated the position at that Annual General Assembly. If a person resigns during their Term, their position may be filled by the Board in accordance with Subsection 9(c)(vii) of the By-laws. In the case the President ceases to be an elected official of community, the President will immediately vacate the office of President and an interim President may be put in place by the Board and the Association in accordance with By-laws. An election for a new President will be held at the next Annual General Assembly.

The office of director shall also automatically be vacated:

- (1) if the director has resigned from office by delivering a written resignation to the president or either vice-president of the Association; or
- (2) if the director is absent from four (4) consecutive board meetings without being excused by board resolution; or
- (3) if the director is found by a court to be of unsound mind; or
- (4) if a director is no longer a resident of a member community; or
- (5) if a director ceases to be eligible to be insured under the Association's policies of insurance or fails to maintain and provide proof of their own equivalent policies of insurance; or
- (6) if, at a meeting of the Board, a resolution is passed that the director be removed from office before the expiration of the director's term pursuant to item 6(f)(ii) of the Associations Bylaws; or
- (7) on the death of such director.

1. SCOPE OF ELECTION PROCEDURE

All NACC elections shall occur at an NACC Annual General Assembly. The following provisions in NACC By-laws apply to elections:

(a) Subsection 4(d) states:

Provided membership fees are paid annually to the Association in a lump sum grant by the department of Northern Affairs, a Member community shall be entitled to the following privileges:

- (i) priority with respect to service provided by the Association;
- (ii) subject to item (iii) below:
 - (1) right to send two (2) voting delegates to any annual or special meeting of the Association. Such voting delegates shall be appointed by resolution by the Member community and may be reimbursed by the Association for meals, hotel, transportation, and subject to the following an attendance honorarium (previously referred to as a per diem) as may be determined by the Association's expense reimbursement and financial policies, it being understood that any attendance honorarium would be subject to:
(a) availability of adequate funding; (b) the Association evaluating its budget and finances annually; and (c) communities being notified not less than ninety (90) days prior to any in-person annual or special meeting whether or not budget and finances are able to support any attendance honorarium for voting delegates in a particular year. For clarity, only the two voting delegates may be reimbursed, but all elected council members of a community are welcome to attend the annual meeting of the Association; however as noted in item (2) below only the two voting delegates have voting rights;
 - (2) only two (2) voting delegates may be appointed to represent a Member community at an annual or special meeting of the Association and each delegate shall receive one (1) vote;
- (iii) for purposes of item (ii) above, a settlement contact community may only send (1) voting delegate;
- (iv) only elected officials of a community, a council, an incorporated community, or an appointed settlement contact person, shall have the right to:
 - (1) be a voting delegate;
 - (2) be elected to hold an elected office in the Association.

(b) Subsection 4(e) concerning member communities and Regions states:

Regions

Members in the Association are organized by the following three (3) named regions, which are intended to align with the geographic encompassing areas and regions used for administration of *The Northern Affairs Act*, and include the following communities

(SEE TABLE OF COMMUNITIES BY REGION ON NEXT PAGE)

Western Region	Eastern Region	Northern Region
<ul style="list-style-type: none"> • Baden • Barrows • Camperville • Crane River • Duck Bay • Mallard • Powell • Waterhen • Meadow Portage • Red Deer Lake • Salt Point • Spence Lake • Rock Ridge 	<ul style="list-style-type: none"> • Aghaming • Dauphin River • Berens River • Bissett • Dallas/Red Rose • Fisher Bay • Harwill • Homebrook • Island Lake • Little Grand Rapids • Loon Straits • Manigotagan • Matheson Island • Pine Dock • Princess Harbour • Red Sucker Lake • Seymourville 	<ul style="list-style-type: none"> • Brochet • Cormorant • Cross Lake • Dawson Bay • Easterville • God's Lake Narrows • Herb Lake Landing • Ilford • Moose Lake • Nelson House • Norway House • Pelican Rapids • Pikwitonei • Sherridon • Thicket Portage • Wabowden

(c) Subsection 4(f) concerning Regional Assemblies states:

(f) **Regional Assemblies**

(i) **Formation**

Members of the Association are also members of their respective Region and such Members shall form a Regional Assembly.

(ii) **Assembly Meetings**

Each Regional Assembly shall hold a meeting during the Annual Meeting of the Association at which voting delegates representing the Members of each respective Regional Assembly shall elect a Regional Executive for their respective Region Assembly in accordance with this subsection (f).

. . . .

(v) **Regional Executive**

(1) **Election and Term**

Each Region shall elect from amongst their delegates a Regional Executive annually at the Annual Meeting of the Association; and, each Regional Executive shall consist of a Chair, Vice-Chair and a Director-at-Large. The terms of each Regional Executive position shall be for alternating three-year terms.

. . . .

(3) **Duties, Qualifications and Vacancies of Regional Executive**

The duties, qualifications, including vacancies on any Regional Executive shall be the same as applicable to directors of the Association, but specific to a respective Region.

(d) Subsection 6 (c-e) with respect to the directors of the Association states:

(c) **Qualifications**

The following persons are disqualified from being a director of the Association:

- (i) anyone who is less than 18 years of age;
- (ii) anyone who has been declared incapable by a court in Canada or in another country;
- (iii) anyone who is not an individual;
- (iv) a person who has the status of bankrupt;
- (v) anyone who no longer resides in a member community;
- (vi) anyone who is ineligible to be insured under the Association's policies of insurance unless such person has and provides proof and maintains their own equivalent policies of insurance; and
- (vii) anyone who is not an elected official, or an appointed contact person of a settlement community. Should an individual cease to be an elected official, or an appointed contact person of a settlement community, during their term in office, their office will be vacated and an election held in accordance with Subsection 9(c)(ii) of these By-laws.

(d) **Election and Term**

- (i) The directors shall be elected by the members at an annual meeting of members and at each succeeding annual meeting at which an election of directors is required and shall generally hold office for three (3) years expiring not later than the close of the third annual meeting of members following the election. If directors are not elected at an annual meeting of members at which such election is required, the directors then in office shall continue in office until their successors are elected. Notwithstanding anything else contained elsewhere in these By-laws, directors whose terms of office are expiring will be eligible for re-election for a further term or terms if they are otherwise qualified (in other words not disqualified pursuant to Subsection 6(c) above). There shall be no term limits imposed on directors; however, effort shall be made that the terms of directors be also staggered.
- (ii) A Chair, Vice-Chair or Director-at-Large (previously Secretary-Treasurer) of a Region intending to run for President is required to resign from their Chair/Vice-Chair/Director-at-Large position fourteen (14) days prior to the nomination day of President. This is to allow nominations and elections for the vacant Chair or Vice-Chair or Director-at-Large position recognizing that Regional elections occur prior to the election of President.

(e) **Consent**

A director who is elected or appointed must consent to hold office as a director:

- (i) if present at the meeting at which the election or appointment takes place, by not refusing to hold office;
- (ii) if not present at the meeting at which the election or appointment takes place, by either:
 - (1) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (2) by acting as a director after such person's election or appointment.

(e) Subsection 9(c)(ii) with respect to the President of the Association states:

(ii) **Election | Appointment**

(1) President

- (a) The President shall be elected by the members at an annual meeting from amongst delegates of the member communities.
- (b) Nominations for President shall take place on the first day of an annual meeting.
- (c) The election for the President shall take place on the last day of the annual meeting by secret ballots should there be more than a single nominee.
- (d) Each nominee shall have a choice as to whether or not to speak with a maximum time limit of five (5) minutes.

For certainty, and further to Subsection 4(d)(iv), only an elected official of a community, a council, contact community or incorporated community is eligible to be President of the Association. Should a person cease to be an elected official of a community, a council, contact community or incorporated community, the position of President is deemed immediately vacated and may be filled by the Board and the Association in accordance with Subsection 9(c)(vii) (except such person need not be from from the same region as the previous President).

. . .

(3) Eligibility

For certainty, and further to Subsection 4(d)(iv) and Subsection 6(c)(vii), only an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community, is eligible to be a director or hold office as the President, Vice-President, or any other elected officer position of the Association, or hold an elected position on a Regional Executive.

(4) Transition Provision

Subject to Subsection 9(c)(ii)(1) above concerning the President, should any other person cease to be an elected official of a community, a council, or incorporated community, or an appointed contact person of a settlement community, unless the person resigns, they may continue in their position until the next Annual Meeting at which meeting there will be an election process for their position, and upon completion of the election process that person will be deemed to have vacated the position at that Annual Meeting. If a person resigns during their Term, their position may be filled by the Board in accordance with Subsection 9(c)(vii).

2. ELIGIBILITY

- (a) For certainty, and further to Subsection 4(d)(iv), only an elected official of a community, a council, an incorporated community, or an appointed person of a settlement contact community or is eligible to be a director or hold an elected office, such as President, Vice-President, or any other elected officer position of the Association, or hold an elected position on a Regional Executive.
- (b) Candidates for all positions must be present at the Annual General Conference of the Association.

- (c) As stated in subsection 6(c) candidates and elected Board members must be and remain eligible to be insured under the NACC's policies of insurance unless such person has and provides proof and maintains their own equivalent policies of insurance:

(c) **Qualifications**

The following persons are disqualified from being a director of the Association:

. . . .

- (vi) anyone who is ineligible to be insured under the Association's policies of insurance unless such person has and provides proof and maintains their own equivalent policies of insurance; and
 - (vii) anyone who is not an elected official, or an appointed contact person of a settlement community. Should an individual cease to be an elected official, or an appointed contact person of a settlement community, during their term in office, their office will be vacated and an election held in accordance with Subsection 9(c)(ii) of these By-laws.
- (d) An individual may not be nominated or run as a candidate for more than one position at the same time.

3. ELECTION TIMELINE

Positions requiring election in a given year will be run at the same time at the Annual General Conference.

4. NOMINATION ELIGIBILITY

- (a) As stated in subsection 9(c):
 - (ii) **Election | Appointment**
 - (1) President
 - (a) The President shall be elected by the voting delegates at an annual meeting from amongst elected officials of the member communities.
- (b) In order for voting delegate to nominate a candidate for any position (including the President), the individual must be an elected official of an MNR community and must be in attendance at the Annual General Conference.

5. NOMINATION PROCESS

- (a) Nomination Forms, and information on election rules and process will be provided with each voting delegate Conference Registration Package and at the Conference registration desk.
- (b) Elected officials of a member community may only be nominated by voting delegates of a member community that are present at the Annual General Conference with the nominee's consent.
- (c) A nominee may not be nominated for more than one position at a time. Any nominee who is found to be nominated for more than one position must withdraw from all but one

position, or all Nomination Forms for that individual will be considered invalid.

- (d) Nominations must be submitted in writing using the **Nomination Form** (see **Appendix A**).
- (e) Nomination Forms will be made available in the registration package and at the registration desk.
- (f) For a Nomination Form to be valid, it must be:
 - (i) completed in its entirety;
 - (ii) signed by two (2) voting delegate(s) that are in attendance; and
 - (iii) certified by a designated NACC Election Official.

A nomination that fails to meet these requirements will be void and the name of the proposed candidate will not appear on a ballot or a list of candidates.
- (g) Nomination Forms for President will be accepted on the first day of the Annual General Conference at a designated location up to 4:00 PM or such other time as determined by a designated NACC Election Official.
- (h) At the commence of the Regional Meetings, a designated NACC Election Official will announce the nominees.
- (i) Each candidate for a Regional Executive position will be given five (5) minutes to address the Regional voting delegates for their Region (except for candidates for President, who will have given five (5) minutes as per Section 8 of this policy on the last day of the Conference to all voting delegates).
- (j) If there is only one candidate, then they are declared acclaimed. If there is more than one candidate, there will be an election.
- (k) Following the close of the election, those elected will be announced.

6. TERM OF OFFICE

- (a) The term of office for all positions is normally three (3) years.
- (b) Commencing in 2025, elections for positions will be staggered and rotate based on the following schedule:
 - (i) 2025 – Election of President and Regional Directors-at-Large
 - (ii) 2026 – Election of Regional Vice-Chairs
 - (iii) 2027 – Election of Regional Chairs
 - (iv) 2028 – Election of President and Regional Directors-at-Large

and, so on, unless a position is vacated or term has ended or an elected official has lost their elected official status, or resigned, or has become ineligible to continue, in which case, the position will be open for election at the next Annual General Assembly.

In 2025, there will also be several elections for other positions in addition to President on account of persons no longer holding elected office status. The following table identifies the schedule in normal circumstances which is intended to achieve of staggering of terms going forward.

2025	2026	2027	2028
President Regional Directors-at-Large	Regional Vice- Chairs	Regional Chairs	President Regional Directors-at-Large

NOTE - In addition, if a Regional Chair, Vice Chair or a Director-at-Large (previously Secretary-Treasurer) has or will have served three (3) consecutive years that position may be subject to an earlier election.

- (c) The position of NACC Vice President is elected by the Regional Chairs at the first NACC Board Meeting following the Annual General Conference.
- (d) For certainty, only elected officials from a member community are eligible to hold an elected position in the NACC. If an elected official from a member community loses their elected official status, (except for the President) unless the person resigns, they may continue in their position until the next Annual General Conference at which meeting there will be an election process for their position, and upon completion of the election process that person will be deemed to have vacated the position at that Annual General Conference. If a person resigns during their Term, their position may be filled by the Board in accordance with Subsection 9(c)(vii) of the By-laws.

In the case the President ceases to be an elected official of community, the President will immediately vacate the office of President, and an interim President may be put in place by the Board and the Association in accordance with By-laws. An election for a new President will be held at the next Annual General Assembly.

7. VACANCIES

Pursuant to the following quoted Subsections 6(f)(i) and (iii) of the NACC By-laws, should an individual holding an NACC elected position becoming unwilling or unable to serve in their position, the NACC Board of Directors may appoint a replacement from the NACC Region where the individual resided and the appointee will serve until the next Annual General Conference where the position will be open to election. The specific wording of Subsection 6(f)(i) and (iii) of the NACC By-laws with respect to vacancies states:

- (i) The office of director shall automatically be vacated:
 - (1) if the director has resigned from office by delivering a written resignation to the president or either vice-president of the Association; or
 - (2) if the director is absent from four (4) consecutive board meetings without being excused by board resolution; or
 - (3) if the director is found by a court to be of unsound mind; or

- (4) if a director is no longer a resident of a member community; or
- (5) if a director ceases to be eligible to be insured under the Association's policies of insurance or fails to maintain and provide proof of their own equivalent policies of insurance; or
- (6) if, at a meeting of the Board members, a resolution is passed, that the director be removed from office before the expiration of the director's term pursuant to item (ii) below; or
- (7) on the death of such director; or
- (8) if the Corporation is dissolved.

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(iii) **Filling a Vacancy**

If any vacancy shall occur for any reason, the Board, by majority vote (if a quorum remains in office), may fill the vacancy for the remainder of the term by a qualified individual. The director filling the vacancy shall serve as director until:

- (1) the next annual meeting of members; or
- (2) if applicable, prior to the next annual meeting of members, the Board, by majority vote (if a quorum remains in office), votes to vacate the director.

8. ELECTIONS / VOTING

- (a) NACC Board of Directors will designate a NACC Election Official to oversee elections at every Annual General Conference.
- (b) If there is only one candidate, there will be no need for an election and the candidate will be acclaimed. If there is more than one candidate, an election process will proceed.
- (c) All voting for Regional positions and for President will be conducted in-person at the Annual General Conference by secret paper ballots.
- (d) The designated NACC Election Official will be responsible for safeguarding ballots and any ballot box(es).
- (e) Voting for Regional positions will take place on the first day of the Annual General Conference during respective Regional Meetings.
- (f) According NACC By-laws, voting for President will take place on the last day of the Annual General Conference.
- (g) Candidates for a Regional position will have five (5) minutes to address their respective Regional voting delegates prior to voting commencing.
- (h) As per NACC By-laws, candidates for President will have five (5) minutes to address all voting delegates prior to voting commencing.
- (i) Voting will take place after the speeches until voting is declared closed by the designated NACC Election Official.
- (j) Ballots will be counted following the closing of voting.

- (k) The ballots will either:
 - (i) contain a space in which voting delegates can write a candidate's name, and the nominated candidates' names will be posted in the room containing the ballot; or
 - (ii) list the nominated candidates in alphabetical order by sur name directly on the ballot;
 - (iii) if two or more candidates for the same office have the same surnames, their names will be listed in the alphabetical order of their given first names.
- (l) Each ballot must be signed by the designated NACC Election Official or their designate to be considered valid. Ballots that are not signed by NACC Election Official will be considered spoiled and will not be counted.
- (m) Each voting delegate is entitled to one (1) vote per position.
- (n) An NACC staff member or volunteer "poll clerk" will be appointed to manage the ballot box.
- (o) If a voting delegate makes a mistake in completing a ballot, they may return the ballot to the designated NACC Election Official or their designate, explain the circumstances, and receive a new ballot in return for the original one. The poll clerk will write "exchanged ballot" on the original ballot and place it in an "Exchanged Ballots" envelope. Ballots in this envelope will not be counted.
- (p) Votes will be securely collected. Every voting delegate seeking and submitting a ballot will be verified as eligible to vote.

9. BALLOT BOX

On creating and opening of a Ballot Box prior to Voting, a designated NACC Election Official will:

- (a) show the empty ballot box to any Scrutineers who are present; and
- (b) keep the ballot box at the Voting Area during the hours of voting.

10. VOTING MATERIAL

The designated NACC Election Official will ensure that the Voting Area has:

- (a) An area where voting delegates can mark their ballots in private;
- (b) A document providing voting instructions;
- (c) A ballot box and tape to secure it until the ballots are counted;
- (d) Sheets for counting ballots;
- (e) Forms and envelopes for sorting ballots; and
- (f) Forms and envelopes for reporting the results after all the ballots are counted.

11. CONDUCT OF VOTING

- (a) Where a voting delegate who is entitled to vote has received a ballot, that voting delegate may not speak to any other person or leave the Voting Area until their completed ballot has been placed in the ballot box.
- (b) No person will speak to or interfere with a voting delegate who is marking their ballots or placing them in the ballot box.
- (c) No person will approach a voting delegate in a Voting Area to suggest the candidate for whom they should vote.
- (d) No person will approach a voting delegate after they have voted to determine the candidate for whom they voted.
- (e) Any person in breach of the above provisions will be removed from the Voting Area and will not be entitled to vote.
- (f) Except for casting their own ballots, no candidate or supporters of candidates will be or remain in the vicinity of a Voting Area during voting.

12. SCRUTINEERS

- (a) A candidate is entitled to have one Scrutineer while voting is in progress and while the ballots are being counted.
- (b) Candidates will supply their Scrutineers with a form approved for such use by the designated NACC Election Official appointing them as a Scrutineer (see **Appendix B**). If Scrutineers are only present for part of a day and are replaced by another Scrutineer, the replacement Scrutineer must have their own form.
- (c) Scrutineers may observe the operation of voting and the counting of the ballots. They may object to a certain person voting or to the admissibility of a certain ballot but are not entitled to argue their position at length.

13. COUNTING VOTES

- (a) During the examination and counting of the ballots, each ballot will be shown to any Scrutineers present, hear any comments or challenges they make, and decide whether the ballot is to be counted or rejected.
- (b) A ballot will be counted if a voting delegate has clearly indicated the candidate they wished to vote for. A ballot will not be rejected merely because a voting delegate, without any apparent intention of identification, marked it out of its proper space, as long as the mark clearly indicates the candidate for whom the vote was intended.
 - (i) The designated NACC Election Official will endorse each ballot that is rejected with: "Rejected by" followed by their initials; or
 - (ii) "Challenged by a Scrutineer but counted" where a Scrutineer challenges the Poll Clerk or other appointed individual's decision. If the designated NACC Election Official or other appointed individual disagrees with the challenge, the vote will be counted.

- (c) A designated NACC Election Official will fill out a **Statement of the Vote** (see **Appendix C**) and present it at the Annual General Conference with all results.
- (d) Notice will be given of election results at the Annual General Conference based on a **Statement of Official Results** (see **Appendix D**).

14. TIES

In the event of a tie in votes for a position occurs a second vote will be organized following similar procedure within constraints of time remaining if necessary.

15. DESTRUCTION OF BALLOTS AND ELECTION MATERIAL

Unless there is a need for recount or unless directed by a resolution of the NACC Board, ballots and other election material will be destroyed thirty (30) days following any election.

16. POLICY GOVERNANCE

(a) Policy Implementation

This Policy shall become immediately effective upon approval by the Board.

(b) Review Cycle

The Board shall review this Policy following every election to determine if there is a need for improvement or changes.

SELECT PROVISIONS FROM *THE CORPORATIONS ACT* (MANITOBA)

Definitions

- 1(1)** "shareholder" includes a member of a corporation without share capital except where inconsistent with the provisions of Part XXII

PART IX – DIRECTORS AND OFFICERS

Qualifications of directors

100(1) The following persons are disqualified from being a director of a corporation:

- (a) anyone who is less than 18 years of age;
- (b) a person who is not an individual; and
- (c) a person who has the status of a bankrupt.

Term of Office and Election of Directors

Election of directors

101(2) Subject to clause 102(b), shareholders of a corporation shall, by ordinary resolution at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required, **elect directors to hold office for a term expiring not later than the close of the third annual meeting of shareholders following the election.**

Staggered terms

101(3) It is not necessary that all directors elected at a meeting of shareholders hold office for the same term.

No stated terms

101(4) A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his election.

PART XXII – CORPORATIONS WITHOUT SHARE CAPITAL

Application

265 Except where it is otherwise expressly provided this Part applies to every corporation without share capital.

Interpretation

266 Where used in relation to a corporation without share capital,

"member" means a member having rights through a membership interest in the corporation in accordance with the provisions of this Act and the articles and by-laws of the corporation;

Three directors required

269(1) A corporation shall have not fewer than three directors.

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By-laws

275 The directors of a corporation may pass by-laws, not contrary to this Act or to the articles of the corporation, regulating

...

- (f) the qualifications of, and the remuneration of, the directors and the ex officio directors, if any;
- (g) the time for and the manner of election of directors;

By-laws re groups and delegates

276(1) The directors of a corporation may pass by-laws providing for

- (a) the division of its members into groups, either territorially or on the basis of common interest;
- (b) the election of some or all of the directors
 - (i) by the groups on the basis of the number of members in each group, or
 - (ii) for the groups in a defined geographical area, by the delegates of the groups meeting together, or
 - (iii) by the groups on the basis of common interest,
- (c) the election of delegates and alternate delegates to represent each group on the basis of the number of members in each group;
- (d) the number and qualification of delegates and the method of their election;
- (e) the holding of meetings of members or delegates;
- (e.1) the regulation of electronic meetings, including prohibiting electronic meetings;
- (f) the powers and authority of delegates at meetings;
- (g) the holding of meetings of members or delegates territorially or on the basis of common interest.

Delegates

276(2) A by-law passed under clause (1)(f) may provide that a meeting of delegates shall be deemed for all purposes to be and have all the powers of a meeting of the members.

Confirmation

276(3) A by-law passed under subsection (1) is not effective until it is confirmed by at least 2/3 of the votes cast at a general meeting of the members duly called for that purpose.

Voting

276(4) A delegate has only one vote and shall not vote by proxy.

Saving

276(5) A by-law passed under subsection (1) shall not prohibit members from attending meetings of delegates and participating in the discussions at the meetings.

SELECT PROVISIONS FROM NACC AMENDED BY-LAWS

4. MEMBERSHIP

(a) Membership Conditions

There shall only be one class of members in the Association, namely, Regular Members. The Board may, by resolution, approve the admission of members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply.

(b) Regular Members

The following entities are eligible to become a Member of the Association:

(i) Local Communities and Community Councils

Any community within the Area of Jurisdiction that qualifies under Part III of the *Northern Affairs Act* entitled "Local Committees and Community Councils";

(ii) Incorporated Communities

Any community within the Area of Jurisdiction that qualifies as an incorporated community pursuant to *The Northern Affairs Act* having duly established as an incorporated community.

(c) Membership Fees

The Board may establish, and revise as appropriate, from time to time, membership fees. Members shall be notified in writing of the membership dues at any time.

(d) Privileges of Membership

Provided membership fees are paid annually, a Member community shall be entitled to the following privileges:

(i) priority with respect to service provided by the Association;

(ii) subject to item (iii) below:

(1) right to send two (2) voting delegates to any annual or special meeting of the Association. Such voting delegates shall be appointed by resolution by the Member community and may be reimbursed by the Association for meals, hotel, transportation, and subject to the following an attendance honorarium (previously referred to as a per diem) as may be determined by the Association's expense reimbursement and financial policies, it being understood that any attendance honorarium would be subject to: (a) availability of adequate funding; (b) the Association evaluating its budget and finances annually; and (c) communities being notified not less than ninety (90) days prior to any in-person annual or special meeting whether or not budget and finances are able to support any attendance honorarium for voting delegates in a particular year. For clarity, only the two voting delegates may be reimbursed, but all elected council members of a community are welcome to attend the annual meeting of the Association; however as noted in item (2) below only the two voting delegates have voting rights;

(2) only two (2) voting delegates may be appointed to represent a Member community at an annual or special meeting of the Association and each delegate shall receive one (1) vote;

(iii) for purposes of item (ii) above, a settlement contact community may only send (1) voting delegate;

(iv) only elected officials of a community, a council, an incorporated community, or an appointed settlement contact person, shall have the right to:

(1) be a voting delegate;

(2) be elected to hold an elected office in the Association.

(e) Regions

Members in the Association are organized by the following three (3) named regions, which are intended to align with the geographic encompassing areas and regions used for administration of *The Northern Affairs Act*, and include the following communities:

Western Region	Eastern Region	Northern Region
<ul style="list-style-type: none">• Baden• Barrows• Camperville• Crane River• Duck Bay• Mallard• Powell• Waterhen• Meadow Portage• Red Deer Lake• Salt Point• Spence Lake• Rock Ridge	<ul style="list-style-type: none">• Aghaming• Dauphin River• Berens River• Bissett• Dallas/Red Rose• Fisher Bay• Harwill• Homebrook• Island Lake• Little Grand Rapids• Loon Straits• Manigotagan• Matheson Island• Pine Dock• Princess Harbour• Red Sucker Lake• Seymourville	<ul style="list-style-type: none">• Brochet• Cormorant• Cross Lake• Dawson Bay• Easterville• God's Lake Narrows• Herb Lake Landing• Ilford• Moose Lake• Nelson House• Norway House• Pelican Rapids• Pikwitonei• Sherridon• Thicket Portage• Wabowden

(f) Regional Assemblies

(i) Formation

Members of the Association are also members of their respective Region and such Members shall form a Regional Assembly.

(ii) Assembly Meetings

Each Regional Assembly shall hold a meeting during the Annual Meeting of the Association at which voting delegates representing the Members of each respective Regional Assembly shall elect a Regional Executive for their respective Region Assembly in accordance with this subsection (f).

Thereafter, each Regional Assembly may meet as often as it requires to conduct its business.

Meetings of a Regional Assembly or a Regional Executive may be held at any place within the Region as the Regional Executive may determine. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility, where each participant can communicate with each other participant simultaneously, if such facilities are made available by the Association.

(iii) Responsibilities

Each Regional Assembly in consultation with the Association Executive Committee shall be responsible for planning, organizing, developing and carrying out activities within their respective region.

(iv) Recorded Minutes

Recorded minutes shall be kept of all meetings and accurate financial records shall be kept of all monies received and disbursed and such minutes and records shall be open to all members of a Regional Assembly.

(v) Regional Executive

(1) Election and Term

Each Region shall elect from amongst their delegates a Regional Executive annually at the Annual Meeting of the Association; and, each Regional Executive shall consist of a Chair, Vice-Chair and a Director-at-Large. The terms of each Regional Executive position shall be for alternating three-year terms.

(2) Meetings

Each Regional Executive shall meet as often as it requires to conduct its business.

(3) Duties, Qualifications and Vacancies of Regional Executive

The duties, qualifications, including vacancies on any Regional Executive shall be the same as applicable to Directors of the Association, but specific to a respective Region.

. . . .

5. MEETING OF MEMBERS

(a) Notice

Notice of the time and place of a meeting of members shall be given to:

- (i) each delegate of a member entitled to vote at the meeting;
- (ii) to each director; and
- (iii) to the public accountant of the Association.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting.

A Notice shall be provided by the following means:

- (a) by mail, courier or personal delivery to the authorized delegates of each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to the authorized delegates of each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to this section of the by-law to change the manner of giving notice to members entitled to vote at a meeting of members.

(b) Proxy

There shall be no proxy voting.

(c) Annual Meetings

At every annual meeting of members, in addition to any other business that may be transacted:

- (i) the report of the Board, if any, the annual financial statements, and the report of the auditor, if any, shall be presented to the members;
- (ii) if any audit is required, the members shall appoint a public accountant to audit the accounts of the Association for report to the members at the next annual meeting of members; and
- (iii) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).

Any other matter of business shall constitute special business and a special meeting will need to be held.

(d) Special Meetings

The president or either vice-president shall call a special meeting of members on written requisition of not less than twenty-five percent (25%) of the Regular Members. In addition, a special meeting of members may be called by way of a resolution passed by the Board.

(e) Other Provisions

The Board, the president or either vice-president shall have the power to call, at any time, an annual or general meeting of members. The members may consider and transact any business either special or general at any meeting of members.

(f) Place of Meetings

Subject to compliance with the Act, meetings of members may be held at any place within Manitoba determined by the Board. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other communications facility, where each participant can communicate with each other participant simultaneously. For certainty, attendance at meetings need not be in-person and may also be held by telephonic, electronic or other

communications facility that permits all participants to communicate adequately with each other if such facilities are made available by the Association.

(g) Resolutions

Resolutions from a Community Council seeking assistance from the Association can be submitted to the Association year-round.

Resolutions for an Annual Meeting must be received no later than fifteen (15) days prior to a Meeting date, to be data entered and sorted for the consideration of the members at a Meeting

No resolution shall be received, discussed, or voted upon at a Meeting unless it has been duly passed by a Community Council, Regional Meeting, or at a meeting of the Board of Directors.

(h) Waiving Notice

Reflecting the rights set out in Section 130 of the Act, attendance at a meeting of members is a waiver of notice of the meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(i) Persons Entitled To Be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Voting delegates shall be established the first day of the meeting.

(j) Chair of Meeting

The president or, in the president's absence, the vice-presidents or, in the absence of both the president and vice-president, the treasurer shall be the chairperson of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

(k) Voting

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote other than with respect to the election of officers or the president. In the case of the latter, a nominee should not be the chair for the portion of the meeting dealing with elections.

(i) Show of Hands

Except where a ballot is demanded, or required as in the case of an election, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

(ii) Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any voting delegate may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the members on the question shall be

determined by the result of such ballot.

(k) Adjournment

The president may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

(l) Proviso

A meeting of delegates shall be deemed for all purposes to be and have all the powers of a meeting of the members for purposes of the Act.

6. BOARD OF DIRECTORS

(a) Duties of Directors

A Board of Directors shall be responsible for the governance of the Association and manage, or supervise the management of, the activities and affairs of the Association between meetings of members.

(b) Number of Directors

The Board shall consist of ten (10) members determined in accordance with this By-law with those members being the Executive Officers of each Region (limited to the Chair, Vice Chair and a Director-at-Large from each Region) and a separately elected President that shall be elected in accordance with this By-law.

(c) Qualifications

The following persons are disqualified from being a director of the Association:

- (i) anyone who is less than 18 years of age;
- (ii) anyone who has been declared incapable by a court in Canada or in another country;
- (iii) anyone who is not an individual;
- (iv) a person who has the status of bankrupt;
- (v) anyone who no longer resides in a member community;
- (vi) anyone who is ineligible to be insured under the Association's policies of insurance unless such person has and provides proof and maintains their own equivalent policies of insurance; and
- (vii) anyone who is not an elected official, or an appointed contact person of a settlement community. Should an individual cease to be an elected official, or an appointed contact person of a settlement community, during their term in office, their office will be vacated and an election held in accordance with Subsection 9(c)(ii) of these By-laws.

(d) Election and Term

- (i) The directors shall be elected by the members at an annual meeting of members and at each succeeding annual meeting at which an election of directors is required and shall generally hold office for three (3) years expiring not later than the close of the third annual meeting of members following the election. If directors are not elected at an annual meeting of members at which such election is required, the directors then in office shall continue in office until their successors are elected. Notwithstanding anything else contained elsewhere in these By-laws, directors whose terms of office are expiring will be eligible for re-election for a further term or terms if they are otherwise qualified (in other words not disqualified pursuant to Subsection

6(c) above). There shall be no term limits imposed on directors; however, effort shall be made that the terms of directors be also staggered.

- (ii) A Chair, Vice-Chair or Director-at-Large (previously called Secretary-Treasurer) of a Region intending to run for President is required to resign from their Chair/Vice-Chair/Director-at-Large position fourteen (14) days prior to the nomination day of President. This is to allow nominations and elections for the vacant Chair or Vice-Chair or Director-at-Large position recognizing that Regional elections occur prior to the election of President.

(e) **Consent**

A director who is elected or appointed must consent to hold office as a director:

- (i) if present at the meeting at which the election or appointment takes place, by not refusing to hold office;
- (ii) if not present at the meeting at which the election or appointment takes place, by either:
 - (1) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (2) by acting as a director after such person's election or appointment.

(f) **Vacancies on the Board**

- (i) The office of director shall automatically be vacated:
 - (1) if the director has resigned from office by delivering a written resignation to the president or either vice-president of the Association; or
 - (2) if the director is absent from four consecutive board meetings without being excused by board resolution; or
 - (3) if the director is found by a court to be of unsound mind; or
 - (4) if a director is no longer a resident of a member community; or
 - (5) if a director ceases to be eligible to be insured under the Association's policies of insurance or fails to maintain and provide proof of their own equivalent policies of insurance; or
 - (6) if, at a meeting of the Board, a resolution is passed that the director be removed from office before the expiration of the director's term pursuant to item (ii) below; or
 - (7) on the death of such director; or
 - (8) if the Corporation is dissolved.

(ii) **Termination of a Director**

- (1) The Board may suspend, expel or terminate any director of the Board of the Corporation, by resolution passed, by at least two-thirds (2/3) of the directors present at a meeting for any one or more of the following reasons:
 - (a) such director has violated any provisions of the Act, Articles, By-laws, or written policies of the Corporation;
 - (b) such director carried out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation (for example, including but not limited to serious breach of any code of conduct, a conflict of interest, harassment, threats of violence, incivility, moral failing, breach of law,

or act of disrepute).

- (2) In the event that the Board determines that a director should be suspended, expelled or terminated, the President, or such other officer as may be designated by the Board from time to time, shall provide ten (10) days' notice of suspension, expulsion or termination to the individual and shall provide reasons for the proposed suspension or expulsion.
- (3) The individual may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such ten (10) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the individual if that individual is suspended or expelled as a director in the Corporation.
- (4) If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the individual concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding, without any further right of appeal.

(iii) Filling a Vacancy

If any vacancy shall occur for any reason, the Board, by majority vote (if a quorum remains in office), may fill the vacancy for the remainder of the term by a qualified individual. The director filling the vacancy shall serve as director until:

- (1) the next annual meeting of members; or
- (2) if applicable, prior to the next annual meeting of members, the Board, by majority vote (if a quorum remains in office), votes to vacate the director.

(g) Delegation Powers

Subject to the Act, the articles, any by-law, the Board may from time to time delegate to a director, a committee of directors, or an officer or such other person or persons so designated by the board all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

(h) Standard of Care

Every director and officer, in exercising their powers and discharging their duties to the Association, shall:

- (i) act honestly and in good faith with a view to the best interest of the Association; and
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(i) Remuneration

The Board may create policies to authorize remuneration of directors and reimbursement of reasonable expenses incurred in the performance of their duties.

8. POLICIES

The directors may adopt, amend, or repeal policies relating to the governance, management, operation, and affairs of the Corporation that are not inconsistent with these By-laws, as the directors may deem appropriate from time to time.

9. COMMITTEES

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(c) Executive Committee & Officers

The composition and term of the Executive Committee and Officers as well as the meetings and the responsibilities of the Executive Committee shall be as follows:

(i) Composition of Executive Committee

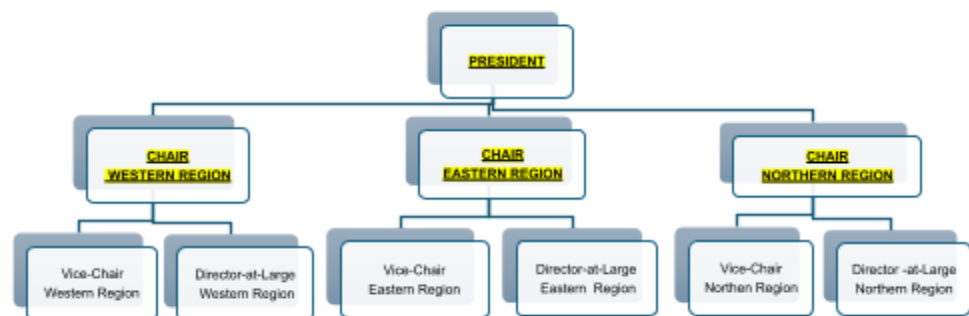
The Executive Committee shall consist of the following Officers:

- President:
- Three (3) Regional Chairpersons (one of which shall also act as Vice-President)

The Executive Director will be an ex officio non-voting member of the Executive Committee.

The following diagram illustrates the relationship between the Executive Committee and Board. Members of the Executive Committee (in the diagram are capitalized, in bold, underlined, highlighted in yellow) consist of the President and Chairs of each Region.

The President is elected at the Annual General Assembly. A Vice-President and any other Officers shall be elected by the Board from amongst the Regional Chairpersons as set out in item (ii) below.



(ii) Election | Appointment

(1) President

- The President shall be elected by the voting delegates at an annual meeting from amongst elected officials of the member communities.
- Nominations for President shall take place on the first day of an annual meeting.
- The election for the President shall take place on the last day of the

annual meeting by secret ballots should there be more than a single nominee.

- (d) Each nominee shall have a choice as to whether or not to speak with a maximum time limit of five (5) minutes.

For certainty, and further to Subsection 4(d)(iv) and Subsection 6(c)(vii), only an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community is eligible to be President of the Association. Should a person cease to be an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community, the position of President is deemed immediately vacated and may be filled by the Board and the Association in accordance with Subsection 9(c)(vii) (except such person need not be from the same region as the previous President).

(2) Other Officer Positions

The Vice-President, and any other officers, shall be elected and appointed by the Board from amongst the Regional Chairs at the first meeting of the Board following an Annual Meeting. Two or more offices may be held by the same person. If a vote is necessary same process as for election of President will be followed by the Board.

(3) Eligibility

For certainty, and further to Subsection 4(d)(iv) and Subsection 6(c)(vii), only an elected official of a community, a council, incorporated community, or an appointed contact person of a settlement community, is eligible to be a director or hold office as the President, Vice-President, or any other elected officer position of the Association, or hold an elected position on a Regional Executive.

(4) Transition Provision

Subject to Subsection 9(c)(ii)(1) above concerning the President, should any other person cease to be an elected official of a community, a council, contact community or incorporated community, unless the person resigns, they may continue in their position until the next Annual Meeting at which meeting there will be an election process for their position, and upon completion of the election process that person will be deemed to have vacated the position at that Annual Meeting. If a person resigns during their Term, their position may be filled by the Board in accordance with Subsection 9(c)(vii).

(iii) Term

Subject to the above subsections, generally, Officers will hold office for a three (3) year term or until their successors are appointed. Notwithstanding anything else contained elsewhere in these By-laws, Officers may be re-elected to same office for an additional term. Any member of the Executive Committee shall be subject to removal at pursuant to Subsection 6(f)(ii).

APPENDIX A

Northern Association of Community Councils Inc. NOMINATION FORM

The section below should be filled out by the proposed candidate and by nominators of the candidate.

Please note: - Candidate must be an elected official of an MNR community
- Nominators must be registered voting delegates

Candidate's Name: _____

Community Name: _____

Elected Official Position: _____

NACC Position Sought: _____

Signatures of Candidate and two (2) registered voting delegates (nominators of candidate)

Name and Signature of Above-named Candidate:

Candidate Name: _____

Community Name: _____

Signature: _____

Name and Signature of registered voting delegate – Nominator #1:

Voting Delegate's Name: _____

Community Name: _____

Signature: _____

Name and Signature of registered voting delegate – Nominator #2:

Voting Delegate's Name: _____

Community Name: _____

Signature: _____

Signature of designated NACC Election Official

Signature: _____ Date/Time: _____

APPENDIX B
SCRUTINEER APPOINTMENT

Scrutineer Appointment

(name of community delegate)

I, _____, candidate for the _____ (regular election or
(candidate's name) (year)

by-election), appoint _____, as **scrutineer**
(name of scrutineer)

to attend on my behalf at the voting.

(signature of candidate)

APPENDIX C
STATEMENT OF THE VOTE

Voting Place: _____

Date of Election: _____

Description of election offices to be filled: _____

Ballot Count

Number of ballots counted:

(i) Accepted _____

(ii) Accepted, but objected to _____

Number of ballots counted for each candidate:

_____	_____
_____	_____
_____	_____
_____	_____

Number of ballots rejected in the count:

(i) Rejected _____

(ii) Rejected and objected to _____

Number of ballots spoiled: _____

Number of ballots declined: _____

Number of ballots discarded: _____

Unused ballots, to be returned: _____

Total number of ballots supplied by designated NACC election official: _____

I/We hereby certify that the above statement is correct.

Dated at _____ in Manitoba, this ____ day of _____, 20 ____.
(place) (month)

(signature of designated NACC Election official)

****Important Note: Do not** enclose the original statement of the vote in the ballot box. Make a copy to enclose in the ballot box before the box is re-sealed.

APPENDIX D

STATEMENT OF OFFICIAL RESULTS

I, the undersigned, the designated NACC Election Official certify that below is an accurate summary of the votes counted for each candidate in respect of this election.

For [Candidate Position – i.e. President]

Names of Candidates

Number of Votes

For [Candidate Position – i.e. Regional Chair]

Names of Candidates

Number of Votes

For [Candidate Position – i.e. Regional Secretary]

Names of Candidates

Number of Votes

I also certify that _____ ballot papers were declined, spoiled, rejected or taken from the
(indicate number)
voting place.

Dated at _____, this _____ day of _____, 20____.
(place) (month)

(signature of designated NACC Election Official)