

**BY-LAW #1
OF THE
INTER-PROVINCIAL ASSOCIATION ON NATIVE EMPLOYMENT INC.**

NAME

Article 1: The name of the association shall be "Inter-Provincial Association on Native Employment Inc. (IANE)" hereafter called the "Corporation."

MISSION

Article 2: The Mission of the Corporation is:

A non-political, non-profit, non-sectarian, volunteer organization promoting the employment of Aboriginal people by networking and sharing information on best employment practices. (Aboriginal is defined by the Constitution of Canada Act 1982)

OBJECTIVES

Article 3: To support the mission of the Corporation, the objectives include:

- (a) Promoting and supporting information sharing and networking among members;
- (b) Providing a forum where Aboriginal people and organizations, governments, industries and business, and unions learn about best practices on recruitment, retention, and advancement of Aboriginal people through employment opportunities and training initiatives;
- (c) Providing a forum for Aboriginal and non-Aboriginal people to increase awareness and understanding of Aboriginal relations and where Aboriginal people learn about training and employment initiatives;
- (d) Recognizing employers and individuals that demonstrate successful employment initiatives that support the hiring, training, retention and advancement of Aboriginal peoples.

HEAD OFFICE

Article 4: The head office of the Corporation shall be in the City of SASKATOON in the Province of SASKATCHEWAN, and at such place therein as the National Board of Directors, (hereafter called the "Board"), of the Corporation may decide.

PROVINCIAL OR TERRITORIAL CHAPTERS

Article: 5: The Corporation may establish such other offices and agencies elsewhere within Canada as the Board deems expedient by resolution. These offices and agencies will reflect the objectives, policies and practices of the Corporation, and shall be designated as Provincial or Territorial chapters.

Article 6: A Chapter may be within a Province or Territory, or extend beyond those boundaries.

Article 7: Each Chapter shall register with their Province or Territory as a Not-For-Profit organization and maintain a current registration and provide proof of the registration to the Board.

Article 8: All Chapters shall abide by the By-laws.

FINANCE

Article 9: Chapters shall not enter into any financial undertakings beyond its capacity to pay without the written authority of the Board.

Article 10: Chapters must submit annual financial statements to the Head Office of the Corporation.

Article 11: The financial year of the Corporation shall be the calendar year.

CORPORATE SEAL

Article 12: Until changed in accordance with the act, the corporate seal of the Corporation shall be in the form impressed herein.

MEMBERSHIP

Article 13: There shall be three categories of memberships in the Corporation and they shall consist of "Individual", "Corporate" or "Student", each of whom is interested in furthering the objectives of the Corporation, specifically:

- (a) Individual: this type of membership is for any individual who may be a member upon payment of an annual membership fee. This membership classification shall be entitled to one vote at all meetings of the membership.
- (b) Corporate: this type of membership is for any agency, organization or corporation upon the payment of an annual membership fee. This membership classification is entitled to one vote at all meetings of the membership and must advise the Board of their voting representative prior to membership meetings.
- (c) Student: This type of membership is for students. This membership classification is entitled to one vote. The fee will be set at the discretion of the Chapter.

Article 14: Honorary Memberships shall be granted, by resolution of the Board, to those who have made a significant contribution to promote the spirit and goals of IANE.

Article 15: Any member of the Board may withdraw from IANE by delivering to the Corporation a written resignation and submitting a copy of the same to the Secretary of the Board. The President of the Board will advise the member's Chapter, in writing, of the resignation.

Article 16: The Board may require a Director to resign for legitimate cause.

MEMBERSHIP FEES

Article 17: Members in the Corporation will be levied an annual membership fee that will be determined by resolution of the membership at an annual meeting.

Article 18: A member in good standing is one who has paid annual fees in the current calendar year. Failure to pay annual fees will automatically result in cancellation of membership.

Article 19: Membership application forms and fees must be submitted to the Chapter of the Corporation before the applicant is recognized as a member.

DIRECTORS

Article 20: A National Board of Directors (Board) shall manage the property and the business of the Corporation.

Article 21: Each province shall elect or appoint three representatives to sit on the Board. At least two of the Directors from each Province or Territory shall be Aboriginal.

Article 22: A province may designate only one proxy vote at each Board meeting.

Article 23: Directors of the Corporation shall serve for a minimum period of one (1) year from the date of their chapter election, appointment, or re-appointment.

Article 24: Chapters without Board representation may send one nominee to Board meetings, who shall be entitled to speak to motions but not to vote.

Article 25: The Executive Committee of the Board will be comprised of one representative from each Province or Territory and at least 50% of the Executive shall be Aboriginal.

Article 26: The Board may empower the Executive Committee to make decisions on behalf of the Board.

Article 27: Prior to acceptance of a Board position, the incumbent must ensure employer financial or in-kind support to attend and participate in any such meetings or activities of the Corporation.

Article 28: The Directors shall serve as such without remuneration; however, by special resolution of the Board, they may be paid for travel and other expenses properly incurred by them as a result of their carrying out their duties as Directors.

Article 29: A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which a successor is elected or appointed.

OFFICERS

- Article 30: The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer and such other officers as the Board may determine by resolution. The same person may hold the offices of Secretary and Treasurer.
- Article 31: The positions of President, Vice-President, Secretary, and Treasurer are two-year terms.
- Article 32: The positions of President, Vice-President, Secretary and Treasurer shall be elected at a Board meeting.
- Article 33: The post of officer shall be automatically vacated:
- (a) if a Director resigns from office by delivering a written resignation to the Secretary of the Corporation, and, is accepted by the Board. The minutes should note acceptance of the resignation;
 - (b) if a Director is found by a court to be of unsound mind;
 - (c) if a Director becomes bankrupt or suspends payment or compounds with creditors;
 - (d) upon death;
- Article 34: Should the position of officer be vacated for any reason, the Board, by majority vote, may appoint to fill the vacancy with a member of the Corporation.

DUTIES OF OFFICERS

- Article 35: The President shall:
- (a) be the Chief Executive Officer of the Corporation;
 - (b) preside at all meetings of the Corporation and the Board;
 - (c) have the general and active management of the business of the Corporation;
 - (d) see that all orders and resolutions of the Board are carried into effect.

Article 36: The President or the Vice-President with the Secretary or other officer appointed by the Board shall sign all documents requiring the signature of the Officers of the Corporation.

Article 37: The Vice-President, in the absence or disability of the President, shall:

- (a) perform the duties and exercise the powers of the President;
- (b) perform such other duties as required.

Article 38: The Treasurer shall:

- (a) have the custody of the Corporation funds and securities;
- (b) keep full and accurate accounts of receipts and disbursements in the books belonging to the Corporation;
- (c) deposit all monies and other valuable effects in such depositories as may be designated by the Board;
- (d) disburse the funds of the corporation as may be ordered by the Board, taking proper documentation for such disbursements;
- (e) render to the President and Directors at the regular meeting of the Board, or whenever they may require it an account of all transactions as treasurer and of the financial position of the Corporation;
- (f) give to the Corporation, upon resignation, retirement or removal from the office all books, papers, vouchers, money and other property of whatever kind in his possession or under his/her control belonging to the Corporation.

Article 39: The duties of the Treasurer may be assigned to a member of the Corporation at the discretion of the Board.

Article 40: The Secretary shall:

- (a) act as the clerk of the Board and record all votes and minutes of all proceedings in the books to be kept for that purpose;

- (b) give or cause to be given notice of all meetings of the members and of the Board;
- (c) perform such other duties as may be prescribed by the Board or President;
- (d) be custodian of the seal of the Corporation, which shall be delivered only as authorized by a resolution of the Board and only to such persons named in the resolution.

Article 41: In the absence of the Secretary, another Director of the Corporation will record the minutes and perform the duties of the Secretary.

Article 42: Prior to acceptance of an Officer position the incumbent must ensure employer financial or in-kind support to attend and participate in any such meetings/activities of the Corporation.

POWERS OF DIRECTORS

Article 43: If a Director of the Corporation is absent for three consecutive Board meetings then that Director, at the discretion of the Board, is removed and officially notified, by the President, in writing.

Article 44: The President of the Corporation shall notify the Director's Chapter that the said Director has been removed.

Article 45: The Directors of the Corporation:

- (a) may administer the affairs of the Corporation in all matters;
- (b) may make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into;
- (c) may exercise all such powers as the Corporation is, by its character, or, otherwise, authorized to exercise and do.

Article 46: The Directors:

- (a) shall have power to authorize expenditures on behalf of the Corporation;

- (b) may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

Article 47: The Directors shall take steps as they deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, services in kind, and donations of any kind whatsoever for the purposes of furthering the objectives of the Corporation.

MEETINGS

Article 48: The Board meetings of the Corporation shall be held at any place in Canada as the Directors may determine and on such a day as the said Directors shall appoint.

Article 49: Written notice of meetings of the Board shall be provided at least 14 days prior to such meeting. In exceptional circumstances, 48 hours notice shall be given to each Director.

Article 50: Quorum of a Board meeting consists of 50% plus one.

Article 51: If all the Directors of the Corporation consent to a meeting, a Director may participate in the meeting by any telecommunication medium, and is deemed to be present at the meeting.

Article 52: At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

Article 53: Thirty days written notice shall be given to each voting member of the annual general meeting or any special general meeting of members. Each member present at a meeting shall have the right to exercise one vote.

ANNUAL CONFERENCE

Article 54: The promotion and conduct of the Annual IANE conference shall remain under direction of the Board. While a Chapter, or more than one Chapter, may perform a coordinating role, including solicitation of funds, fee structure, theme and format, final approval will remain with the Board.

BYLAW #1

Article 55: The bylaws of the Corporation not embodied in the letters patent may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members at a special general membership meeting duly called for the purpose of considering the said article(s), provided that the repeal or amendment of such article(s) shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

**BY-LAW #2
OF THE
INTER-PROVINCIAL ASSOCIATION ON NATIVE EMPLOYMENT (IANE) INC.**

Article 1: AUTHORIZATION TO ENTER INTO LOAN AGREEMENTS

The Board of Directors has agreed, by unanimous vote, to repeal By-Law #2 which refers to the Corporation's authorization to enter into loan agreements, as represented in the following motion:

MOTION 10-2001-02: The National IANE Board of Directors and Executive recommend that Bylaw #2 be repealed.

Moved: Lyle Bear
Seconded: Linda Park
Motion: Carried

IN WITNESS WHEREOF we have set our hands at the City of Saskatoon in the Province of Saskatchewan this 26th day of October 2001.

(signed) _____
Cecil Lafontaine, National President

(signed) _____
Lydia Cyr, Secretary