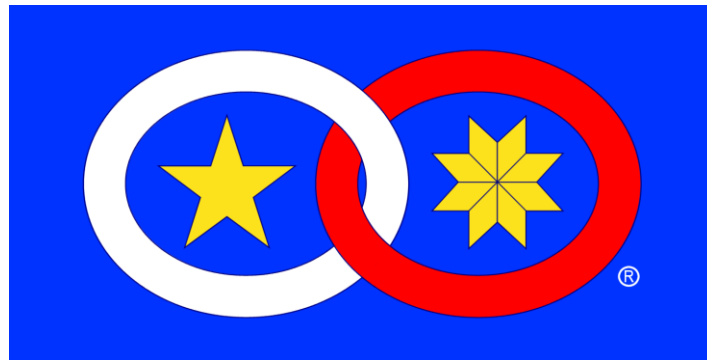


ASSOCIATION DES ACADIENS-MÉTIS SOURIQUOIS



CONSTITUTION ET STATUTS

MEMORANDUM AND BYLAWS

Révision: 28 mars, 2015
Revised: March 28, 2015

MEMORANDUM OF ASSOCIATION

The **name** of the Society is:

“Association des Acadiens-Métis Souriquois”

Preamble of the Society:

- ∞ *Whereas the first French explorers arrived in Mi'kmaw territory circa 1604;*
- ∞ *Whereas the first French explorers forged amicable alliances with the Mi'kmaw People;*
- ∞ *Whereas the first French explorers received instructions from France to create a hybrid People;*
- ∞ *Whereas the said instructions were duly followed by the first French explorers;*
- ∞ *Whereas shortly thereafter individuals of mixed European and Mi'kmaw ancestry were born;*
- ∞ *Whereas the Acadian Métis economy was built on the trading and bartering of fur pelts, hides, fish and lumber with the Mi'kmaq;*
- ∞ *Whereas this practice repeated itself numerous times throughout the next 150 years, predating the Acadian deportation in 1755;*
- ∞ *Whereas this process commemorates the birth of the Acadian Métis as a distinct and unique Aboriginal Nation;*
- ∞ *Whereas 1758 saw the institution of representative government under British rule, thus representing the beginning of effective European governmental control in what is known today as mainland Nova Scotia;*
- ∞ *Whereas Acadian Métis People had historical settlements and communities in what is known today as mainland Nova Scotia;*
- ∞ *Whereas Acadian Métis People continue to exist within the confines of contemporary Acadian Métis communities in mainland Nova Scotia;*
- ∞ *Whereas Acadian Métis People continue to exist as highly mobile, geographically extended, cultural communities despite forced historical displacements;*
- ∞ *Whereas the Acadian Métis People today are compelled to come together in order to ensure the continuity of Acadian Métis culture and identity;*
- ∞ *Be it known that the “Association des Acadiens-Métis Souriquois” is constituted to represent the interests and well-being of the Acadian Métis People, as a Nation, and all their relations, past and present.*

The **objects** of the Society are:

1. To promote the common interests of Acadian Métis communities within the unified framework of this Society;
2. To promote pride and understanding of Acadian Métis history, identity, culture, traditions, ancestry and heritage;
3. To seek appropriate governmental approval and negotiate agreements for the Acadian Métis People as an “Aboriginal People of Canada” in the context of section 35(2) of the Canadian Constitution Act of 1982;
4. To revive and promote relationships of mutual respect, friendship and support between the Acadian Métis People and the Mi’kmaw People, as they once were prior to effective British control of governance in mainland Nova Scotia;
5. To enter into agreements with the Mi’kmaw People in order to negate any perceived or actual threat, conflict or competition associated with the objects of this Society. The Society does not wish to apportion the benefits and rights that belong to the Mi’kmaw People;
6. To seek improvements in the linguistic, educational, spiritual and temporal well-being of the Acadian Métis People;
7. To form alliances and/or become members of other organizations with objects similar to those of this Society;
8. To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and/or monies as may be necessary or desirable in the carrying out of the objects of the Society;
9. To buy, own, hold, lease, mortgage, sell and convey such real or personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that nothing herein contained shall permit the Society to carry on any trade, industry or business, and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

Provided, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society.

The **activities** of the Society are to be carried out in “mainland Nova Scotia and beyond”.

Until a more permanent address is located, the **Registered office** of the Society will be situated at:

Civic # 6192, Route #1, P.O. Box 25, Mavillette, Digby County, Nova Scotia, B0W 2H0.

NAME

BY-LAWS OF “ASSOCIATION DES ACADIENS-MÉTIS SOURIQUOIS”

DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - a. “Society” means “Association des Acadiens-Métis Souriquois”.
 - b. “Souriquois” means “salt water men”. With this meaning, the first French explorers and settlers referred to the Mi’kmaq People of mainland Nova Scotia as “Souriquois” to distinguish them from other Native Tribes. In the context of these by-laws, the adjective “Souriquois” describes the Acadian Métis as people of the Nova Scotia mainland and sea coast having some Mi’kmaq ancestry.
 - c. “Registrar” means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - d. “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - e. “Directors” means “Deputies”.
 - f. “Board of Directors” means “Council of Deputies”.
 - g. “Chair” means “President”.
 - h. “Vice-Chair” means “Vice-President”.
 - i. “Talking Circle” means a meeting that is held with all participants being equally seated in a circle wherein only the holder of a talking stick or feather is allowed to speak. A leader introduces a topic and the stick or feather is handed clockwise to each participant in turn when he/she may speak without disturbance, thus demanding respect, patience and attention from everyone.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly. Membership admissions will include Regular, Associate and Honorary members. The title of Regular member will be given to individuals who qualify as per section (6) below. The title of Associate member can be given to the spouses of Regular members who have no heritage connection. The title of Honorary member can be given to any person who is deserving in the opinion of the Board of Directors. Also the adopted children of Acadian Métis parents can be accepted as Regular members.

3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society. Only Regular members shall be entitled to vote at any meeting of the Society and hold any office, but there shall be no proxy voting. Associate and Honorary members cannot vote or hold office but may sit on certain committees.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted as Regular members of the Society: Any individual over the age of sixteen (16) years who resides in Nova Scotia and beyond, whose families originated in mainland Nova Scotia, who self-identifies as Métis with an ancestral connection to a historical Acadian community, who provides genealogical proof of ancestral connections to Acadian Métis heritage by birth or adoption, who is accepted by the modern Acadian Métis community, and who upholds the objects of the Society and contributes to the support of the Society an amount to be determined at the General Meeting or by the Board of Directors.
7. Other membership admission criteria shall be as follows:
 - a. In conjunction with the required heritage proof, a formal membership application form must be completed and signed by an individual applying for Regular membership in the Society. This completed form must then be reviewed, approved and countersigned by at least (2) members of a Membership Admission Committee, that may be called the Genealogy Committee. Upon acceptance, the issuance of a Regular Membership Certificate (Card) and the entry into the Register of Members, by the Secretary, of the name and address of any individual shall constitute an admission to the Regular membership of the Society. Admission of Associate and Honorary members shall be conducted in a manner prescribed by the Board of Directors.
 - b. It will be the responsibility of the applicant to provide the required heritage proof in order to become a Regular member of the Society. The Society will provide guidelines in relation to the sources of research required for obtaining such proof. The Society will keep a paper file of the heritage proof associated with each Regular member.
 - c. The Regular Membership Card will be a Certificate of Aboriginal Status and will indicate the name and web site of the Society. The Card will carry the identification information, photo and signature that identify the Regular member as Aboriginal by heritage and in conformity with Section 35 of the Canadian Constitution Act of 1982. The Card will also carry the appropriate registration number(s), the date of issue and the signature of an authorized Officer of the Society. A simpler membership card will be designed for Associate and Honorary members. Most sections of the cards will be bilingual, that is, French and English.
8. Membership in the Society will cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these by-laws. The Board of Directors will have the authority to refuse or withdraw the membership of any individual whose behavior is detrimental to the objects of the Society. A Member can only be expelled by reason of conduct and by a majority vote of those present at a meeting of the Board of Directors. If justified, reinstatement of an expelled Member may be considered by the Board of Directors.

FISCAL YEAR AND MEETINGS

9. The fiscal year of the Society shall be the period from January 1st to December 31st.
10. a. The ordinary and annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

b. An extraordinary general meeting of the Society may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty five percent (25%) in number of the Regular members of the Society.
11. Notice to members is required for scheduled general meetings, special meetings and annual general meetings. The notice must:
 - a. Specify the date, place and time of the meeting.
 - b. Be given to members seven (7) days prior to scheduled general meetings or special meetings and thirty (30) days prior to annual general meetings.
 - c. Be given to members either by post, newsletter, newspaper, television, radio, e-mail, telephone, fax and/or other electronic means.
 - d. Specify the nature of business, such as the intention to propose a special resolution, and
 - e. The non-receipt of notice by any member shall not invalidate the proceedings.
12. At each ordinary and annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of the preceding general meeting.
 - b. Consideration of the annual report of the Directors.
 - c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon.
 - d. Election of Directors.
 - e. Election of Officers by the Board of Directors.
 - f. Appointment of auditors.
 - g. All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
13. No business shall be transacted at any meeting of the Society unless a quorum of Regular members is present at the commencement of such business and such quorum shall consist of ten Regular members.
14. If within one-half hour from the time appointed for the meeting, a quorum of Regular members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned **sine die**.

CHAIR

15. Chair
 - a) The Chair of the Society shall preside as Chair at every general meeting of the Society;
 - b) If there is no Chair or if at any meeting he/she is not present at the time of holding the same, the 1st or 2nd Vice-Chair shall preside as Chair;
 - c) If there is no Chair or Vice-Chairs or if at any meeting neither the Chair nor the Vice-Chairs are present at the holding of the same, the members present shall choose someone of their number to be Chair.
16. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.
17. The Chair may, with the consent of the regular members present, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any meeting, unless a poll is demanded by at least three Regular members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the Regular members recorded in favour or against such resolution.
19. If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every Regular Member shall have one vote and no more. Associate and Honorary members shall not vote.

DIRECTOR

21. Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society. These subscribing first Directors may appoint additional Directors to serve temporarily until the first annual general meeting when Directors will be elected as per By-Laws 23 and 25 below.
22. Any Regular member of the Society shall be eligible to be elected a Director of the Society.
23. To assure continuity, fifty per centum (50%) in number of the Directors shall be elected by the Regular members for a term of two (2) years at each ordinary or annual general meeting of the Society; except that at the first ordinary or annual general meeting, one hundred per centum (100%) in number of the Directors will be elected with one-half of their number having a term mandate of only one (1) year to establish the aforesaid continuity sequence.

24. The Regular members shall elect Directors from among the nominated members representing the regional communities that support the work of the Society. Additional Directors, if required, may be elected by the regular members from among their numbers, regardless of regional representation. Should Director vacancies remain after these election processes, the Board of Directors may later appoint additional directors to serve temporarily until the next Annual General Meeting when Directors will be elected as per By-Laws 23 and 25.
25. At the first ordinary or annual general meeting of the Society, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected for a term of one (1) or two (2) years. Retiring Directors shall be eligible for re-election. The same principles shall apply to every succeeding ordinary or annual general meeting except that the Directors shall only retire at the end of their mandated term.
26. In the event that a Director resigns his office or ceases to be a member in the Society, whereupon his office as Director shall **ipso facto** be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
27. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed. Failure to attend three (3) consecutive meetings of the Board of Directors shall constitute a dereliction of duty and may provide sufficient cause for a removal resolution, unless a legitimate excuse can be provided.
28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of the Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.
30. The Chair or, in his/her absence, the 1st or 2nd Vice-Chair or, in the absence of all of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.

POWERS OF DIRECTORS

32. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to engage a co-ordinator and to determine his/her duties, responsibilities and remuneration. The Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide.

The Directors may appoint a Spiritual Advisor having knowledge of Aboriginal spirituality. The Directors may also appoint other positions and/or committees as deemed necessary to carry out the objects of the Society.

OFFICERS

33. The Officers of the Society shall be a Chair, a 1st Vice-Chair, a 2nd Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
34. The Board of Directors shall elect one of their number to be the Chair of the Society for a term of two (2) years, providing that the individual has been nominated and has experienced at least one term of two (2) years as Director or Vice-Chair. The retiring Chair shall be eligible for re-election for a maximum of two (2) consecutive terms. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the Board of Directors. The Chair shall also be an ex officio member of all committees.
35. The Board of Directors shall also nominate and elect from their number a 1st Vice-Chair and a 2nd Vice-Chair, both for a term of two (2) years, providing that the individuals have experienced at least one (1) year as a Director; except that term adjustments may occasionally be required to assure that the mandate of the 1st Vice-Chair does not terminate in the same year as that of the Chair, thus maintaining continuity. The Vice-Chairs shall also be eligible for re-election for a maximum of two (2) consecutive terms. The 1st or 2nd Vice-Chair shall, at the request of the Board of Directors and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period that the Chair may request him/her to do so. The Vice-Chairs shall perform any such duties as may be prescribed by the Board of Directors.
- 36 (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of members, Directors and Executive committee and shall perform such other duties as may be assigned to him/her by the Board of Directors. The Board of Directors shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board of Directors may assign. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer. The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary. Should the position of Secretary-Treasurer (or any other officer of the Society) be vacated for whatever reasons, all records, documents, materials, etc. associated with that position shall be transferred in reasonable time to the replacement officer.
- (b) An Officer of the Society, whose conduct is contrary to the Code of Conduct in the Society's Board Policy Manual, and whose conduct is detrimental to the objects of the Society, may be removed from office by a resolution passed by a vote of two-thirds of the votes cast at a meeting of the Board of Directors.
- (c) The Board of Directors may then appoint any qualifying Director as an Officer to fill the vacancy.

AUDIT OF ACCOUNTS

37. The Auditor of the Society shall be appointed annually by the Regular members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an Auditor, the Directors may do so.
38. Adopting a position of openness and transparency, the Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The Auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the Auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law. The Society shall also make every effort to supply the financial details of its position via an accessible public forum.

POWER OF THE SOCIETY

39. The Society has power to repeal or amend any of these by-laws, and any article in the Memorandum of Association, by a special resolution passed in the manner prescribed by law, as per Section 1 (d). The enactment, repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Nova Scotia Registry of Joint Stock Companies.

MISCELLANEOUS

40. The Society shall file with the Registrar, in conjunction with its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election; and within fourteen days of a change of Directors, notify the registrar of the change.
41. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
42. The Board of Directors shall adopt a seal for the Society. This seal shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
43.
 - a) Preparation of the minutes, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
 - b) Custody of the financial records shall be the responsibility of the Treasurer.
 - c) Custody of the membership records shall be the responsibility of the Membership Admission Committee, that may be called the Genealogy Committee.
44. The books and records of the Society, with the exception of the confidential membership records, may be inspected by any Regular member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

45. a) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair, or the 1st Vice-Chair or the 2nd Vice-Chair, and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- b) For the purpose of financial transactions, cheques or other financial documents shall be endorsed by two (2) authorized members of the Society, with signing authority being officially assigned to the Chair, Treasurer and Secretary, or otherwise as prescribed by resolution of the Board of Directors.
46. The borrowing power of the Society may be exercised by special resolution of the Regular members.
47. The official language of the Society will be Acadian French; however, since most Acadian Métis people are bilingual, meetings and writings may be executed in English whenever appropriate as determined by courtesy and respect for the language loss or preference of some members and associates.
48. When conditions are appropriate, all meetings of the Society will be conducted in the manner of a talking circle as described in the aforesaid definition in section 1 (i). When circular meetings are deemed impractical due to location, number of attendants or for any other reason, the Chair may still request that members be allowed to speak in turn only while holding the talking stick or feather.
49. The Society shall adopt an animal or bird as a Totem to be reserved as a symbol of the Society.
50. Indemnity

Any Officer, Director, Member or any other person who incurs any liability on behalf of the Society shall be indemnified and saved harmless of the funds of the Society, from and against:

- a.) All costs, charges and expenses which such individual sustains or incurs in or about any action, suit or proceedings against him/her, or in respect to any act, deed, matter of thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or position, or in respect to any liability;
- b.) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Society; except such cost, charges or expenses as are occasioned by his/her own willful neglect or fault.