

BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of
THE ANISHINABEK LAND TRUST OF ONTARIO

“Take care of the land, and she will take care of you”

-Elder Mooshum Peter O’Chiese

Section 1 - General

1.01 Glossary

1. In the By-laws of The Anishinabek Land Trust of Ontario Incorporated,
 - a) **Act:** the *Canada Corporations Act*, R.S.C. 1970, chapter C-32, and regulations made under the *Act*, as the same may be amended or substituted from time to time;
(*Note: Include relationship to Canada Not-for-profit Corporations Act*).
 - b) **Anishinaabek:** a group of culturally and linguistically related Indigenous people including the Algonquin, Chippewa, Delaware, Mississauga, Potawatomi, Odawa and Ojibway tribes.
 - c) **By-laws:** includes By-law Number 1 and such other by-laws, duly passed in accordance with the By-laws and the requirements of the *Act*, of the Land Trust.
 - d) **Capacity:** the ability to perform all the actions required to acquire and manage conservation land and *conservation agreements* and manage other programs by having adequate human and financial resources and organizational systems in place.
 - e) **Clan Chief:** an elected official from each Clan that shall represent that Clan on Council.
 - f) **Committee Representative:** the Clan Chiefs’ will represent their Clan’s committee by obtaining the title and roles of Committee Representatives.
 - g) **Clan:** the Clan system for most Indigenous cultures is a traditional form of governance whereby each Clan has teachings and customs that are crucial to their identity and associated with an animal teacher that shares those traits and characteristics.
 - h) **Clan Member:** every Anishinaabek person incorporated within The Land Trust will have an identified Clan, all members of a Clan are Clan Members.
 - i) **Committee:** the Land Trust will have Committees from time to time to support the general operations of the Land Trust. These committees will be associated with a specific clan
 - j) **Conflict of Interest:** a conflict of interest arises when “Insiders” (see definition) are in a position, or perceived to be in a position to benefit financially (or create a benefit to a family member or other organization with which they are associated) by virtue of their position within the non-profit organization.
 - k) **Council:** the Council is made up of an elected Committee Representative from each of the Committees and an elected Chief from each of the Clans represented within the Land Trust. The Clan Chief and Committee Representative may be one and the same.

- l) **Doodem:** the Anishinabek word for Clan.
- m) **Elder:** a person who is valued for their wisdom and knowledge.
- n) **GAAP:** the Canadian Institute of Chartered Accountants (CICA) issues *Generally Accepted Accounting Principles (GAAP)*. CICA's Handbook of Accounting and Auditing Standards provides standards for Financial Statements for Not-for-Profit Organizations.
- o) **Fee Simple:** the most extensive tenure allowed under the feudal system allowing a tenant to sell or convey by will or transfer to an heir if the owner died intestate. In modern law, almost all land is held in *fee simple* and this is as close as one can get to absolute ownership in common law.
- p) **Important Conservation Values:** these are the key values on a site that are the focus of protection efforts. *Important conservation values* are determined during property evaluation and project planning.
- q) **Insiders:** Council and Chiefs, substantial contributors, parties related to the above, those who have an ability to influence decisions of the organization and those with access to information not available to the general public.
- r) **Land Trust:** a charitable organization that, as all or part of its mission, actively works to conserve land by undertaking or assisting in land or *conservation agreement*, or by engaging in the stewardship of such land or *conservation agreements*.
- s) **Officer:** Chairperson, Secretary, Treasurer of the Land Trust, as well as any other person designated an officer of the Land Trust in accordance with the By-laws.
- t) **Private Benefit:** when the net earnings of a charitable organization come to the benefit of any private shareholder or individual.
- u) **Qualified Independent Appraisal:** an independent appraisal prepared in compliance with the Canadian Uniform Standards of Professional Appraisal Practice by a certified appraiser who has verifiable *conservation agreement* or conservation real estate experience.
- v) **Short Narrative:** a written estimation of a property's value most often prepared by a qualified appraiser and occasionally prepared by a highly experienced real estate professional. A *short narrative* may be used instead of a *qualified independent appraisal* when the economic value of the property is so low as to negate concerns about *private benefits*, or when a full appraisal is not feasible before a public auction. (A *short narrative* is not sufficient in the case of transactions with *insiders*.)
- w) **Talking Circle:** a process by which Council, Chiefs, and Clan members will use to reach consensus on various decisions. The talking circle involves the sharing of ideas, thoughts and processes by all those involved to ensure equal voice and participation within the Land Trust.
- x) **The Land Trust:** the Anishinaabek Nation Land Trust.

- y) **Traditional Knowledge:** a body and practice of Knowledge that often stems from the sense of self that comes from a relationship with the land and is passed down through generations of Knowledge Holders.
- z) **Vision Quest:** a vision quest, as defined in this document, is a spiritual journey with a Healer or Elder to connect with Creator and seek answers. An example being a naming ceremony or Doodem identification, where one can learn their spirit name or traditional Doodem.

1.02 Name

The name of the Corporation is The Anishinaabek Land Trust of Ontario (“The Land Trust”).

1.03 Purpose

To preserve and enhance natural environments and Anishinaabek cultures by securing land, stewarding land, and honoring traditional ecological and cultural knowledge and practices and by providing public education and science for the general public and future generations.

1.04 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa.

1.05 Severability and Precedence

The invalidity or enforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or Purposes, the provisions contained in the Articles or Purposes, as the case may be, shall prevail.

1.06 Seal

The seal of the Corporation, if any, shall be in the form determined by Council.

Section 2 - Offices

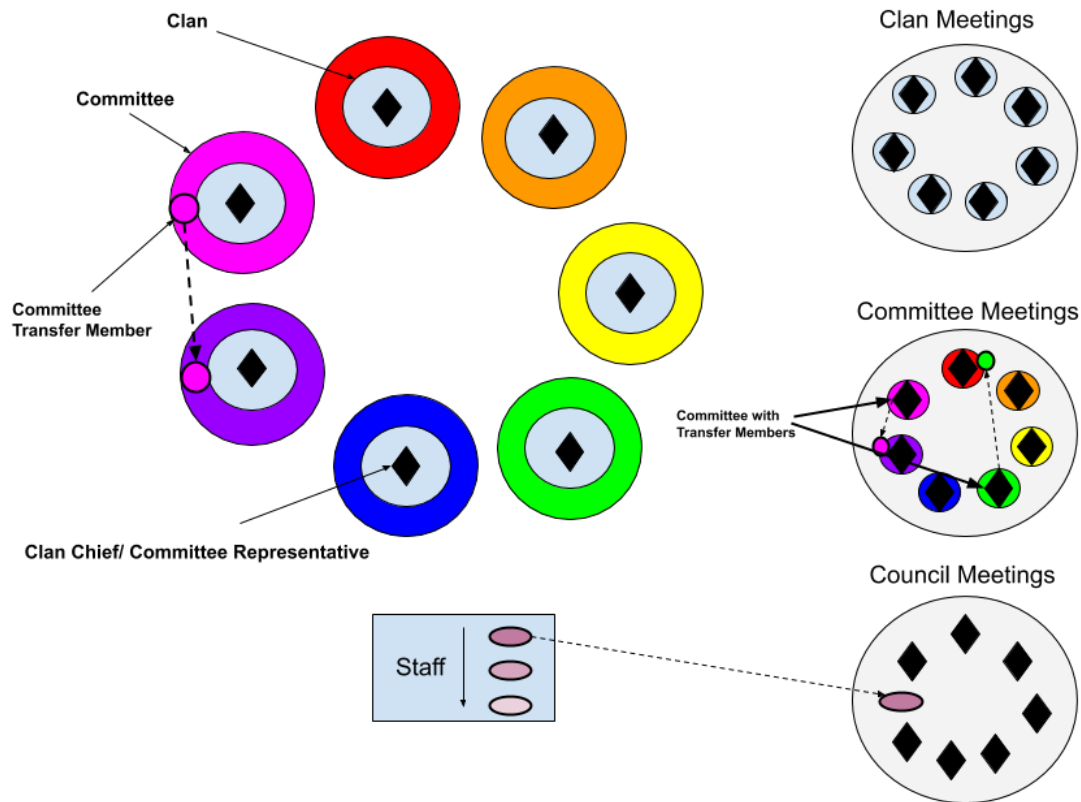
2.01 Head Office

The default meeting location of the Council shall be located in Haliburton, Ontario.

2.02 Secondary Offices

Other meeting locations, whether online or in person, may be chosen by the Council or members looking to call a meeting, as long as adequate notice is given to members potentially involved in the meeting.

Section 3 - Membership Structure



Governance Structure

3.01 First Council Membership

At the time of incorporation, and until the first annual general meeting, the Council of the Corporation shall consist of the original Anishinaabek incorporators/signatories named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted by the signatories by resolution. These members will be considered the First Council Members.

3.02 Membership Admission

The Land Trust Council, Clans and Committees will be open to all Anishinaabek People. Admission to the Land Trust is by submission of interest to the Council and accepted through consensus by Council.

3.03 Membership Termination

A member shall cease to be a member of The Land Trust:

- A) By delivering a resignation in writing to the Corporation;
- B) The Council of The Land Trust may, by a resolution duly passed at a Council meeting, suspend or expel any member.

3.04 Members Joining

Members will be committed to the Land Trust through the identity and responsibility associated with one of the seven Clans. Members who identify with a specific Clan will automatically be placed on the Committee associated with that Clan. Members can only be a part of one Clan and one Committee at a time. If a member has interest in a Committee not assigned to their Clan, they have the choice to transfer to a different Committee while staying in their original Clan. Members who join a new Committee relinquish their voting rights on their original Committee, transferring them to the new Committee.

3.05 Clans

The Land Trust will implement an Anishinaabe clan system that recognizes the seven original Clans. Each Clan will be assigned to oversee a Committee amalgamated with traditional roles and responsibilities that are most relevant to that Clan such that members can realize their traditional Clan roles and responsibilities through participation on the associated Committee.

Clans will attempt to reach consensus decision making and shall vote on matters when consensus cannot be reached. Decisions and concerns elucidated in Clan meetings will be brought to Council by each Clan Chief.

3.06 Clan Chief

There shall be an annual election within each Clan to appoint a Clan Chief. Each Clan Chief will serve as a representative for their Clan, and will be responsible for communicating their Clan's organizational changes, decisions and concerns to the Council. The Clan Chief will also serve as Committee representative for their Clan's associated Committee.

3.07 Committee Representative

Once The Land Trust has each Clan represented and each associated Committee operating, the corresponding Clan chief must be assigned to their respective Committee.

The Committee Representative is the Chief of the associated Clan responsible for that Committee, and will be responsible for communicating their Committee's status and needs to Council. Clan Chiefs will vote on behalf of their Committee at Council meetings on the actioning decisions of The Land Trust.

3.08 Committees

The First Council will create a set of Committees that will each be responsible for different specialized aspects of general operations of The Land Trust. The Council, Clans, and Committees may elect to add or change Committees through the decision making processes of The Land Trust. Each committee will be assigned to a designated Clan that correlates to the responsibilities and duties of each Clan.

Committee members will deliberate on day-to-day operations of The Land Trust and their collective decisions will be represented on Council through the voting powers of the associated Clan Chief.

Once each Clan is represented sufficiently, it is expected that clan members (as opposed to Clan Chiefs) move towards participation on their associated/aligned committees, so that the Clan system evolves to take the place of committees and traditional governance will be realized. Exceptions for Clan members can be made by resolution of Council.

3.09 Committee Transferral

Any member of The Land Trust may apply to be on any Committee if they choose to transfer from the Committee their Clan is associated with. A Clan meeting will be held amongst Clan members associated with the new Committee to approve transition.

3.10 Absent Clans

In order for a Clan to acquire Committee representation on Council, and therefore a vote on The Land Trust matters, there must be enough members in the Clan to meet minimum Clan member requirements. Minimum clan member requirements will be decided on by the First Council, and may be amended by future Councils.

3.11 Additional Clans

If someone wishes to join The Land Trust membership and they identify with a Clan that is not represented in the current structure, the Council will determine how that Clan will participate in The Land Trust. If the Council confirms the addition of the newly added Clan, the minimum Clan requirements will be applied.

Section 4 - Council

4.01 Composition

The First Council consists of the original Anishinaabek Land Trust incorporators/ signatories. Following the establishment of the Clan and Committee systems in The Land Trust, the Council will consist of the Clan Chiefs, and the Staff Director(s) who will serve in a non-voting capacity.

4.02 General Powers

The Clan Chiefs on Council shall serve as the Board, having final decision-making powers when managing the affairs of The Land Trust. The Council, made up of the various Clan Chiefs and Director(s) will fairly represent the views and opinions of every member of The Land Trust.

4.03 Number and Term

The number of Clan Chiefs that will constitute the Council shall be equal to the number of Clans meeting minimum member requirements determined by the Council. Each Clan Chief shall serve 1-year terms, and the Council shall decide if there will be a term limit, as well as what that limit would be.

4.04 Committee Voting

Committee Representatives will bring the decisions of their Committees to the Council, where they will be expected to vote in accordance with their Committee's decisions. Committee Representatives are the only members of Council with voting powers. The actions voted on by the Council will determine the management of the Land Trust. Only one vote is allowed for each Committee Representative, and voting can be done by proxy.

4.05 Meeting Conduct

- a) The Council will meet at least quarterly. Any action the Council passes will determine the management of the Land Trust.
- b) Council will receive meeting minutes from each Committee meeting, as well as from any Clan or Special meetings that have occurred during the interim between Council meetings.
- c) All individuals present will have a chance to speak, but only Clan Chiefs are allowed to vote on matters. Only one vote will be allotted to each Chief.
- d) All Council Meetings will use the Talking Circle as a mode of decision making and for reaching consensus between Clan Chiefs.
- e) If consensus between Clan Chiefs cannot be reached, the Clan Chiefs may decide, through consensus, to put the matter to a vote or to defer the matter until a later meeting.
- f) Council meeting minutes will be recorded by the elected Secretary/s(6.03) and will be reported following the standards of the *Act*.

4.06 Notice of Meetings

Notice of any meeting of the Council must be provided to each Council member at least 7 days before the meeting. Meeting notice must include the date, place, and time, as well as topics of discussion.

4.07 Quorum

One more than half of the Clan Chiefs being present shall constitute a quorum for Council meetings. Whether or not a quorum is present, Council members present at any Council meeting may decide to adjourn the meeting through consensus.

4.08 Council Records

In order to uphold the most efficient and accurate reporting standards in accordance with the *Act*, The Land Trust will keep records of Committee Representative information required for members of The Land Trust Board by the *Act*, and will update these records as changes are made to the Council.

4.09 Minimum Meeting Attendance

Each Clan Chief will be required to sit on a minimum of four Council meetings per year in order to retain their position on the Council.

Section 5 - Meetings

5.01 Annual General Meeting

- a) The annual meeting shall be held at a time, on a day and at a place within Ontario fixed by the Council.
- b) Notice of the meeting must be provided to all clan members not less than 10 days prior to the Annual General Meeting and must include a description of the business to be transacted at the meeting. According to Canadian Law, the notice will also be made public*.
- c) The business transacted at the annual meeting shall include:
 - 1. receipt of the agenda;
 - 2. receipt of the minutes of the previous annual and subsequent special meetings;
 - 3. consideration of the financial statements;
 - 4. report of the auditor or person who has been appointed to conduct a review engagement;
 - 5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - 6. Presentation of the elected Committee representatives and ratification of their role by Council; and

7. such other or special business as may be set out in the notice of meeting.

5.02 Clan Meetings

The Clans will meet as often as necessary. Clan meetings are for deciding on changes to the organizational structure of the Clan, including Clan Chief elections. All Clan meetings will use the Talking Circle as a mode of decision making and for building consensus. Meeting minutes for each Clan meeting will be given to the Clan Chief, who will then relay Clan decisions and concerns to Council. Clan Chiefs are responsible for providing notice to each Clan member of date, time, place, and affairs to be discussed at each Clan meeting not less than 5 days prior to each meeting. Any Clan Chief can call a meeting of their Clan, and any member requesting a meeting can do so with the approval of their Clan Chief.

5.03 Committee Meetings

Committees will meet as often as necessary. Committees will be specialized to strategize about all aspects of the general operations of The Land Trust. The Talking Circle method of discussion will be used at Committee meetings to ensure the process of consensus development and equal voice. Each Committee's meeting minutes and decisions will be recorded by the elected Committee Secretary, and will be brought to Council by the Clan Chief of the associated Clan acting as Committee Representative. Committees are represented on Council by a maximum of one vote per Committee.

5.04 Special Meetings

- a) Any Clan Chief can call a Special meeting. Special meetings can be with Council only or with any and all Clans/Committees for any purpose connected with the affairs of The Land Trust,
- b) Special meetings must be called by providing sufficient notice of time and place for all appropriate members not less than 10 days prior to the appointed meeting time.
- c) At the onset of any Special Meeting, members will elect a delegate secretary who will document the meeting minutes for that meeting.
- d) Meeting minutes for any Special Meetings conducted in the interim between Council meetings must be brought forward for discussion at the next Council Meeting.

5.05 Decision Making - Committee and Council

- a) Decision making is by consensus and conducted in Talking Circle Meetings.

- b) Each Committee will be responsible for strategizing on how to conduct different operations in The Land Trust. Committee decisions will be made through voting if consensus cannot be reached.
- c) The Committee Representative of each Committee will report their Committee's status and needs to Council, as well as any Committee decisions/work plans for approval.
- d) Following the review of any presentations made following (c), Committee Representatives will vote on behalf of their Committee on actioning decisions of The Land Trust.
- e) If consensus cannot be reached as per (d), the Representatives may elect to defer the matter or put the matter to a majority vote.

5.06 Members Voting

- a) Members will vote within their Clans at Clan meetings. Only one vote is allowed for each person and no voting can be done by proxy.
- b) Members will vote within their Committees at Committee meetings. Only one vote is allowed for each person and no voting can be done by proxy.

5.07 Quorum

- a) One more than one half of the members of a Clan shall constitute a quorum for that Clan. Whether or not a quorum is present, Clan members present at any Clan meeting may decide to adjourn the meeting through consensus.
- b) One more than one half of the members of a Committee shall constitute a quorum for that Committee. Whether or not a quorum is present, Committee members present at any Committee meeting may decide to adjourn the meeting through consensus.
- c) Quorums for Special meetings will be decided by the Council.

5.08 Meeting Records

- a) The Organization's appointed Secretary will be the official record keeper and will be responsible for all meeting minutes at Committee and Council meetings.
- b) Members within each Clan will have annual elections to choose the Clan Scribes who will serve 1-year terms with the main purpose of recording meeting minutes at Clan meetings for their respective Clans.

5.09 Conflict Resolution

Notification of any concerns will be provided to the "offending" members/Clans/Committees as appropriate, well in advance of the Circle meetings where the issue will be discussed transparently with the "offending" party present. Decisions as to reparations will be made at Council meetings and recorded.

5.10 Proxy

No voting can be done by proxy for any Committee or Special meetings.

5.11 Conflict of Interest

A Council, Clan or Committee member who is in any way directly or indirectly materially interested in a contract or transaction, or a proposed contract or transaction, with The Land Trust shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Council or Clan member shall attend any part of a Council, Committee or Clan meeting or vote on any resolution to approve any such contract or transaction.

Section 6 - Officers

6.01 Chair

- a) The meeting Chair for Council meetings will be rotated regularly between the Clan Chiefs present at Council.
- b) Despite (a), the Chair may be decided at the onset of a Council meeting if the major subject at hand is determined to be more suitable to one of the Clans, and therefore will be the Chief of that Clan.
- c) The meeting Chair for all Clan meetings shall be the Clan Chief of each respective Clan.
- d) Despite (c) the Clan Chief may appoint a Chair for the meeting in his/her absence.

6.02 Treasurer

The Treasurer will:

- a) Be voted in or appointed by Council for a term of one year.
- b) Be concerned with treasury/finance.
- c) Be responsible for accurate and honest reporting of the Trust's funds, receipts, and financial disbursements following the standards set out by the *Act*.
- d) Facilitate monetary distributions by the order of the Council, and may carry out any other financial duties deemed appropriate by the Council.

6.03 Secretary

The Secretary will:

- a) Be voted in by the Council for a term of one year.
- b) Be responsible for recording the meeting minutes of any meeting (Council, Committee, or Special meeting).
- c) Provide sufficient notice of meeting setting and proceedings of the AGM to members of the Land Trust.

- d) Ensure that the reporting requirements of the *Act* are met.
- e) Manage additional duties designated by the Council.

In the event that the Secretary cannot attend any Council, Committee, or Special meeting, the Secretary will choose a delegate to attend that meeting and fill their duties in their absence. See Secretary Delegate Policy.*

6.04 Staff Director

- a) The Council will elect a member to serve as the Staff Director for the organization.
- b) This elected official will have actioning powers vested to them by the Council, and will therefore act at the direction of the Council.
- c) The Director will also be responsible for leading, overseeing, coordinating, and reporting on the progress of Staff activity.
- d) The Staff Director will report to Council and have no voting powers at Council meetings.
- e) Are not Council Members, but can be Committee members.

Section 7 - Financial

7.01 Financial Year

The Financial Year of the Corporation ends on March 31 each year or on such other dates as the Council may from time to time designate by resolution.

7.02 Banking and Bank Accounts

The Council shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. Bank accounts may be kept in the name of the Company with any chartered bank or trust company in Canada or elsewhere, and all bills of exchange, cheques, promissory notes and hypothecations shall be made, drawn, signed, accepted, endorsed or executed by such officers or other persons as may be designated by resolution of the Council.

7.03 Books and Records

The Land Trust shall keep up-to-date and accurate bookkeeping and reporting practices in accordance with the *GAAP* and the *Act*. The appointed Treasurer of The Land Trust must ensure careful observation of the financial state of the Trust, and will bring to the attention of the

Council any potential financial imbalances that could negatively affect The Land Trust. Additionally, The Land Trust will keep a registry of all of its members and Officers, as well as a collection of the meeting minutes of any Committee, Council, or Special Meeting. When required by the *Act*, The Land Trust will provide any of these records to the appropriate recipient.

7.04 Council Payment

Any voting members of the Council shall receive no form of salary or benefits from The Land Trust. The only form of payments allotted to any voting Council members by The Land Trust shall be in the form of a reimbursement for expenses incurred due to Land Trust operations, or in the form of payment for professional services that would normally be contracted out. In the latter case, there must be accurate documentation on why this service was required, as well as documentation of appropriate compensation based on comparisons to similar available services.

7.05 Audit

The Council shall determine a credible third party to conduct a financial audit following the Financial Year as outlined in s(7.01).

7.06 Monetary Lending

The Land Trust will not engage in the lending of monetary assets to its members or other parties.

Section 8 Donations and Funding

8.01 Fundraising Plan

It will be the responsibility of the Treasury Committee, as well as any other Committees relevant to social outreach to strategize a Fundraising Plan for The Land Trust. These relevant Committees will use the Land Trust's financial records to determine the financial need of The Trust in order to retain charity status, and will strategize funding needs accordingly. Additionally, this Plan will involve programs and events The Land Trust will enter into in attempts to acquire the needed funding.

Section 9 - Liability

9.01 Indemnification

Where any parties associated with The Land Trust, whether an officer, Council member, or general Land Trust member, are found liable for monetary expense, The Land Trust shall provide compensation to that party to the fullest extent permitted under the *Act* through indemnification. Any court fees and fines, as well as any other expenses deemed appropriate for compensation by

the Council shall be reimbursed to the liable party under the circumstances that they acted in good faith and did not participate in any misconduct or self-interest.

9.02 Insurance

The Land Trust will retain accounts with secure funds to be used in the event that The Land Trust or its members are held liable. Where members are held liable, the Council will elect to access these funds if the offence was unavoidable or accidental.

Section 10 - Amendments

10.01 Changes to By-laws

The Council may, through a fulsome process by resolution elect to amend or repeal these By-laws. If change occurs, the Trust will ensure accurate reporting to the correct authority as outlined in the *Act*.

10.02 Traditional Governance

- a) When there are discrepancies between traditional and modern mainstream law in matters of governance and decision-making, traditional practices and governance supersedes Canadian Law.
- b) The Traditional Council of The Land Trust sanctions and stewards the policies and procedures of the organizations.

Section 11 - Staffing

11.01 Staff

The organization will hire staff and/or contractors from time to time to deliver day to day operations or special projects. Staff have no voting rights and are not part of Council.

11.02 Reporting and Direction

- a) Staff carrying out the actions of the organization will act at the direction of the Council and will adhere to any recommendations.
- b) Senior Staff report to Council.