

MANITOBA ASSOCIATION OF  
**Friendship Centres**

# Constitution

&

# Bylaws

**June 9, 2019**

**MAC Constitution & Bylaws - Approved June 9, 2019**

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## **ARTICLE I NAME AND PURPOSE**

**Section 1** The name of this organization shall be Manitoba Association of Friendship Centres Inc. (hereinafter referred to as the “Association”)

**Section 2** The head office of the Association shall be located in the Province of Manitoba at such a place as designated by the Board of Directors.

**Section 3** The purpose of the Association is to unify the member Friendship Centres of Manitoba into one strong voice addressing issues at the local, provincial and national levels for the betterment of Aboriginal people. The target groups are the Friendship Centres in the Province, which are originally intended to provide programs and services to Aboriginal people who migrate from rural to urban settings.

**Section 4** Any reference to Friendship Centre shall mean “Aboriginal Friendship Centre.”

## **ARTICLE II OBJECTIVES**

The objectives of the Association are as follows:

To improve the quality of life for Aboriginal people by supporting self-determined activities; to encourage equal access and participation in society;

To respect and strengthen the increasing emphasis on Aboriginal cultural distinctiveness;

To further the objectives of Member Friendship Centres by:

Negotiating with government and organizations regarding matters of concern to member Friendship Centres collectively;

Providing assistance to any member Friendship Centre in matters directly related to the member Friendship Centre when requested to do so by the member Friendship Centre especially in the areas of cultural awareness, programming, community development, administrative support and training;

Dissemination of information concerning the member Friendship Centres, Aboriginal people and the general public;

Encouraging and improving communication between member Friendship Centres;

Developing resources and encouraging new initiatives for member Friendship Centres.

To promote the development of new Friendship Centres;

To provide such direct services and programs as are deemed appropriate by the MAC Board of Directors;

To remain non-partisan and non- sectarian.

## **ARTICLE III MEMBERSHIP**

**Section 1** Incorporated Friendship Centres may apply for membership in the Association by providing written submission to the Board of Directors.

This submission shall comply with the Standards Manual (of) the Association, MAC Code of Ethics and Code of Conduct and shall contain the following information:

1. Articles of Incorporation of the Friendship Centre;
2. A resolution from the Board of Directors of the Friendship Centre requesting membership into the Association;
3. A community profile describing the community and its needs;
4. Copies of the Friendship Centre's Constitution and By-laws;
5. A detailed history of the Friendship Centre including start-up date,
6. Membership, programs, services, funding sources and an audited financial statement with Management Letter;
7. Community letters of support;
8. Membership fees will be paid at time of application and prorated accordingly.

Membership in the Association may be terminated for any act(s) of conduct that is detrimental to the Association or its member Friendship Centres, or actions inconsistent with the Code of Ethics and the Code of Conduct of the Association.

A termination of membership must be passed by a two-thirds (2/3) majority vote at a Board of Directors meeting which takes effect immediately.

**Section 2** Friendship Centres will be granted membership into the Association by a two-thirds (2/3)-majority vote of the Board of Directors.

**Section 3** The amount of the membership fee shall be determined by a majority of the Board of Directors at each annual meeting.

If a member Friendship Centre has not paid its membership fees prior to the quarterly meeting being called to order, their delegates shall not be eligible to vote at said meeting.

**Section 4** A Friendship Centre may withdraw from membership in the Association by way of written resolution by the Board of Directors of that particular Friendship Centre.

Withdrawal of membership upon written notice becomes effective upon receipt by the Association. The withdrawal period must be for a minimum of one (1) year.

Upon expiry of the withdrawal period, Friendship Centres may reapply for membership. Friendship Centres applying for reinstatement into the Association must conform to the same application procedures as new members.

The Board of Directors may impose additional terms and conditions prior to reinstatement into the Association.

**Section 5** Any member Friendship Centre may be suspended from the Association for any acts or conduct that is detrimental to the Association or its member Friendship Centres or actions that are inconsistent with the Code of Ethics or Code of Conduct of the Association. The notice of motion shall include the reason and proposed length of the suspension. It shall also include the conditions to be met in order for the suspension to be lifted. If the conditions are not met within the prescribed time the suspension may be extended.

A suspension must be passed by the Board of Directors by two-thirds (2/3)- majority vote.

The Board of Directors will take into consideration the severity of the act or conduct in determining the conditions of suspension. A Notice of Motion will be provided 7 days prior to the date of the meeting established to deal with the suspension.

**Section 6** Any representative of a member Friendship Centre may be suspended from the Association for any acts or conduct that is detrimental to the Association or its member Friendship Centres or actions that are inconsistent with the Code of Ethics or Code of Conduct of the Association.

A suspension must be passed by the Board of Directors by two-thirds (2/3) majority vote.

The Board of Directors will take into consideration the severity of the act or conduct in determining the conditions of suspension. A Notice of Motion will be provided 7 days prior to the date of the meeting established to deal with the suspension.

**Section 7** Membership in the Association may be terminated for any act(s) of conduct that is detrimental to the Association or its member Friendship Centres, or actions inconsistent with the Code of Ethics and the Code of Conduct of the Association.

A termination of membership must be passed by a two-thirds (2/3) majority vote at a Board of Directors meeting which takes effect immediately.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1** The affairs of the Association shall be managed by a Board of Directors. Each member Friendship Centre shall appoint voting delegate(s) to attend meetings held by the Association.

**Section 2** Each member Friendship Centre of the Association shall be entitled to name not more than two (2) voting delegates to each annual meeting, and not more than one (1) to each quarterly or special meeting held by the Association. Each voting delegate shall be entitled to attend all sessions of the meeting.

**Section 3** Each member Friendship Centre of the Association must name their Primary and Alternate Voting Delegate(s) for Board meetings by way of a “Letter of Credentials” on an annual basis by September of each year.

Each member Friendship Centre of the Association must name their Primary, Secondary and Alternate voting delegates for the AGM by way of a “Letter of Credentials” prior to the commencement of the AGM.

The Letter of Credentials must be presented to the Secretary/Treasurer of the Association or, in his/her absence, to the Executive Director of the Association.

**Section 4** Each voting delegate must be either a Board, Staff or appointed representative of a member Friendship Centre that is in good standing.

**Section 5** The Board of Directors of the Association shall serve without compensation. No Director of the Board shall be entitled to any profit or, to reimbursement for any wages lost in the performance of his/her duties.

Reasonable expenses incurred by a member of the Board in the performance of his/her duties may be reimbursed.

**Section 6** No member of the Board of the Association shall be liable for any willful acts, neglect or omission of any other member of the Board or employee of the Association, which may happen in the execution of his/her duties.

**Section 7** The Board of Directors of the Association are hereby authorized from time to time to give indemnities to any Director or person who has undertaken or, is about to undertake any liability of the Association.

Sufficient Directors and Officers Liability Insurance shall be held by the Association to protect the Directors and Officers.

**Section 8** Standing Committees of the Association shall be:

**A.** Executive Committee **B.** Constitution & Policy Review **C.** National Issues **D.** Finance/Personnel

**Section 9** Standing Committees of the Association, with the exception of the Executive Committee, shall be made up of not more than five (5) Members.

Recruitment or appointment of individuals to a Standing Committee of the Association must be approved by simple majority of the members present at a duly called meeting of the Association.

**Section 10** Ad Hoc Committees of the Association may be established by the Board of Directors as required. The purpose of such committee shall be clearly stated by the Board of Directors and shall be a standing item on each quarterly meeting agenda, until such time as the committee is dissolved.

**Section 11** A Youth Report shall be included on the Agenda of the Association for the presentation of their issues and activities.

## **ARTICLE V BOARD MEETINGS & ANNUAL GENERAL MEETING**

**Section 1** The Board of Directors shall have a regular meeting once in each quarter of the fiscal year and may hold special meetings at any time to conduct the business of the Association.

**Section 2** The Board of Directors shall determine the locations of all regular and special meetings.

**Section 3** Special meetings of the Association may be called by the President of the Board with at least 2 days' notice of said meeting date.

Member Friendship Centres shall be entitled to participate in such meetings by teleconference.

**Section 4** Special meetings of the Association may be requested by two (2) member Friendship Centres provided they submit a written request to the Executive Committee at least 7 days prior to said meeting date.

Member Friendship Centres shall be entitled to participate in such meetings by teleconference.

**Section 5** Any Director of the Board may waive notice of any meeting in writing. The attendance by a Director of the Board at any meeting shall constitute a waiver of notice of such meeting, unless a contrary intention is expressed.

**Section 6** To validate a meeting every Director of the Board must be provided with proper notice or the Director of the Board waives notice.

**Section 7** At each Board of Directors meeting the Directors of the Board and the Executive Committee Members shall have one (1) vote, with the exception of the Chairperson who shall vote only in the case of a tie.

**Section 8** The Annual Meeting of the Association shall be held within 90 days of the Fiscal Year end on a date and place set by the Board of Directors and this meeting shall be held prior to the Annual Meeting of the National Association of Friendship Centres (hereinafter referred to as the NAFC).

**Section 9** At the MAC AGM, the Executive Committee will not have a vote.

**Section 10** The activities of the Annual General Meeting of the Association shall include the following:

Review of the past year's activities of the Association;

Review any Constitutional changes or amendments;

Review Audited Financial Statements;

Appoint the Auditor for the next fiscal year;

Conduct election of officers;

Consideration of any Association Resolutions;

Recognition of any outstanding contributions or achievements.

## **ARTICLE VI RULES OF PROCEDURE**

**Section 1** Meeting Rules of Procedure of the Association shall be Robert's Rules of Order.

**Section 2** A quorum of the Annual Meeting and Regular Meeting of the Association shall consist of 50% plus one (1) of the persons entitled to vote at the meeting(s). Member Friendship Centres must be in good standing in order to vote.

**Section 3** No agenda item shall be tabled for more than one (1) regular Board of Directors meeting.

**Section 4** Any motion not specifically directed to a Committee or, to an officer, staff or third party, shall be delegated to the Executive Committee for action.

**Section 5** Committees are referred matters for review, research or recommendation and shall report findings to the Board of Directors for further action.

**Section 6** Only the Executive Committee may sub-delegate any motion so referred by the Board of Directors, unless directed otherwise under the terms of the motion.

**Section 7** The Executive Director shall be accountable to the Board of Directors; communicating to the Executive Committee in principle and, to the President of the Association, in particular.

**Section 8** The Board of Directors shall maintain the Code of Ethics and the Code of Conduct of the Association and review them annually.

**Section 9** Member Friendship Centres are responsible for the conduct of their delegates, alternates and their representatives.

**Section 10** A vacancy on the Board of Directors shall not invalidate any business transacted at any meeting held during the period of such vacancy.

**Section 11** In the case of a tie vote, the decision of the Chairperson shall be final.

**Section 12** At the discretion of the chairperson, voting shall be by show of hands or by ballot.

**Section 13** Motions must have a seconder. Passing of motions requires majority vote of the meeting quorum.

**Section 14** Any member who intends to run for an Executive Position at the NAFC Annual General Meeting, including the Youth Representative must be a voting delegate and have a letter of support from the Association indicating the position being sought.

**Section 15** A Voting Delegate who is not able to attend a meeting or a voting Delegate, who must leave a meeting early, may assign his or her vote to the designated Alternate Voting Delegate.

Such assignment must be declared to the Secretary/Treasurer of the Association or, in his/her absence, to the Executive Director of the Association at the time the assignment takes effect.

Once the vote has been assigned to the alternate voting delegate, it may not be transferred back to the original voting delegate.

## **ARTICLE VII EXECUTIVE COMMITTEE**

**Section 1** The Executive Committee shall have and exercise all the powers and authority of the Board of Directors between regular meetings, provided that no action taken is contrary to any policy established or approved by the Board of Directors. The Board of Directors must ratify any decisions at the next regularly scheduled meeting.

**Section 2** The Executive Committee of the Association shall be composed of a President, 1st Vice-President, 2nd Vice-President, a Secretary/Treasurer, and the Youth Representative.

**Section 3** The Executive Committee, with the exception of the Youth Representative, shall be elected by the voting delegates at an Annual Meeting for a term of two (2) years, in staggered intervals.

The first staggered term shall consist of a ballot vote for the positions of President and 2nd Vice-President.

The second staggered term shall consist of a ballot vote for the positions of 1st Vice-President and Secretary/Treasurer.

Any member who intends to run for an Executive Position, excluding the Youth Representative of the Association must be a voting delegate and have a letter of support from their respective Friendship Centre indicating the position being sought.

The Youth Representative of the Association must have a letter of support from their respective Friendship Centre for the youth to serve as an Executive member of the Association.

**Section 4** Should an Executive Member of MAC be elected to a National Executive Position they shall resign their position on the MAC Executive Committee at the beginning of the next following quarterly meeting.

**Section 5** No Friendship Centre shall have more than one (1) member on the Executive Committee of the Association at any one time, with the exception of the Youth Representative.

**Section 6** An Executive Committee Member failing to attend two (2) regularly scheduled meetings of the Board or two (2) duly called Executive Committee meetings in one year, without giving written notice may be removed from his/her position by the Board of Directors.

**Section 7** A member of the Executive Committee of the Board of Directors shall vacate his/her position if:

He/she resigns from office by written notification to the Executive Director of the Association;

At the meeting of the Association a resolution indicating his/her removal from office is passed by two-thirds (2/3)-majority vote of the Board of Directors;

He or she becomes of unsound mind;

The Friendship Centre of which he/she is a member, or a staff member ceases to be a member of the Association.

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

Who is less than 18 years of age;

A person who is not an individual; and

A person who has the status of a bankrupt.

**Section 8** In the event of the President vacating office, the 1st Vice-President shall assume the office of Presidency. The position of 1st Vice- President would be offered to the 2nd Vice-President and

Secretary/Treasurer respectively. If the 2nd Vice-President assumes the 1st Vice-President, the position of 2nd Vice-President would be offered to the Secretary/Treasurer. Once this is complete, an election to fill the vacancy created would be held.

The term of office for each position is effective until the next Annual Meeting at which time an election will take place. Vacancy notices shall be given to the member Friendship Centres as soon as they occur or at least 21 days prior to any Regular or Annual Meeting.

**Section 9** The quorum of the Executive Committee shall be three (3) of the four (4) elected members.

**Section 10** Meetings of the Executive Committee may be requested to the President, by any Executive Committee member and shall be in writing at least five (5) working days prior to such meeting date. Members of the Executive Committee may participate in such meetings by teleconference or by any other electronic means available.

**Section 11** When required, the Executive Committee shall act as a mediation body to assist individual member Friendship Centres in resolving difficulties they may be experiencing. The Executive Committee shall contact the individual member Friendship Centre to offer the assistance or the individual member Friendship Centre may request the Association provide the assistance.

A letter must be written to offer or request the assistance for the purposes of documentation.

## **ARTICLE VIII DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

**Section 1** The President shall be a member of the Board of Directors and shall chair and call all meetings of the Board of Directors and the Executive Committee. The President shall be the ex-officio member of all committees of the Association and:

Shall ensure that each member of the Executive Committee is performing tasks required of such Committee member;

Shall act as the spokesperson for the Association to all levels of government and direct other Board Members, Executive Members and Staff on the positions which they may convey on behalf of the Association;

Shall ensure that all Association resolutions and motions are assigned to an appropriate person for accomplishment and shall periodically review the progress made on such resolution or motion;

Shall provide at each regular and at each Annual General Meeting, a written report;

Shall be the voting delegate to the NAFC Annual General Meeting, unless unable to attend in which case another Executive Committee Member will be selected;

Shall act as a primary alternate to the 2nd Vice-President, as required;

Shall be a signing officer of the Association and;

Shall be responsible for performing other such duties as deemed necessary from time to time by the Board of Directors.

**Section 2** The 1st Vice-President shall be a member of the Board of

Directors and shall be the Chair of the Constitution & Policy Review Committee and:

Shall preside over meetings in the President's absence;

Shall in the absence of the President or in his/her inability or refusal to act, perform to act and perform the duties of the President;

Shall periodically review the Constitution and Policies of the Association to ensure their appropriateness;

Shall review and maintain the Code of Ethics and the Code of Conduct for the Association and review them annually;

Shall be at each regular Meeting to give a written report on his/her activities and a written Annual report at the Annual Meeting;

Shall be the voting delegate to the NAFC Annual General Meeting unless unable to attend in which case another Executive Committee Member will be selected;

Shall act as a secondary alternate to the 2nd Vice-President, as required;

Shall be one of the signing officers of the Association and;

Shall undertake such other duties and perform such tasks as are delegated to him/her by the President.

**Section 3** The 2nd Vice-President shall be a member of the Board of Directors and shall be the Chair of the National Issues Committee of the Association and:

Shall act as a Board of Director of the National Association of Friendship Centres on behalf of the Association, and as such shall act as the voting NAFC Board of Director delegate to their Annual General Meeting; and shall assume the role of President in the event of the President vacating the office.

Shall provide, or cause to be provided, a written report detailing activities, actions, decisions, issues and positions of the Association to the NAFC for each meeting of the NAFC;

Shall be or become familiar with all NAFC policies, initiatives, resolutions and motions for the preceding two (2) years;

Shall serve on such NAFC committees as required by the Association;

Shall convey to the NAFC Board any positions, resolutions, proposals or concerns expressed by the Association or individual member Friendship Centres;

Shall provide at each regular meeting and at each Annual General Meeting a written report.

Shall be a signing officer of the Association and;

Shall undertake such other duties and perform such tasks as are delegated to him/her by the President.

**Section 4** The Secretary/Treasurer shall be a member of the Board of Directors and shall be the Chair of the Personnel Committee and the Finance Committee and:

Shall ensure minutes of all meetings are prepared in a timely manner;

Shall monitor all financial reporting of the Association on a regular basis;

Shall ensure Financial Policies are established, reviewed and referred to Constitution & Policy Committee for presentation to the Board of Directors annually;

Shall ensure all notices, advices and other material referred by the Constitution or by any governmental body are completed and forwarded in a timely manner;

Shall present an operational budget to the Association Board of Directors prior to the start of each fiscal year (March);

Shall cause to be conducted an independent audit of the Association which shall be presented to the Annual General Assembly;

Shall ensure the safe storage of the Seal

Shall ensure Personnel Policies are reviewed and referred to the Constitution & Policy Committee;

Shall provide at each regular Meeting financial statements and provide an Audited Financial Statement at the Annual General Meeting;

Shall be a signing officer of the Association and;

May act as an alternate to the 2nd Vice President.

**Section 5** The Youth Representative shall ensure that all Youth Meetings have a Chair and;

Shall act as the Aboriginal Youth Council Representative of the National Association of Friendship Centres on behalf of the Association, and as such shall act as the youth delegate to the NAFC Annual General Meeting;

Shall present Youth Reports to the Board of Directors and ensure that any recommendations are discussed and brought forward for motion by the Association Board of Directors;

Shall maintain regular contact with the youth representatives of each member Friendship Centre;

Shall present the youth issues at Executive Committee meetings;

Shall attend such events as requested by the President of the Association and;

Shall provide a written report at each regular and Annual General Meeting.

## **ARTICLE IX BORROWING POWERS**

**Section 1** The Board of Directors of the Association are hereby authorized and empowered to borrow monies from time to time, required for the purposes of the Association from the bank of the Association or from any other chartered bank or from any individuals or corporation, upon the credit of the Association, upon approved Motion stating the amount to be borrowed and the purpose for which the loan is required.

## **ARTICLE X SIGNATURE AND CERTIFICATION OF DOCUMENTS**

**Section 1** Contracts, documents or other instruments in writing requiring a signature of the Association shall be signed by any two (2) of the President, 1st Vice-President, 2nd Vice-President, Secretary/Treasurer or at the direction of the Executive Committee the Executive Director.

All contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

**Section 2** The Board of Directors shall have the power to appoint an officer or officers on behalf of the Association either to sign contracts, documents or instruments in writing, generally or to sign specific contracts, documents or instruments in writing.

**Section 3** The seal of the Association when required may be affixed to contracts, documents or instruments in writing signed as aforesaid or, by an officer or officers appointed by a resolution of the Board of Directors.

**Section 4** The term “contract, documents or instruments in writing” as used herein shall include; deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of share, stocks, bonds, debentures or other securities and all paper writings.

## **ARTICLE XI AUDITORS**

**Section 1** An Auditor shall be appointed at every Annual General Meeting of the Association.

**Section 2** The Auditor shall be tendered every three (3) years whenever possible. The Association will encourage the use of Aboriginal Auditors.

**Section 3** In the event of the resignation, disqualification or death of the Auditor, or in the event of the Auditor becoming, in the opinion of the Board of Directors, incapable of performing his/her duties, the Board of Directors may appoint another Auditor in his/her place. Such appointment shall be on the Agenda of the next meeting for ratification.

## **ARTICLE XII AUDITED FINANCIAL STATEMENTS**

**Section 1** An Audited Financial Statement certified by the Auditor shall be submitted to the Annual Meeting of the Association for approval.

## **ARTICLE XIII FISCAL YEAR**

**Section 1** The fiscal period of the Association shall terminate on the 31st of March in each year or on such other date as the Board of Directors may by resolution determine.

## **ARTICLE XIV STAFF**

**Section 1** The staffing of the Association shall be determined by a Personnel Policy and, this Policy shall be reviewed by the Constitution and Policy Committee and ratified by the Board of Directors.

**Section 2** No staff member of the Association may become a Board Member of any Friendship Centre.

## **ARTICLE XV CONFLICT OF INTEREST**

**Section 1** No Director shall be entitled to vote as a member of the Board of Directors on issues for which he/she is in a conflict of interest. A Director must make known to the Board any possible conflict of interest or any perceived conflict of interest as necessary.

**Section 2** A person shall be deemed to be in a conflict of interest position if: he/she or any member of their immediate family, or any other agency or organization that he/she is involved with has or, potentially has a pecuniary gain to be made from the actions or decisions of the Association whether such gain is direct or indirect; he/she espouses either directly or vicariously by reason of his/her membership in any organization, views which are in direct opposition to the objectives of the Association.

**Section 3** For the purpose of this section a person shall not be deemed to be in a conflict of interest by reason only of his or her, or his or her immediate family, holding shares in a public corporation with which the Association has business dealings.

**Section 4** In the event that a conflict of interest arises that is deemed by the Board of Directors to be detrimental to the welfare of the Association, the Director in such conflict shall be required to resign immediately from the Board of Directors.

## **ARTICLE XVI CONSTITUTIONAL AMENDMENTS**

**Section 1** The Constitution of the Association may be amended: at the Annual General Meeting of the Association by motion adopted by two-thirds (2/3) majority vote of the meeting or; by the Board of Directors, until the next Annual General Meeting at which time any such amendments must be ratified by the delegates at the Annual General Meeting by a two-thirds (2/3)-majority vote, providing an amendment of like or similar context shall not have been defeated at the prior Annual General Meeting of the Association.

**Section 2** Constitutional amendments shall be submitted to the Association no less than 45 days prior to the Association's Annual General Meeting.

Notice of any Constitutional or Bylaw amendments or to introduce a new one, except for amendments provided at a meeting of the Board of Directors of the Association, shall be sent to member Friendship Centres in writing, thirty (30) days prior to the Annual General Meeting of the Association.

**Section 3** Any other By-law can be amended and shall be deemed passed by a two-thirds (2/3) majority vote of the Annual General Meeting of the Association.

## **ARTICLE XVII WINDING UP**

**Section 1** Upon dissolution or winding up of the Association, any assets remaining after satisfaction of its debts and liabilities, shall be distributed to member Friendship Centres as determined by the Board of Directors.

**Section 2** A complete Audit by the appointed firm shall be carried out and the audited financial statements forwarded to the funding agencies and member Friendship Centres.

## **ARTICLE XVIII SEAL**

**Section 1** The Seal, an impression whereof is stamped in the margin hereof shall be the Seal of the Association. The Seal of the Corporation shall be maintained by the Executive Director and kept secure at all times.

The Seal of the Corporation shall be affixed on legal documents only as required.

## **ARTICLE XIX INTERPRETATION & DEFINITIONS**

**Section 1** In all By-laws and special resolutions of the Association the singular shall include the plural and, the plural the singular; the word “person” shall include Firms and corporations; the masculine shall include the feminine.

**Section 2** The following are the definitions used in this Constitution:

**“Friendship Centre in good standing”** shall mean a member Friendship Centre that has an annual meeting, an elected Board of Directors, has and complies with governing documents, submits activity reports, submits annual audited financial statements and management letter, whose membership fees are current, who attends and participates in Association meetings and complies with the Associations Code of Ethics and Code of Conduct.

**“Membership of the Association”** shall consist of member Friendship Centres whose membership fees are current.

**“Board of Directors of the Association”** shall be the voting delegates from each member Friendship Centre as identified in the Letter of Credentials.

**“Immediate family”** will include spouse, common-law spouse, child, father, mother, brother, sister, mother-in-law, father-in-law, brother-in-law, sister-in-law, grandparents, grandchildren, Step-Father, Step-Mother, Foster Parent, grandchild, ward, or any relative with whom the individual permanently resides.

**“Motion”** shall be a formal statement of a proposition for consideration and to vote upon at a duly called meeting of the Association.

**“Resolution”** shall be an expression, position or an opinion of the Association.

**“Representative”** shall mean Director, Officer, Technicians, Committee Member or employee of the Association.

**“Aboriginal”** shall mean First Nation, Metis, Non-status and Inuit.

## **APPENDIX A CODE OF ETHICS**

In order to be considered a member in good standing of the Association, an individual member Friendship Centre must observe the following:

It must be a community-directed Aboriginal organization, define itself as a Friendship Centre and serve the needs of the community and surrounding Area.

It must support unity amongst all Aboriginal people, inclusive of non- Aboriginal people, without regard to status or racial origin.

It must support and work toward achieving the stated Objectives of the Association.

It must be committed to information sharing, referrals, recreation and social activities, cultural reinforcement, community development and similar activities to assist in bettering the quality of life for Aboriginal people.

It must show respect and honour for all Aboriginal beliefs and customs and must speak with pride and dignity of Aboriginal heritage.

It must respectfully recognize diversity; forthright in expressing its views, respect the opinions of other Friendship Centres and other Aboriginal groups.

It must agree to bring or listen to any grievances, comments or complaints relating to the Association to the attention of the Board of Directors of the Association. Similarly, the Association will bring any grievance, comment or complaint that the Association may have with respect to a particular member Friendship Centre to the attention of the Board of Directors of that Friendship Centre.

It must endeavor to work in a cooperative manner with other member Friendship Centres, governments, organizations and groups on common initiatives or issues.

Its members must honour and respect the commitments of the member Friendship Centre to the Association.

## **APPENDIX B CODE OF CONDUCT**

In order to be a representative of the Association in good standing, each individual must subscribe to and endorse the following principles:

First and foremost, absolute commitment of each representative to serve the Association in accordance with the Policy and Procedures Manual of the Association. Representatives shall perform their duties in cooperation with their peers, co-workers, supervisors, etc. and conduct themselves utilizing the principles of teamwork, partnership and participation. Respect for other representatives and their diverse, respective positions and requirements of such shall be given full consideration at all times.

Each individual representative shall be committed to be responsible for the quality of their performance (written, verbal, conduct, etc.) and to ensure that standards of excellence are endeavored at all times without exception.

All information (documented, verbal, electronic or otherwise) involving the Association is privileged and shall be received and treated with the strictest of confidentiality by all representatives. Further, representatives must act in accordance with the Association Oath of Confidentiality Policy.

Communication is of significant importance to the daily operations of the Association. Representatives are expected to utilize approved channels of communication at all times and where relevant, refer to the Communications Policy to ensure that the recommended procedure is followed.

Only representatives designated/authorized to represent the Association on community Committees, Boards, and social functions, etc. may do so.

Representatives who attend functions on their own behalf must make this clear at the time and ensure that personal views, opinions or actions expressed are not endorsed by the Association. At all times, each representative must ensure that they conduct themselves in a professional manner and act in accordance with the Association Code of Ethics.

All representatives are required to use appropriate language in all capacities of the functions of their involvement with the Association. This would include how one addresses their peers, co-workers, supervisors, etc. in the professional setting and that precautions are taken to ensure that the use of humour, etc. is appropriate for such.

All representatives, in all capacities of their functions, duties, responsibilities, representation, etc. of the Association shall ensure that they are free of any substances (non-prescription drugs, alcohol, or any other substances that could impair judgment, etc.). In the event that a prescription drug may have any adverse effects, it is the responsibility of the individual to ensure that all appropriate precautions are taken.

The Association works hard to maintain a solid reputation and encourages representatives to conduct themselves in a discretionary, responsible manner outside of their involvement with the Association.

The dress code for the Association is relatively minimal. Representatives will dress in a manner that does not draw undue attention to themselves, be seen as offensive or violent, or promote alcohol and/or drug use.

Representatives are encouraged to dress appropriately for their respective positions and keep in mind that they do represent our Association and how they appear reflects not only on themselves but the Association as a whole.

Representatives must refer to the Conflict of Interest Policy in the Policy & Procedures Manual and ensure that this Policy is strictly adhered to when participating in outside organizations, activities, etc.

The promotion of Friendship Centres shall be encouraged, and every attempt shall be utilized to ensure the exchange of information.

Each representative shall perform their duties in accordance with the Association's Mission Statement.

## **APPENDIX C PERSONNEL & FINANCE COMMITTEE**

### **Purpose:**

The purpose of the Personnel & Finance Committee is to examine personnel issues of the Association and to ensure that adequate administrative and personnel policies are in place; and to examine the financial matters of the Association ensuring that the Financial Policy is adhered to.

### **Objective:**

To provide recommendations to the Association Board of Directors regarding personnel issues and financial matters.

**Duties and Responsibilities:**

Maintain the administrative and personnel policies. Participate in the grievance procedure, when required.

Update the Personnel policy and procedures for review by the Constitution and Policy Committee.

Update the Financial policy and procedures for review by the Constitution and Policy Committee.

Review and make recommendations regarding the Association's Budgets.

Review and make recommendations regarding the Financial Statements of the Association.

**Committee Composition:**

The Personnel & Finance Committee is a Standing Committee of the Association as selected by the Association Board of Directors. The committee Chair is the Secretary/Treasurer of the Association.

**Procedures:**

The Personnel & Finance Committee will meet prior to each Association Board of Director's Quarterly Meeting in a cost-effective manner and at minimum, will hold one (1) face to face Committee Meeting per fiscal year.

The Chair of the Personnel & Finance Committee has the responsibility to call all Committee Meetings, with the coordination of such meeting to be carried out by the Executive Director.

The Executive Director and/or technician will provide all timely and pertinent information to the Committee in order to ensure informed discussion and decision making.

The Personnel & Finance Committee Chair will provide a report to the Board of Directors of the Association for review and ratification of any proposed business.

**APPENDIX D CONSTITUTION & POLICY COMMITTEE****Purpose:**

The Constitution and Policy Committee is to review and revise the Constitution and Policies of the Association and to ensure that the Association complies with all required regulations, standards and laws.

**Objectives:**

To provide recommendations to the Board of Directors of the Association regarding Constitutional and Policy issues that impact the Association. In addition, make the necessary amendments to the Constitution and/or Policy, as directed by any Resolutions or Motions of the Association.

**Duties and Responsibilities:**

The Constitution and Policy Committee will be responsible for reviewing Resolutions and/or Motions of the Associations.

The Constitution and Policy Committee will conduct an on-going analysis and review of governing documents.

The Constitution and Policy Committee is responsible for the development of Policy needs of the Association. This will include development and implementation of Policy, on issues both internal and external to the Friendship Centre movement.

The Committee will also respond, in a timely manner, to the specific and/or related to Policy needs of the Members, identified through Board of Director Meetings and Annual General Meeting.

**Committee Composition:**

The Constitution and Policy Committee is a Standing Committee of the Association as selected by the Association Board of Directors. The Committee Chair is the 1st Vice-President.

**Procedures:**

The Constitution and Policy Committee will meet once yearly, at minimum, preferably ninety (90) days prior to the Association Annual General Meeting.

The Chair of the Constitution and Policy Committee has the responsibility to call all Committee Meetings, with the coordination of such meeting to be carried out by the Executive Director.

The Executive Director and/or technician will provide all timely and pertinent information to the Committee in order to ensure informed discussion and decision making.

The Constitution and Policy Committee Chair will provide a report to the Board of Directors of the Association for review and ratification of any proposed business.

**APPENDIX E NATIONAL ISSUES COMMITTEE**

**Purpose:**

The purpose of the National Issues Committee is to examine matters relating to the National Association of Friendship Centres and to ensure that national matters are brought to the attention of the Association Board of Directors.

**Objective:**

To ensure that issues of a national and provincial nature are exchanged between the NAFC and the Association. To provide recommendations to the Association Board of Directors regarding national issues.

**Duties and Responsibilities:**

Ensure that all national correspondence is forwarded to the Friendship Centres by the Association.

To ensure that Association provincial positions are presented for discussion at the national Board of Director's meetings and/or forums.

Research and develop provincial positions for consideration by the Association Board of Directors on matters of a National nature.

**Committee Composition:**

The National Issues Committee is a Standing Committee of the Association Board of Directors as selected by the provincial board. The committee Chair is the 2nd Vice-President of the Association.

**Procedures:**

The National Issues Committee will meet prior to each Association Board of Director's Quarterly Meeting in a cost-effective manner and at minimum, will hold one (1) face to face Committee Meeting per fiscal year.

The Chair of the National Issues Committee has the responsibility to call all Committee Meetings, with the coordination of such meeting to be carried out by the Executive Director.

The Executive Director and/or technician will provide all timely and pertinent information to the Committee in order to ensure informed discussion and decision making.

The National Issues Committee Chair will provide a report to the Board of Directors of the Association for review and ratification of any proposed business.

**APPENDIX F BOARD OF DIRECTORS**

**Purpose:**

The purpose of the Board of Directors is to govern and manage the affairs of the Association while unifying the member Friendship Centres of Manitoba into one strong voice addressing issues at the local, provincial and national levels for the betterment of Aboriginal people.

**Duties and Responsibilities:**

Each local representative in the capacity of an Association Board of Directors, in any official meeting as a whole board, or in part as a committee, shall abide by and uphold the Constitution and Policies of the Association.

The activities and deliberation of the Board of Directors will be compatible with the objectives of Association.

All representatives will practice financial restraint and accountability with regard to travel arrangements and accommodations while on Association business.

All representatives will give notice to the Association office when unable to attend a duly scheduled Board of Directors or Committee meetings.

All representatives are to provide written documentation to the Board of Directors which may impact lobbying, policy development and/or maintaining lines of communication between the member Friendship Centres and the provincial office.

## **APPENDIX G STANDARDIZATION CLAUSES**

In order to maintain membership in the Association all individual Friendship Centres must include at minimum the following articles in their current constitution;

### **Conflict of interest**

Where a member of the Board of Directors, either on his/her behalf or while acting for by with or through another has any financial or personal interest direct or indirect in any matter or otherwise has a conflict of interest as a board member, he/she;

Shall disclose his/her interest fully at a meeting of the Board of Directors in the manner prescribed by the Corporations conflict of interest policy,

Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting of the Board,

Shall not take part in any discussion of or vote on any question in respect of the matter.

Shall not in any way whether before after or during the meeting influence the voting on any such question.

The financial and personal interest direct or indirect of an immediate family member shall if known to the Board member be deemed to be also the financial interest of the Board member.

Every declaration of conflict of interest and the general nature thereof shall be recorded in the minutes of the meeting

### **Nepotism**

The Organization shall ensure that no employee is:

A member of the Board of Directors of the Organization

An immediate family member of a member of the Board of Directors of the Organization

An immediate family member of an employee of the organization where an Organization wishes to hire as an employee an individual who is an immediate family member of a member of the Board of Directors or of an employee, the Executive Committee of the Organization must conduct a

- 1.** the hiring or selection is not a result of any preference by reason of the individual being an immediate family member of a member of the Board of Directors or of an employee.
- 2.** In the case of the hiring of an employee, the immediate family member is the most qualified candidate or has the greatest aptitude for the job as compared with other candidates.
- 3.** the employee to whom the immediate family member is related is not involved in the decision-making process for hiring employees or is not in a position to influence a decision or if he or she is involved in the process or is in a position to influence the decision he or she;

Absents himself or herself from any discussions, deliberations or voting in respect to the matter and;

Does not directly or indirectly attempt to influence the decision on the matter for the purposes of this section immediate family means: father, mother, step-father, step-mother, foster parent, brother, sister, spouse (including common law spouse) child (including child of common law spouse) step child, ward, father in law, mother in law, brother in law, sister in law, or any relative with whom the individual permanently resides.

**Annual Meetings:**

Member Friendship Centres must hold their Annual General Meetings within 90 days of each fiscal year end. This can be waived in extreme special circumstances and with approval of the Association's Executive.