

CONSTITUTION

OF

MANITOBA KEEWATINOWI OKIMAKANAK, INC.

(Amended: - August 19, 2008)

Constitution of Manitoba Keewatinowi Okimakanak Inc.

This Constitution of Manitoba Keewatinowi Okimakanak Inc. (hereinafter referred to as MKO) shall be for the benefit of the Cree and Dene Nations, and other First Nations of Northern Manitoba, and shall act as a guide to conduct, transact and implement the affairs of the Board of Directors of MKO on behalf of its member First Nations recognizing the Great Spirit as being the Supreme Authority.

ARTICLE I - BUSINESS OF THE CORPORATION

1.01 Name - The name of the corporation shall be Manitoba Keewatinowi Okimakanak Inc.

1.02 Objectives - The objectives of MKO are to generally maintain, strengthen, enhance, lobby for and defend the interests and rights of First Nation peoples within its jurisdiction and to promote, develop and secure a standard and quality of life deemed desirable and acceptable by its member First Nations. Without limiting the generality of the foregoing, the objectives of MKO shall also include:

- a) protecting, promoting and advancing all inherent, treaty and Aboriginal rights of its member First Nations.
- b) providing technical assistance, consultative services and advice on all policies and statutes affecting all member First Nations' people.
- c) protecting and advancing the powers, authority and autonomy of member First Nations governments.
- d) promoting, protecting and advancing the rights to establish First Nations political, economical, judicial, social, language and cultural institutions deemed necessary by the member First Nations governments.
- e) working with all Tribal Councils, Assembly of Manitoba Chiefs, Assembly of First Nations, and all non-affiliated First Nations on common matters, and each member First Nation of the MKO in Northern Manitoba, and all MKO First Nations peoples regardless of where they live.

1.03 Head Office - The head office of MKO shall be on the Nelson House First Nation and a branch office shall be at 200 - 701 Thompson Drive, Thompson, Manitoba and at such place therein as the MKO Board of Directors may from time to time decide.

1.04 Corporate Seal - The seal, an impression whereof is stamped hereunder, shall be the seal of MKO.

The seal of MKO shall be in the custody of the Executive Council of Chiefs at the branch office, 200 - 701 Thompson Drive, Thompson, Manitoba.

ARTICLE II - BOARD OF DIRECTORS AND MEMBERS OF THE CORPORATION

2.01 Board of Directors of the Corporation - The members of the Board of Directors of MKO and the members of MKO shall consist of the elected Chiefs of the following First Nations: Nisichawayasihk First Nation, Tataskweyak Cree Nation, God's Lake First Nation, St. Theresa Point First Nation, Pimicikamak Cree Nation, Mosakahiken Cree Nation, Wasagamack First Nation, War Lake First Nation, Oxford House First Nation, Fox Lake First Nation, York Factory First Nation, Sayisi Dene First Nation, Red Sucker Lake First Nation, Wuskwi Sipiik Cree Nation, Grand Rapids First Nation, Manto Sipi Cree Nation, Opaskwayak Cree Nation, Norway House First Nation, Mathias Colomb First Nation, Shamattawa First Nation, Garden Hill First Nation, Barren Lands First Nation, Sapotaweyak Cree Nation, Northlands First Nation, Chemawawin First Nation, Marcel Colomb First Nation, South Indian Lake First Nation, Pickerel Narrows Cree Nation, Sherridon First Nation, Wapaskokimaw Reserve, SK, (collectively referred to herein as the member First Nations).

2.02 Expulsion - If the Executive Council of Chiefs, in consultation with the Board of Directors considers that any member of the Executive Council of Chiefs conducted himself/herself in a manner gravely detrimental to the interests of the First Nations, the Executive Council of Chiefs may, by resolution for which at least three quarters of its members actually present at the meeting shall vote, remove him/her from the office provided that any such member is first advised in writing at least fourteen (14) days prior to the meeting of the Executive Council of Chiefs with a concise statement of grounds for his/her dismissal and shall be entitled at that meeting to make a statement in explanation and defence of his/her conduct. If the statement in explanation and defence is satisfactory to the Executive Council of Chiefs, then the person being removed from office shall have the privilege of remaining in office until such time as his/her term expires, and if the statement in explanation and defence is not satisfactory, the person shall be removed from office accordingly.

2.03 Conflict of Interest - A member of the Board of Directors who is a party to a material contract with MKO shall disclose in writing or have entered in the minutes, the nature and extent of his/her interest before the material contract is approved by the Board of Directors and/or the Executive Council of Chiefs and, this member shall

not vote on any resolution to approve the contract.

- 2.04 Pecuniary Gain** - Any member of the Board of Directors shall not participate in discussions nor vote on resolutions on any matter that may result in some pecuniary gain to that member or his/her immediate relation or extended family.
- 2.05 Candidate for Employment** - Any member of the Executive Council of Chiefs who becomes a candidate for employment with MKO or submits a bid in tender with MKO shall have no vote and shall not take part in the meeting wherein the Executive Council of Chiefs deliberate or decides on the matter. When a member of the Board of Directors becomes an employee of MKO he/she cannot be a member of the Executive Council of Chiefs.
- 2.06 Delegation to Executive Council of Chiefs** - The Chiefs of each member First Nation shall make up the Board of Directors of MKO and shall give direction to the Executive Council of Chiefs at Annual Assemblies.

ARTICLE III - GENERAL ASSEMBLIES OF THE BOARD OF DIRECTORS AND MEMBERS

- 3.01 General Assemblies** - There shall be at least one general assembly of the Board of Directors each year, of which one shall be identified as the Annual Assembly. The location and date of any general assembly of the Board of Directors of MKO shall be determined by the Executive Council of Chiefs. A 30-day notice shall be sent to all Chiefs and Councils of the date of any general assembly.
- 3.02 Quorum** - The Quorum for the Annual Assembly shall be 50% + 1, which quorum consists of the Chief or the Chief's proxy in his/her absence.
- 3.03 Quorum** - Once a quorum is established at the commencement of the Annual Assembly, the Chiefs-in-Assembly may conduct business and pass resolutions in which 50% +1 is required from a minimum of twelve (12) Chiefs or the Chiefs proxy throughout the remainder of the Assembly.

ARTICLE IV - EXECUTIVE COUNCIL OF CHIEFS

- 4.01 Composition and Eligibility** - The Executive Council of Chiefs will consist of eight (8) Chiefs and a Grand Chief as an ex-officio member subject to 5.04 (g). Any member of the Board of Directors shall be eligible to be members of the Executive Council of Chiefs subject to Section 5.01. The term shall not exceed one year with the exception of the Grand Chief whose term shall be three years

and Independent First Nations whose term will correspond with their term of office.

4.02 Vacancy - The office becomes vacant when a member of the Board of Directors who holds that office, dies, resigns or when that office is not represented by the Tribal Council designate for three (3) consecutive meetings. In the event an office becomes vacant before expiry of a term, the respective Tribal Council or the Independent First Nation shall be notified.

4.03 Mandate - The Executive Council of Chiefs shall derive its mandate and direction from the Board of Directors and shall be the governing body with delegated authority to issue policies, rules and regulations to govern the organizational operations.

4.04 Duties and Functions of the Executive Council of Chiefs -

- a) The Executive Council of Chiefs shall meet at least once every month and as often as necessary to provide an efficient function of MKO.
- b) The Executive Council of Chiefs shall establish and continue to fulfil the system and function of portfolios, and assign portfolios to members of the Executive Council of Chiefs, or designate the same to member First Nations.
- c) The Executive Council of Chiefs may establish a Committee or Ad Hoc Committee to meet a special and required need whenever it is necessary. The Committee Members may be from the Board of Directors or member First Nations.
- d) The Executive Council of Chiefs may establish an office whenever possible, and when funds are available to carry on their duty in conjunction with the direction given by the Board of Directors.
- e) The Executive Council of Chiefs shall have the power to appoint signing officers by motion of the Executive Council of Chiefs at any regular meeting.
- f) The Executive Council of Chiefs shall be the custodian of the Seal of MKO.
- g) The Executive Council of Chiefs may sign contracts, Contribution Agreements and Agreements on behalf of MKO, and any other funding arrangements required by MKO.
- h) The Executive Council of Chiefs may make disbursements for payments of any

accounts that require a motion by the Executive Council of Chiefs.

4.05 (repealed)

4.06 Executive of Documents - The Executive Council of Chiefs and the Grand Chief shall execute all bonds, contracts, agreements and other obligations of MKO.

ARTICLE V - APPOINTMENT - EXECUTIVE COUNCIL OF CHIEFS

5.01 Appointments - Each member Tribal Council will appoint one member to the Executive Council of Chiefs except for the Keewatin Tribal Council who will have two appointed members to the Executive Council. Each of the four Independent First Nations are automatic members of the Executive Council of Chiefs. The members of the Executive Council of Chiefs will be elected representatives and members of MKO.

5.02 Duration of Appointment

- a). The appointment to the Executive Council of Chiefs will be one year in duration; to expire on the last day of the MKO Annual Assembly except for the Independent First Nations in which their membership to the Executive Council of Chiefs will correspond with their term of office.
- b). The Tribal Councils and Independent First Nations will announce and recognize the appointees and members of the Executive Council of Chiefs at the MKO Annual Assembly if the appointments have been predetermined.

5.03 Vice Chairperson - The Executive Council of Chiefs will elect or have an option to appoint by consensus the Vice-Chairperson at their inaugural Executive Council of Chiefs meeting.

5.04 Meetings of Executive Council of Chiefs -

- a). The meetings shall be held where, and when the Executive Council of Chiefs determines.
- b). All meetings shall be called by the Grand Chief or at the request of three (3) members of the Executive Council of Chiefs, provided proper notice of such a meeting is given.

- c) Notice of monthly meetings shall be governed by a motion or shall be by mail not less than seven (7) days prior to the meeting.
- d) Meetings of the Executive Council of Chiefs may be held at any time without formal notice if a quorum is present.
- e) Any member of the Executive Council of Chiefs may, at any time, waive notice of any meeting and may ratify and approve of any and all proceedings discussed at that meeting.
- f) After the Annual Assembly of the Board of Directors, the Executive Council of Chiefs shall meet immediately to determine the time and place of its first meeting and to appoint members under the following portfolios:
 - i) First Nations Self-Government and Treaty Rights;
 - ii) Health and Social Development;
 - iii) Education, Finance and Administration;
 - iv) Employment and Economic Development; and
 - v) Other Portfolios
- g) Five (5) members of the Executive Council of Chiefs shall constitute a quorum for the transaction of business, in the case where there only four available, the Grand Chief will be extended the privilege to constitute the quorum.
- h) Decisions arising at any meeting of the Executive Council of Chiefs shall be decided by a majority of votes.
- i) Subject to Section 4.02, if a member of the Executive Council of Chiefs is unable to attend a meeting due to conflicting meetings, an alternate shall represent the member Tribal Council designate or Independent First Nations member. During the meeting, the alternate shall be granted the same rights and privileges as members of the Executive Council of Chiefs.

5.05 Minutes - Minutes of all meetings of Executive Council of Chiefs shall be kept. Such minutes shall be approved by the Executive Council of Chiefs at a subsequent meeting and signed by the Grand Chief and recording secretary.

5.06 Function of the Portfolios

- a) All portfolios are accountable and responsible to, take direction from, and derive their respective mandates from the Board of Directors or from the Executive Council of Chiefs between Annual or Special Assemblies.
- b) All portfolios shall consist of one or more Chiefs, appointed by the Executive Council of Chiefs.
- c) All portfolios shall be chaired by a member of the Executive Council of Chiefs; however, the membership of the portfolios may include Chiefs who are not members of the Executive Council of Chiefs.
- d) All portfolios shall submit an Operational Budget for the review and approval of the Executive Council of Chiefs outlining the projected costs based upon a plan of projected activities.
- e) All portfolios may make expenditures provided prior approval of their projected budget has been obtained by resolution and provided fiscal and human resources have been identified and secured for that particular portfolio, excepting that the Executive Council of Chiefs in accordance to the financial policy, when it is reasonably satisfied that funds can be obtained in the foreseeable future and within the fiscal year, may authorize an expenditure or expenditures in the absence of available resources.
- f) All portfolios shall have the following duties and responsibilities:
 - i) to serve the interests of each member First Nation within MKO;
 - ii) to carry out resolutions as mandated by the Board of Directors or the Executive Council of Chiefs;
 - iii) to fulfil within the portfolios the intent and objects of MKO as a political organization;
 - iv) to comply with existing policies, rules or regulations respecting personnel and financial matters;
 - v) to give direction to technical or resource people designated by the Executive Council of Chiefs to assist the portfolios in implementing their mandate;
 - vi) to provide periodical written reports to or upon request by the Executive Council of Chiefs;

- vii) to make recommendations and, where deemed appropriate, to provide written resolutions to the Executive Council of Chiefs or the Board of Directors;
- viii) to act as the representatives of MKO with respect to the media, public relations and communications, provided such representations adhere to MKO's principles and objects.
- g) All portfolios shall assist the Executive Council of Chiefs in addressing the specific community concerns of member First Nations including travel to and presence in the communities.
- h) All portfolios shall ensure that coordination exists between portfolios to ensure proper communication and consistency in the implementation of resolutions, policies and objectives of MKO.
- l) All portfolios may participate or engage in negotiations provided a mandate to negotiate has been granted by the Executive Council of Chiefs or by the Board of Directors.

ARTICLE VI - ELDERS

6.01 Criteria - Elders - The criteria for consideration and appointment of Elders is based on the following:

- a) former Chief or Councillor;
- b) experience and knowledge in the First Nations movement;
- c) achievements while in office;
- d) knowledge of an experience with First Nations customs, for example, lands, rights, treaties and advocacy of unity.

ARTICLE VII - ELECTION RULES FOR OFFICE OF GRAND CHIEF - MKO

7.01 Role of the Grand Chief of MKO

- a) The Grand Chief shall have no inherent political authority and derive his/her authority and mandate from resolutions passed by the Board of Directors and

the Executive Council of Chiefs.

- b) The Grand Chief shall preside at all meetings of the Executive Council of Chiefs.
- c) The Grand Chief has a political responsibility in advocating the rights and interests of First Nations of MKO.
- d) The Grand Chief is accountable to the Board of Directors and to the Executive Council of Chiefs.
- e) The Grand Chief shall be responsible for regular political reports to the Executive Council of Chiefs and to the Board of Directors.
- f) The Grand Chief shall utilize and direct MKO in accordance with the mandate of the Board of Directors and shall see that all orders and resolutions of the Board of Directors and the Executive Council of Chiefs are carried into effect.
 - i) Upon appointment of the members of the Executive Council of Chiefs, the Board of Directors mandates the Grand Chief and the Executive Council of Chiefs to delegate authority to the Executive Director of MKO who shall exercise general supervision and administration on the over all affairs of MKO;
 - ii) The Grand Chief shall supervise the Executive Director ;and
 - i) The reporting on all matters relating to the affairs of MKO, shall extend from the Executive Director to the Grand Chief to the Executive Council and finally to the MKO Board of Directors.
- g) The office of Grand Chief is a full time term position with the salary being determined by the Executive Council of Chiefs.

7.02 Electoral Officer - Grand Chief - The Electoral Officer - Grand Chief shall:

- a) be appointed by the Executive Council of Chiefs.
- b) be an absolutely impartial officer of MKO, accountable directly to the Executive Council of Chiefs;
- c) be responsible for receiving nominations of candidates for the office of Grand Chief on the proper forms available;
- d) be responsible for conducting the election;
- e) be responsible for counting ballots after the voting has occurred;

- f) announce the results of the ballot to the relevant Annual Assembly;
- g) if required, the Electoral Officer-Grand Chief shall have the authority to appoint Deputy Electoral Officer(s) subject to the approval by the Executive Council of Chiefs.

7.03 Appointment of the Electoral Officer - Grand Chief -

- a) The Executive Council of Chiefs shall meet and have included on its agenda an item dealing with the appointment by resolution of the Electoral Officer - Grand Chief.
- b) The Electoral Officer - Grand Chief shall assume office up to six (6) weeks prior to the election and shall cease duties (2) weeks after the election.
- c) The Electoral Officer - Grand Chief shall be an absolutely impartial officer of MKO accountable directly to the Executive Council of Chiefs.
- d) The Electoral Officer - Grand Chief shall be removed only by resolution of the quorum of the Executive Council of Chiefs.
- e) MKO will make available to the Electoral Officer - Grand Chief such staff and facilities as required to carry out the duties and responsibilities of the position.

7.04 Duties of the Electoral Officer - Grand Chief - The Electoral Officer - Grand Chief shall be responsible for:

- (a) distributing nomination forms and receiving nominations of candidates for the Grand Chief and ensuring that they are in proper form;
- (b) advising employers of the official candidacy of each candidate;
- (c) sending by facsimile transmission the names and brief particulars of the candidates to the members of the Board of Directors at least one (1) week before the election;
- (d) arranging and presiding at the all candidates forum;
- (e) devising and making all administrative arrangements in connection with the election at the Annual Assembly, including the destruction of the ballots upon resolution of the Board of Directors;
- (f) counting of the ballots (after voting has occurred) in the presence of one (1) scrutineer each appointed by the candidates;

- (g) announcing the results of the ballot to the Board of Directors; and declaring a successful candidate for the position of Grand Chief;
- (h) submitting a written report on the election, including details of results and recommendations, to the Executive Council of Chiefs within two (2) weeks after the election; and
- (i) informing all candidates that they are fully responsible for financial expenditures relating to the election and they may be required to produce records of expenditures to the Board of Directors.

7.05 Timing of the Election

- a) The election for the office of the Grand Chief shall take place on the second day of the relevant Annual Assembly at a time to be determined by the Executive Council of Chiefs.
- b) If necessary, the election procedures shall continue throughout the day.

7.06 Eligibility - In order for nominees to be eligible for election to the position of Grand Chief, the following criteria shall be met:

- a) Candidates shall be a First Nation member of a First Nation that is a current member of MKO;
- b) Candidates shall be eighteen (18) years of age or over;
- c) Candidates shall be in good standing as a member of a First Nation. For the purposes of this election, good standing is defined as free from convictions of indictable offenses.
- d) Employees of MKO shall take a leave of absence or resign their position to be eligible as candidate.
- e) Members of the Executive Council of Chiefs, First Nation Councils and Chiefs shall resign from the Executive Council of Chiefs to be eligible as an official candidate.

7.07 Nomination of Candidates

- a) Nominations, in proper form, shall be in the hands of the Electoral Officer twenty-eight (28) days before the voting day.
- b) A nominator, the seconder and endorsers of a candidate shall be a Chief of a member First Nation.
- c) Each nomination shall indicate the candidate's name, the nominator, the seconder and two (2) endorsers including brief particulars of the candidate for distribution to the Board of Directors and Councillors.
- d) A member of the Board of Directors shall not nominate, second or endorse more than one candidate.
- e) Each nomination paper shall indicate the candidate's acceptance of the nomination, and signed by the Electoral Officer as being in proper form and meets all requirements.
- f) In the allotted Annual Assembly Agenda an all candidates forum_ shall take place on a date determined by the Executive Council of Chiefs. The candidates shall be announced and the nominator of each candidate shall have 5 minutes to introduce the nominee; each nominee shall then have a maximum of 10 minutes to speak to the nomination; the order of speaking shall be determined by a drawing of lots; a question period shall take place after all candidates have spoken.

7.08 Conduct of the Election

- a) Voting shall be by secret ballot within a one (1) hour period beginning at a time determined by the Executive Council of Chiefs with the exception of the first ballot.
- b) Only members of the Board of Directors and Councillors shall be allowed to vote.
- c) There shall be no proxies.
- d) All voter registration for the election shall remain open on the day of the election. Early registration shall take place on the day before the election.
- e) Each voter shall have one (1) vote.
- f) Each candidate may appoint a scrutineer for the purpose of observing the election

procedures and counting of the ballots.

- g) The successful candidate shall be that person receiving a simple majority of the votes cast (50% plus 1) by registered voters. The candidate who achieves the least number of votes on each ballot shall be automatically dropped from successive ballots.
- h) In the event of a tie for the least number of votes whereby no clear majority has been achieved by any candidate, all candidates shall be given 5 minutes to address the Board of Directors, and a new ballot shall be implemented.
- i) In the event of only one nomination, the Board of Directors shall determine the appropriate course of action.
- j) Any candidate may withdraw from the election up to one (1) hour prior to the first ballot and one-half hour after each successive ballot.

7.09 Term of Office

- a) The term of office of Grand-Chief shall be for a three (3) year period.
- b) The Grand Chief may be removed from office during the term if he/she is convicted of an indictable offense. This shall be done by a quorum of Chiefs and/or official delegates at a Special Assembly convened by the Executive Council of Chiefs for that purpose. Prior to such a vote, the Grand Chief shall be allowed reasonable opportunity to address the Executive Council of Chiefs on the matter before them, including adequate review of his/her performance, and the opportunity to correct and improve work performance.
- c) In the event the Grand Chief is removed from office, resigns, dies or is found to be medically unfit to carry out the assigned duties, the Vice Chairperson of the Board of Directors shall carry out the duties as the Acting Grand Chief until such time that allows for an election of the office of Grand Chief.

ARTICLE VIII - OPTING IN OR OUT

8.01 Opting in/Out - Any First Nation that chooses to join or withdraw from MKO is based on the premise that the Chief and his/her Council are given mandates by their First Nation members.

8.02 Joining MKO - MKO was established on the basis that the Chief and his/her

Council each support MKO through a First Nation Council Resolution; this procedure still applies. Any First Nations, through their elected Chief and Council, shall become a member First Nation effective the date that the First Nation Council Resolution is received and approved by the Board of Directors. However, those First Nations without reserve status wishing to join MKO must have an identifiable land base, provide a historical profile and provide a Band Council resolution by the another band and one other First Nation in support of their membership to MKO.

- 8.03 Withdrawing from MKO** - Any First Nation represented by their elected Chief and Council which chooses to withdraw its membership from MKO may do so by enactment of a First Nation Council Resolution.

ARTICLE IX - GENERAL PROVISIONS

- 9.01 Fiscal Year** - The fiscal year of MKO shall be April 1st to March 31st of each year. The Executive Council of Chiefs shall appoint an Auditor, from time to time, to audit MKO's books.

- 9.02 Disposition of Assets** - In the event that MKO is dissolved, disposition of MKO'S assets and liabilities shall be determined by the Board of Directors.

- 9.03 Access to Information** - The records of MKO shall be open for inspection during the Annual Assembly of the corporation. Access to this information shall be allowed to Chiefs and members of Councils of member First Nations at their request at any time.

- 9.04 Amendments** - The Constitution of MKO may be amended from time to time by the Board of Directors at any general assembly. In order to effect an amendment of the Constitution, at least two thirds (2/3) of the members of the Board of Directors actually present and voting at any general assembly shall vote in favour of the amendment, and all amendments shall immediately take effect.

**THIS CONSTITUTION NO. 1 IS HEREBY PASSED BY AND CONSENTED TO
BY THE SIGNATORIES OF THE MANITOBA KEEWATINOWI OKIMAKANAK
INC.**

Nisichawayasihk First Nation

Tataskweyak Cree
Nation

God's Lake First Nation

St. Theresa Point First
Nation

Pimicikamak Cree Nation

Mosakahiken Cree Nation

Wasagamack First Nation

War Lake First Nation

Bunibonibee Cree Nation

Fox Lake First Nation

York Factory First Nation

Sayisi Dene First Nation

Red Sucker Lake First Nation

Wuskwi Sipiik Cree
Nation

Grand Rapids First Nation

Manto Sipi Cree Nation

Opaskwayak Cree Nation

Norway House First Nation

Mathias Colomb First Nation

Shamattawa First
Nation

Garden Hill First Nation

Barren Lands First

Nation

Sapotaweyak Cree Nation

Northlands First Nation

Chemawawin First Nation

Marcel Colomb First Nation

South Indian Lake