

Resolution of the Dene Nation Assembly

Resolution # 5

Re: Constitutional Reform - Executive of the Dene Nation

Whereas the Dene National Chief was elected on a mandate to reform the Constitution and By-laws of the Dene Nation; and

Whereas the Dene National Chief appointed a Constitutional Reform Commission (CRC), which includes both a Chiefs Working Group and a technical group; and

Whereas the CRC conducted consultations with Dene leaders and communities while developing an amended Constitution and By-law for the Dene Nation; and

Whereas the provisions of the proposed amended Constitution and By-laws represent a better and more accurate description of the mandate, objectives and structure of the Dene Nation,

THEREFORE BE IT RESOLVED THAT:

1. The following provisions of the existing Constitution and By-law are hereby repealed:

4.0 THE EXECUTIVE

Qualifications

- 4.1 The Executive of the Dene Nation shall consist of the Dene National Chief, one Dene Citizen representing each Territory/Region and an Elder chosen by the Elders Council.
- 4.2 The members of the Executive shall be ex officio members of all committees of the Dene Nation.
 - (f) Each territory/region of Denendeh shall select, according to Dene law and traditions, one Elder to an Elders Council that will advise the Dene on all issues concerning Denendeh.
 - 5.20 (c) direct the Elders Council to evaluate issues raised by the resolutions.

Meetings

- 4.3 The Executive shall meet at such times and places as the Dene National Chief may decide or at least two-thirds (66%) of the members

of the Executive, may require. For the purpose of such meetings, and four (4) members of the Executive shall constitute a quorum for the conduct of business of the Executive.

- 4.4 Notice of meetings of the Executive shall be given to each member of the Executive and may be given in the manner contemplated under ~~paragraph 6.9~~ Article 2.8 and 2.9 of these By – Laws. The By – Laws dealing with informal meetings of the Leadership also apply to meetings of the Executive.

Role

- 4.5 The Executive shall be the Board of Directors of the Dene Nation and shall work toward establishing the Dene Nation as a well informed, unified, and recognizable organization by making decisions consistent with the objects of the Dene Nation and directions given by the Leadership and the National Assembly.
- 4.6 The Executive shall provide quarterly financial statements to the Leadership.
- 4.7 The Executive shall request the preparation of an audited Financial Statement from the Dene Nation's auditors for presentation at the Annual Meeting of the National Assembly.
- 4.8 The Executive shall prepare a yearly budget and periodic strategic plans based on the information and submissions received from the Leadership for presentation at the Annual Meeting of the National Assembly.
- 4.9 The Executive shall organize and arrange for meetings of the Leadership, as the need arises.
- 4.10 The Executive shall appoint such Officers of the Dene Nation as may be required from time to time to conduct the business of the Dene Nation, including Officers to:
- (a) have the custody and control of the official seal of the Dene Nation which is to be applied to documents and records according to law and the policies of the Dene Nation; and
 - (b) keep such complete books and records of accounts of the Dene Nation as may be required to demonstrate the financial status of the Dene Nation to the Executive or any other person authorized by these By-Laws to inspect said books and records.
- 4.11 The Executive shall, by resolution, authorize its Officers and such employees of the Dene Nation as may be required from time to time, to execute financial and legal documents, including cheques, provided always that cheques drawn on the accounts of the Dene Nation shall be signed by no less than two (2) such duly authorized persons and no cheque for any sum over Two Hundred Fifty (\$250) may issue without the signature of a member of the Executive.

5.0 RAISING MONEY AND BORROWING

- 5.1 The Leadership may, by resolution passed by no less than two-thirds (66%) of the Leadership members present in person or by Proxy at the time of the vote, authorize the borrowing of funds from recognized financial institutions or the raising of monies for any purpose conducive to the objects of the Dene Nation.
- 5.2 The Leadership may by resolution passed by no less than two-thirds (66%) of the Leadership members present in person or by Proxy at the time of the vote, authorize that the assets and property of the Dene Nation be sold, mortgages, pledges, or otherwise given as security or exchange for the purpose of raising monies or borrowing funds from a recognized financial institution.
- 5.3 Any resolutions passed under this section shall specifically name the persons authorized to execute documents on behalf of the Dene Nation for the purpose of giving security for funds received from any financial institution or otherwise dealing with Dene Nation properties and assets.

2. In place of the repealed provisions, the following provisions of the proposed amended Constitution are hereby approved:

6.0 THE EXECUTIVE

- 6.1 The Executive of the Dene Nation shall consist of the National Chief, the Grand Chief or other Chief designated by each Dene Territory, one representative from the Independent Dene Communities, an Elder chosen by the Elders Council, a representative of the Women's Advisory Council, and a representative of the Youth Council. The Elder, Women's Advisory Council and Youth representatives shall be non-voting members.
- 6.2 The Executive shall appoint a Treasurer and Secretary from amongst themselves. The Treasurer, together with the CEO, shall be responsible for, and shall report to the Executive on, the oversight and management of the financial affairs of the Dene Nation. The Secretary, together with the CEO, shall be responsible for record keeping, including the minutes of meetings of the Executive, Leadership and the National Assembly.
- 6.3 The members of the Executive shall be *ex officio* members of all committees of the Dene Nation, including a Resolutions Committee that administers the Resolutions Policies used at the National Assembly and Leadership meetings.

6.4 The Executive shall be the Board of Directors of the Dene Nation Corporation.

6.5 The Executive shall be responsible for:

(a) implementing the direction of the National Assembly and the Leadership;

(b) developing and approving the Dene Nation budgets;

(c) developing and approving Dene Nation policies and procedures;

(d) ensuring compliance with all corporate and legal requirements; and

(e) hiring and termination, and setting the remuneration of the Chief Executive Officer of the Dene Nation.

6.6 The Executive may delegate any of its' functions and responsibilities, other than those in respect of which applicable legislation prohibits delegation.

3. And the following provisions of the amended Organizational By-law are hereby approved:

5.0 EXECUTIVE

5.1 The Executive shall meet at least four times per year at such times and places as the Dene National Chief may decide or at least two-thirds (66%) of the members of the Executive may request. For the purpose of such meetings, four (4) voting members of the Executive shall constitute a quorum for the conduct of business of the Executive.

5.2 At least 30 days notice of meetings of the Executive shall be given to each member of the Executive and notice will include a proposed agenda, together with draft resolutions to be considered at the meeting and any other relevant information. The By-law provisions dealing with teleconference and electronic meetings of the Leadership also apply to meetings of the Executive. The Executive may agree to waive the notice requirements.

- 5.3 The Executive shall provide quarterly financial reports to the Leadership.
- 5.4 The Executive shall ensure the preparation of an audited financial statement from the Dene Nation's auditors for presentation at the Annual Assembly.
- 5.5 The Executive will approve annual budgets for the Dene Nation.
- 5.6 The Executive shall appoint Officers to conduct the business of the Dene Nation, including Officers to:
- (a) have custody and control of the official seal of the Dene Nation which is to be applied to documents according to Dene Nation by-laws and policies;
 - (b) keep such complete books and records of accounts of the Dene Nation as may be required to demonstrate its financial status to the Executive or any other person authorized to inspect said books and records; and
 - (c) act as the Resolutions Committee unless the National Assembly appoints other individuals to the Committee.
- 5.7 The Executive shall, by resolution, authorize its Officers to execute financial and legal documents, including cheques, subject to by-laws and policies of the Dene Nation as approved from time to time by the Executive.
- 5.8 The members of the Executive will not be liable for their acts or omissions made in good faith and the Dene Nation will indemnify members of the Executive and will provide the Executive members with director's liability insurance.
- 5.9 The Executive shall by resolution determine the salary of the National Chief based on a fair and appropriate wage scale.

Financial Matters

- 5.10 The Executive may, by resolution, authorize the borrowing of funds from recognized financial institutions or the raising of monies for any purpose conducive to the objects of the Dene Nation.

- 5.11 The Executive may by resolution, authorize that the assets and property of the Dene Nation be sold, mortgaged, pledged, or otherwise given as security or exchange for the purpose of raising monies or borrowing funds from a recognized financial institution.
- 5.12 Any such resolutions passed under this section shall specifically name the persons authorized to execute documents on behalf of the Dene Nation for the purpose of giving security for funds received from any financial institution or otherwise dealing with Dene Nation properties and assets.
- 5.13 The Executive will adopt and enforce a spending policy which will include reasonable controls over the expenditure of Dene Nation funds, including the requirement for tiered spending level approvals.

Moved: Chief Stanley Sanguéz, JMR

Seconded: Chief Dolphus Jumbo, SK

Date: March 4, 2021, Ft. Simpson