

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

DENE NATION ORGANIZATIONAL BY-LAW

Subject to the Constitution of the Dene Nation, this By-Law governs the organization and functioning of the Dene Nation.

1.0 DEFINITIONS

Absentee Voting Delegate means a Voting Delegate who is not personally present at the National Assembly, whether the meeting is held in person or by electronic means.

Assembly or National Assembly means a meeting of Delegates representing the Dene Communities and Territories of the Dene Nation, and Annual Assembly means the required annual meeting of Delegates.

CEO means the Chief Executive Officer of the Dene Nation who is responsible for the management, administration and delivery of programs, services and projects, under the direction of the Executive and the National Chief.

Consensus means general agreement on a resolution or decision that takes into account and reconciles the views of all or most in a decision-making process and requires striving to continue discussions until Consensus is reached, but does not necessarily mean unanimity.

Dene Citizen means a person descended from the original people of a Dene Territory, Dene Community or Independent Dene Community and/or defined as a citizen or member by their respective Dene Community.

Dene Community means a community which has historic and ongoing links to the original peoples of Denendeh, whether or not that Community has a reserve.

Dene Laws means the traditional laws of the Dene, whether oral or written.

Dene Nation means the Dene, the original people of Denendeh.

Dene Nation corporation means the incorporated political organization created to represent the interests of the Dene Nation.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

Dene Nation Institutions means structures and organizations created to achieve Dene common objectives, including the Dene Nation corporation, Dene Cultural Institute, the Native Communications Society and the Denendeh Development Corporation.

Dene National Chief means the Dene Citizen elected or chosen at a Dene National Assembly to act as spokesperson of the Dene Nation and chair of the Executive, in accordance with the Constitution and by-laws of the Dene Nation.

Dene Territory means the same as “Dene Regions,” and includes the Gwich’in, Sahtú, Dehcho, Tłı̨chǫ and Akaitcho Territories. The Dene Territories include the following Dene Communities:

Gwich’in: Inuvik, Aklavik, Tsiigehtchic, and Teetl’it Zheh (Fort McPherson)

Sahtú: K’áhbamítúé (Colville Lake), Tulít’a, Rádeyilíkkóé (Fort Good Hope), and Délı̨ne

Dehcho: Acho Dene Koe (Ft. Liard); Deh Gáh Got’iê First Nation (Fort Providence); Jean Marie River First Nation; Ka’a’gee Tu First Nation (Kakisa); Lı́ı̨lǫı̨ Kúé First Nation (Fort Simpson); Nahanni Butte Dene Band; Pehdzeh Ki First Nation (Wrigley); Sambaa K’e First Nation (Trout Lake); West Point First Nation.

Tłı̨chǫ: Behchokǫ (Rae-Edzo), Whatı̨ (Lac La Martre), Gamèti-(Rae Lakes), and Wek-weèti (Snare Lake)

Akaitcho: Deninu Kųę (Fort Resolution), Łutsël K’é, Smiths Landing (Fort Fitzgerald), Dettah, Ndilǫ and Tadoule Lake (Manitoba).

Dene Elders Council (DEC) means a body comprised of individuals who have gained recognition as custodians of knowledge, and selected in accordance with the Constitution of the Dene Nation.

Director means a voting member of the Executive and Board of Directors means the Executive Committee.

Financial Statement means a financial statement prepared in accordance with generally accepted accounting principles and shall include a statement of financial position or a balance sheet; a statement of comprehensive income or a statement of retained earnings; a statement of any changes in equity or an income statement; and statement of cash flows or a statement of changes in financial position.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

Independent Dene Communities means a Dene community which is not affiliated with one of the five Territorial Dene Member Governments referred to in the Constitution. The following are the currently recognized Independent Dene Communities:

Salt River First Nation

Dene Tha' First Nation

Athabasca Chipewyan First Nation

Kátl'odeeche (Hay River Reserve)

Land includes both surface and sub-surface resources.

Leadership means The National Chief, plus the Chiefs of Dene Communities, Grand Chiefs and representatives of the Dene Elders Council.

Members means the Dene Territories, and the Independent Dene Communities.

National Assembly means a meeting of delegates representing the Dene Communities, and may be held in person or by electronic means.

Officers means those persons appointed by the Executive to hold certain positions, including Secretary and Treasurer.

Present in person means either physically present in the venue where a meeting is taking place or present through alternative means where a meeting is taking place electronically or by teleconference.

Proxy means a Voting Delegate authorized by an Absentee Voting Delegate to cast a vote on their behalf in accordance with their direction.

Resolution means the same as motion and draft resolution means the same as draft motion.

Special Assembly means an Assembly called for a particular purpose as determined by the

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

Executive, Leadership or National Assembly, such as for the amendment of the Constitution.

Special Resolution means a resolution which requires a vote of at least 75% of Voting Delegates voting in favour at a National Assembly.

Voting Delegate means a Dene Citizen chosen by their respective Dene Community or Dene Territory to attend and vote at a National Assembly.

Youth means Dene between the ages of fourteen (14) and twenty four (24).

2.0 MEMBERSHIP OF THE DENE NATION

2.1 The Members of the Dene Nation are the Dene Territories and the Independent Dene Communities.

2.2 New Members shall be added by resolution of the National Assembly.

2.3 A Member may withdraw by notice in writing given to the Executive and the withdrawal shall take effect thirty (30) days thereafter.

2.4 Reinstatement of a Member shall occur by resolution of the National Assembly.

3.0 ASSEMBLIES

3.1 The Annual National Assembly of the Dene Nation shall be held each year at a time and place to be fixed by resolution of the previous Annual Assembly, or by the Executive if the previous Assembly did not decide. The Annual Assembly may be held in person or by electronic means.

3.2 No Assembly shall occur without giving at least thirty (30) days' notice of the time and place of the meeting and a proposed Agenda to all Dene Territories and Dene Communities.

3.3 Notice of meetings shall be sent by the CEO and shall include draft resolutions to be considered at the Assembly, and notice shall be sufficient if delivered in writing or by

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

email or other electronic means to the administrations of each Member Territory and each Dene Community. Draft resolutions must include a mover and seconder who will be Voting Delegates at the Assembly.

- 3.4 Special National Assemblies may be called by resolution of the National Assembly or by resolution of the Executive or Leadership.
- 3.5 Any Assembly may strike committees to inquire into any matter of interest to the Assembly or to carry out functions designated by the Assembly on such terms as may be established by the Assembly.
- 3.6 In addition to any other Committees it may strike, each Assembly shall strike a Resolutions Committee comprised of six Dene Citizens, including a minimum of three (3) from the Leadership, which shall implement the **Resolutions Policy** established by the Dene Nation for the orderly submission of draft resolutions.

Quorum

- 3.7 Quorum to open any Dene National Assembly or make resolutions thereat shall be formed when 30% of the possible Voting Delegates, representing at least three (3) Dene Regions, calculated thirty (30) days prior to the date of the National Assembly have registered and are either personally present or represented by Proxy at the meeting.

Resolutions and Decision Making at Assemblies

- 3.8 Subject to 3.9, draft resolutions to be considered at an Assembly must comply with the Resolutions Policy and be submitted to the CEO at least 45 days before the first day of the Assembly. Draft resolutions to amend the Constitution or By-law must be submitted to the CEO at least 75 days in advance of the Assembly. The CEO will ensure that all members of the Executive receive copies of all draft resolutions which comply with the Resolutions Policy.
- 3.9 The Resolutions Committee has discretion to allow resolutions which do not comply with 3.8, such as resolutions of an urgent nature, or which relate to issues that arose during the 45 day period before the start of an Assembly, but all such resolutions must be submitted to the Committee at least 48 hours before they are considered by the Assembly. Draft resolutions which do not comply with 3.8 or this section may only be considered if the Assembly unanimously decides to waive the requirements of this By-law and the

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

Resolutions Policy.

- 3.10 Draft resolutions which would amend the Constitution or By-laws of the Dene Nation must be sent to all Members at least 60 days before the start of an Assembly.
- 3.11 Resolutions may be passed by Consensus or by voting. The Chairperson may declare when Consensus has been reached on a resolution or other matter under discussion.
- 3.12 Subject to 3.11, a resolution is passed when Consensus is reached or, failing which, a majority of not less than two-thirds (66%) of the Voting Delegates who are present in person or by Proxy at a meeting vote in favour of the resolution.
- 3.13 A Special Resolution to amend the Constitution or By-laws of the Dene Nation is passed when a majority of not less than three-quarters (75%) of the Voting Delegates who are present in person or by Proxy at an Assembly vote in favour of the resolution.
- 3.14 Unless a show of hands or a ballot, or other form of vote by electronic means is demanded by at least one (1) Voting Delegate, the Chairperson may declare a resolution to have been passed or defeated.
- 3.15 A declaration by the Chairperson that a resolution is passed, followed by an entry to that effect in the Minute Book of the Dene Nation, shall be conclusive proof of that fact.
- 3.16 In the case of an inconclusive vote the Chairperson may:
- (a) call for amendments to the resolutions and, if amendments are seconded, hold another vote; or
 - (b) declare that a second vote will take place at a fixed place, date and hour during the meeting;
- Failing the passage of such amended resolution(s) or a decision by second vote, the Chairperson shall declare the resolution defeated.
- 3.17 A Voting Delegate who is in attendance at a meeting of the National Assembly, may, while the meeting is in session, appeal a ruling of the Chairperson to the members of the

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

Leadership present at the meeting, who shall decide the ruling by vote among them. The decision of the Leadership is absolutely final and conclusive.

Calculating Voting Delegates

- 3.18 Each Dene Community is entitled to be represented at a National Assembly by three Voting Delegates who are entitled to one vote each. In addition, where a Dene Community has more than one hundred (100) Dene Citizens, they shall have one additional voting delegate for every additional fifty-one (51) to one hundred (100) Dene Citizens in that community.
- 3.19 In addition to the delegates in 3.18 the Chief of every Dene Community is a Voting Delegate.
- 3.20 In addition to 3.18 and 3.19 the Grand Chief of each Dene Territory is a Voting Delegate. Dene Territories which do not have a Grand Chief may appoint any one of their leaders to be a Voting Delegate under this section, as if he or she was a Grand Chief.
- 3.21 For the purpose of determining the number of eligible Voting Delegates for each Dene Community at meetings of the National Assembly, each Dene Community shall disclose its total number of Dene Citizens to the Executive, in such manner and at such times as the Executive may require.
- 3.22 For Dene Territories in which a government has been recognized under the terms of a Comprehensive Land Claim or Self-Government Agreement, articles 3.18, 3.19 and 3.20 do not apply. Instead, in Dene Territories in which a government has been recognized under the terms of a Comprehensive Land Claim or Self-Government Agreement, each Dene Territory is entitled to be represented at a National Assembly by three Voting Delegates from each Dene Community who are entitled to one vote each.
- 3.23 In addition to 3.22, where a Dene Community referred to in 3.22 has more than one hundred (100) Dene Citizens, the Territory shall have one additional Voting Delegate for every additional Fifty-One (51) to one hundred (100) Dene Citizens in that community.
- 3.23 Subject to the Dene Nation Constitution, the selection of the Voting Delegates shall be determined by each Dene Community or Region in its absolute discretion.

Proxy Voting

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

- 3.24 An Absent Voting Delegate is entitled to have his or her vote cast by another Voting Delegate, by Proxy.
- 3.25 A Proxy shall be authorized by the Absent Voting Delegate to vote on behalf of that Absent Voting Delegate, failing which a Proxy may be authorized by his or her Dene Territory or Dene Community, as the case may be.
- 3.26 No Voting Delegate and no member of the Executive shall be Proxy for more than one Absent Voter.

Reporting on Resolutions

- 3.27 The National Chief and CEO of the Dene Nation shall report to each Assembly on the steps taken to implement resolutions adopted by the previous Assembly.

4.0 LEADERSHIP MEETINGS

- 4.1 The National Chief shall convene meetings of the Leadership not less than twice every calendar year.
- 4.2 In addition to 4.1, the National Chief, upon receiving a request in writing, which may be given via facsimile, e-mail or other electronic means, from four (4) members of the Leadership representing at least three (3) Dene Territories, shall call a meeting of the Leadership.
- 4.3 A quorum for any meeting of the Leadership shall be 50% of the number of voting members of the Leadership.
- 4.4 Notice of meetings of the Leadership shall be given to each member of the Leadership at least two weeks before the meeting and will include a proposed agenda and other relevant information, including draft resolutions to be considered at the meeting. Such notice may be given via regular mail, facsimile, e-mail or other electronic means, provided that reasonable efforts will be made to ensure that each member of the Leadership has the opportunity to receive notice of at least two weeks by their preferred means.
- 4.5 Upon taking office, every member of the Leadership shall provide a facsimile, e-mail, or other electronic address, and a regular mailing address, to the Executive for the purpose of

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DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

receiving Notices in accordance with these By-laws.

- 4.6 The practice and procedure relating to Proxies for Voting Delegates applies to Proxies for members of the Leadership.
- 4.7 The Leadership shall appoint a Chair or two (2) Co-Chairpersons to preside over any meeting of the Leadership.
- 4.8 The CEO and Secretary shall ensure that the minutes and records of all meetings of the Leadership are recorded and the minutes and records shall be delivered to and stored at the Dene Nation Head Office and / or branch office.
- 4.9 The Leadership may also convene by teleconference or video conference or electronic means, e-mail, facsimile, or other form of written correspondence on such notice as the Leadership may deem sufficient in the circumstances provided that such notice is given to all members of the Leadership.
- 4.10 A resolution or decision made at a Meeting pursuant to 4.9 shall be as valid and effectual as if it had been passed at a face-to-face meeting of the Leadership.
- 4.11 A resolution or decision of the Leadership is to be recorded in the Minutes after all participating members (or their Proxies) have been polled.
- 4.12 A Declaration by the Chairperson that a resolution or decision is passed, followed by an entry to that effect in the Minute Book of the Dene Nation, shall be conclusive proof of that fact.
- 4.13 A resolution or decision of the Leadership is passed when Consensus is reached or, failing which, a majority of two-thirds (66%) of the members present in person or by Proxy at a meeting vote in favour of the resolution.

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.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

- 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 by these By-Laws 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.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

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.

6.0 THE DENE NATIONAL CHIEF

- 6.1 The Dene National Chief shall fulfill all duties in accordance with the Constitution and By-laws, Assembly resolutions and Dene Nation policies and procedures.
- 6.2 The Dene National Chief shall take an oath of office upon being elected or acclaimed and before performing any act in an official capacity. The oath of office shall be approved by and be administered before the National Assembly.
- 6.3 The Dene National Chief reports to the National Assembly and Leadership.
- 6.4 The Dene National Chief is the chairperson of the Executive.
- 6.5 If the Dene National Chief is incapacitated or otherwise unable to discharge the duties and functions of office for any period longer than thirty (30) days, the Leadership may appoint a spokesperson from amongst themselves in place of the Dene National Chief until:

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

- (a) the Dene National Chief is able to resume official duties and functions; or
- (b) another Dene National Chief is elected by the National Assembly.

Suspension of the Powers of the Dene National Chief

- 6.6 The Leadership may suspend the powers, functions, and duties of the Dene National Chief by a resolution at a Leadership meeting.
- 6.7 Upon suspension of a Dene National Chief by resolution, the Leadership shall appoint an interim National Chief by resolution who shall hold office until the suspension is rescinded by the Leadership or the National Assembly or until a new National Chief is elected.
- 6.8 The Leadership may, by resolution, rescind its decision to suspend the Dene National Chief or, in the alternative, it shall call a National Assembly to take place within ~~ninety~~ ninety (90) days of the date of suspension of the National Chief.
- 6.9 At a meeting of the National Assembly, the Assembly may, by Consensus or resolution:
 - (i) rescind the suspension and restore the Dene National Chief to office;
 - (ii) elect a new Dene National Chief; or
 - (iii) require the calling of an election to take place within ninety (90) days of the closing day of the National Assembly to fill the office of the Dene National Chief.

Removal of Dene National Chief

- 6.10 The Dene National Chief shall not be removed from office except by a resolution of the National Assembly.
- 6.11 Notice of a resolution to remove the Dene National Chief shall be given to all Dene Communities no less than thirty (30) days before a meeting of the National Assembly called for that purpose.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

- 6.12 Subject to 6.11, notice shall be given in accordance with articles 3.2 and 3.3 of the By-Laws and the Notice shall include the resolution and the grounds upon which the removal of the Dene National Chief is requested.
- 6.13 If a Dene National Chief is removed from office at a meeting of the National Assembly, the National Assembly shall appoint an interim Dene National Chief to hold office until a Dene National Chief is elected, appointed, or selected in accordance with these By-Laws.
- 6.14 An interim Dene National Chief shall take the prescribed Oath of Office before a member of the Executive and before performing any act in an official capacity.

7.0 CHIEF EXECUTIVE OFFICER (CEO)

- 7.1 The CEO will be appointed by and accountable to the Executive. Subject to the overriding authority of the Executive, the CEO is also accountable to the Dene National Chief on a day-to-day basis.
- 7.2 The CEO shall perform the following functions and duties:
- (a) work on a day-to-day basis with the Dene National Chief to ensure the sound operations of the Dene Nation and the implementation of the resolutions of the National Assembly, Leadership and Executive Committee;
 - (b) develop for the approval of the Executive Committee, and implement upon approval, clear and concise written operational policies and procedures including for:
 - (i) the hiring and termination of employees, the payment of wages, salaries, and benefits, including for the National Chief;
 - (ii) the contracting of services to the Dene Nation;
 - (iii) conflicts of interest;
 - (iv) ensuring a safe and healthy work environment; and

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

(v) for the inspection of records;

- (c) ensure that timely and informative notices of Assemblies, Leadership and Executive Committee meetings are sent, including draft resolutions to be considered at those meetings where appropriate or required;
- (d) develop a draft strategic plan for the Executive Committee to consider;
- (e) manage the financial affairs of the Dene Nation, including developing draft annual budgets for approval of the Executive Committee;
- (f) manage the employees, contractors, administration and operations of the Dene Nation; and
- (g) such other duties as may be set out in the CEO's contract of employment or may be assigned from time to time.

8.0 DENE ELDERS COUNCIL (DEC), DENE WOMEN'S ADVISORY COUNCIL (DWAC) and DENE YOUTH COUNCIL (DYC)

- 8.1 Members of the DEC, DWAC and DYC are subject to the Dene Nation's policies, guidelines and procedures.
- 8.2 The Executive, in consultation with representatives of Dene Elders, women and youth, will develop and implement terms of reference for the operation of the DEC, DWAC and DYC.

9.0 INSPECTION OF RECORDS

- 9.1 Subject to legal requirements and reasonable limitations, including limitations respecting the privacy of personal information, the books and records of the Dene Nation shall be open to inspection by a Dene Citizen at the head office or branch office of the Dene Nation upon written request made to the CEO.
- 9.2 The said inspection shall be conducted at such time(s) as the CEO and the Dene Citizen may agree. Failing agreement, the CEO shall fix a date and time for inspection.

DENE NATION CONSTITUTION REFORM COMMISSION (CRC)

- 9.3 The CEO shall monitor any inspection of records to ensure the integrity of the records is maintained.

10.0 YEARLY FINANCIAL STATEMENTS

- 10.1 The books and records of accounts of the Dene Nation shall be audited yearly by a firm of chartered accountants or such other accountants as may be designated by resolution of the National Assembly.
- 10.2 The audit shall be contained in a Financial Statement and a copy of the said Financial Statement shall be provided to all Dene Citizens attending the National Assembly, whether the Assembly is held in person or by electronic means, at which time the Financial Statement shall be approved by Consensus or by vote.
- 10.3 The approved Financial Statement shall be filed with the Registrar of Societies within fourteen (14) days after the Annual National Assembly.
- 10.4 Along with the said Financial Statement, a list of the current Directors and Officers of the Dene Nation shall be filed with the Registrar of Societies.
- 10.5 The fiscal year end of the Dene Nation shall be March 31.

11.0 HEAD OFFICE AND BRANCH OFFICES

- 11.1 The head office of the Dene Nation will be located on a Reserve, with a branch office located in Yellowknife.
- 11.2 Other branch offices of the Dene Nation may be established by resolution of the Annual Assembly.

12.0 AMENDMENTS

- 12.1 This By-law may only be altered or rescinded by a resolution passed at a National Assembly.