

Annual General Meeting

2022 AGM PACKAGE

CONTENTS:

This package includes the following documents:

- Notice of General Meeting
- AGM 2022 Agenda
- AGM 2021 Minutes
- Appendix:
 - Nova Métis Bylaws updated as of 2021-12-28
 - AGM 2021 Resolution D – for reference.

AGM Instructions:

Please review the complete AGM package.

Join us on December 4th, 2022, between 1pm – 5pm, with Call to Order at 2pm,

At Surrey Sport and Leisure Complex - Arena Side, 2nd Floor

Address: #110 - 16555 Fraser Highway, Surrey, BC V4N 0E9 (lots of parking available)

NOTES:

Link to this document:

https://novametis.ca/content0/documents/NovaMetis_2022-AGM_Package.pdf

Financial reports will be available to members upon request.

Thank you,

Nova Métis Board of Directors



Friday, November 18, 2022

NOTICE

SUBJECT: Nova Métis Heritage Association - 2022 AGM

DISTRIBUTION: Nova Métis Members and Affiliates

Nova Métis Heritage Association will be hosting its 2022 Annual General Meeting (AGM), on Sunday, December 4th, 2022, at 2pm.

The meeting will take place at the Surrey Sport and Leisure Complex - Arena Side, 2nd Floor – Meeting Room (#110 - 16555 Fraser Highway, Surrey, BC V4N 0E9)

Please Note: Any members, associate members, and their families may attend. Only members in good standing may vote or be nominated to the board of directors.

Contact Info:

- 1) Submission and Registration email address: “info+agm2022@novametis.ca”
- 2) Membership queries and submissions: “membership@novametis.ca”
- 3) General enquiries: “info@novametis.ca”
- 4) Nova Métis Mailing Address: #307-16233 82 Ave, Surrey, BC V4N 0P7

/HRC



Annual General Meeting – Sunday, December 4, 2022

Location: Surrey Sport and Leisure Complex, #110 - 16555 Fraser Highway, Surrey, BC V4N 0E9

Meeting to assemble from 1pm – 5pm, Call to Order at 2pm.

AGENDA

1. Call meeting to order: at _____
2. Opening PRAYER
3. Welcome and Introductions
4. Quorum – of Voting Members Only
 - A quorum is 3 members present or a greater number that the members may determine at a general meeting
5. Appointments of the Meeting
6. Approval of the Agenda
7. Review and Approval of Previous AGM Minutes

Reports:

8. Reports on Activities since last AGM
9. Financial Report and Summary

Resolutions:

10. None forwarded by Board of Directors

Directors Election:

11. Election of Board of Directors: Nominations, Acceptance, and Voting
 - 11.1. Current Sitting Board, we thank the board for their service:
 - Harland Coles – President
 - David Sheppard – Vice-President
 - Kerry Marion
 - Tristan Wilson-Vouri
 - 11.2. Call for nominations – In turn for: President, then Vice-President
 - 11.3. Call for other nominations, with acceptance, for seat on board of directors, any member is welcome.
12. Open Member Forum – Any community updates by members
13. ...
14. Tentative Date for next AGM: November 26, 2023
15. Adjournment: at _____

Annual General Meeting – Sunday, November 28, 2021

Location: Online Virtual Meeting using “Zoom”

Board Members in Attendance:

1. Harland Coles – President
2. Kerry Marion – Vice-President
3. Keenan McCarthy
4. Tristan Wilson-Vouri

MINUTES

1. Call meeting to order: at 14:10
2. Opening PRAYER by Harland
3. Welcome and Introductions
 - Noted, the virtually held meeting was not being Digitally recorded by Nova Métis or its board members
4. A quorum of members was present.
 - A quorum is 3 members present or a greater number that the members may determine at a general meeting
5. Appointments of the Meeting
 - Norm Eyford accepted role of Electoral officer
6. Approve Draft Agenda as presented:
 - Moved by Keith Henry, 2nd by Kerry Marion, Carried by All
7. Approve Previous 2019 AGM Minutes as presented (No AGM occurred in 2020):
 - Moved by Joe Desjarlais, 2nd by Sharon Eyford, Carried by All

Reports:

8. Reports on Activities since last AGM:
 - Reports orally summarized by each Director as submitted in the 2021 Annual Report.
 - Reports adopted as presented: Moved by Keith Henry, 2nd by Sharon, Carried by All
9. Financial Report and Summary:
 - Report submitted as a PDF by link to attending members
 - Report and Summary adopted as presented:
 - Moved by David Sheppard, 2nd by Kerry Marion, Carried by All

Resolutions:

10. Special Resolutions (Require 2/3 Vote of Quorum), to modify and amend the Bylaws:
Please Note: The approved and adopted Bylaws are available by request, or at:
https://novametis.ca/content0/documents/keep/NovaMetis_Bylaws_20221228.pdf
- 10.1. Special Resolution A – Modify Bylaws for Other Meeting and Voting methods, Section 22:
 - Adopted as presented: Moved by David Sheppard, 2nd by Sharon Eyford, Carried by All.

10.2. Special Resolution B – Modify Bylaws for Elections of office, Section 25 and 26:

- Adopted as presented: Moved by Keith Henry, 2nd by Keenan McCarthy, Carried by All.

10.3. Special Resolution C – Addition to Bylaws for Privacy and use of Member information, Section 63:

- Amended to include “in accordance with PIPA” phrasing:
 - Amendment Moved by Keith Henry, 2nd by Sharon Eyford, Carried by All
- Adopted as amended: Moved by Keith Henry, 2nd by David Sheppard, Carried by All.

11. Resolution D – To discontinue charter agreement with MNBC (as previously resolved by MNBC RGC, and to formal assent on Feb 22, 2022, if not revoked by the RGC):

- Adopted as presented: Moved by Kerry Marion, 2nd by David Sheppard, Carried by Majority
 - 2 abstentions: Keith Henry (BCMF board member), Joe Desjarlais (BCMF board member)

Directors Election:

12. Election of Board of Directors:

- Harland Coles nominated as President
- David Sheppard nominated as Vice-President.
- Kerry Marion as Director
- Tristan Wilson-Vouri as Director

13. [Amended] Open Member Forum – Any community updates by members:

13.1. Joe Desjarlais presented ongoing work at BCMF, with further understanding Métis at the local level.

14. Tentative Date for next AGM: November 27, 2022

15. Adjournment: at 16:18

2022 AGM – APPENDIX



CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **NOVA METIS HERITAGE ASSOCIATION**

Incorporation Number: S0046813

Business Number: 87022 0704 BC0001

Filed Date and Time: December 28, 2021 06:21 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: November 28, 2021

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Harland Coles, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

Bylaws of **NOVA METIS HERITAGE ASSOCIATION** (Name of Society)

These Bylaws originally composed and adopted from "Schedule B Bylaws (Society Act 1996)".

Modified by Special Resolution:

- on November 28, 2021, at Annual General Meeting, Sec: 22, 25, 26, 63

Part 1 – Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7 A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;

- (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) At a meeting, voting must be by a show of hands, an oral vote or another method, electronic or otherwise, that adequately discloses the intention of the voting members.
- (3) Voting by another method, electronic or otherwise, must provide for the registration and validation of the voting member, such that only valid members in good standing may vote.
- (4) If voting by a mail-in ballot is used for a voting member, the ballot must be signed and accompanied by a registration with proof of membership, as determined by the directors.
- (5) If before or after a vote, a secret ballot is directed by the chair of the meeting, or 2 or more voting members request a secret ballot, voting must be by a secret ballot. A secret ballot must be paper or another method, electronic or otherwise, determined by the chair of the meeting, that will reasonably maintain the secrecy of who cast the vote.
- (6) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, and 3 or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (3) The directors shall appoint the office of secretary and treasurer from the directors of the society.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for the office of president and vice president to be filled.

- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 43 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- 45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

- 48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Auditor

- 51 This Part applies only if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 — Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.

Part 13 – Member Information

- 63 (1) Directors, members, or any volunteer, employee, contractor, representative, or agent of the society will uphold and maintain the privacy and confidentiality of any and all members submitted information and documents, in accordance with the "Personal Information Protection Act" (PIPA), and will not share the information with any outside entity or third party, without the express written permission by the member the information pertains to, with the following exceptions in subsections (2) and (3).
- (2) For a member under 18 years of age, parental or guardian written consent or permission is required.
- (3) Directors, or directed members, volunteers, employees, representatives, or agents, may have use of the information and documents:
- (a) to perform the business of the society, as directed by the directors;
 - (b) for communicating with the members of the society; or
 - (c) the use of genealogical information, specifically, and in aggregate,
 - (i) as required to verify and validate any members ancestry, and
 - (ii) for genealogical research purposes.

2021 AGM – RESOLUTION – DResolution D:

WHEREAS:

- Nova Métis Heritage Association (“Nova Metis”) is a diverse membership which includes MNBC members, BCMF members, and unaffiliated members, across all of BC, with a rich history;
- to establish its traditional Mission, Focus, and Purpose, to be a heritage for cultural expression of the Metis. A community to preserve the past, and build awareness and organize events of Metis culture for the present and future Metis generations to explore and enjoy;
- to be a renewed foundation, which will honour Ken and Joyce Fisher, and other prominent members, with their hoped vision to bring alive Metis culture and share its cherished and distinct ways;
- Nova Métis and MNBC signed a charter agreement, in 2005, to help build and support Métis self government, and help establish a governance model for the BC Métis;
- the current MNBC governance model, through Nova Métis, is no longer a seemingly viable fit for Nova Métis' Mission, Focus, and Purpose;
- due to Covid, MNBC demands on Nova Métis, to be a relay of specific support apparatus, and take on funding obligations and distribution, is not a viable fit for Nova Metis' Mission, Focus, and Purpose;
- Nova Metis Members, who are both MNBC members and Nova Métis members, will remain both Nova Métis Members and MNBC citizens, as they so choose;
- for its members benefit, should this resolution pass, MNBC will, in all probability, duly form new chartered communities within Surrey, and Delta, to smoothly uptake the MNBC citizens for the governance purposes of the chartered communities; and,
- Nova Métis may seek other amicable agreements with MNBC and other sponsors to match its Mission, Focus, and Purpose, for the benefit of all Nova Métis Members.

BE IT RESOLVED, Nova Métis Heritage Association will discontinue the charter agreement with MNBC.

Resolutions are subject to amendment and may be modified until passed.

