

**By-law No. 001-24 of
The Key First Nation**

COUNCIL MEETING PROCEDURES BY-LAW

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WHEREAS The Key First Nation has the inherent Aboriginal and Treaty right to govern relations among its Members and between The Key First Nation and other governments; and

WHEREAS the Aboriginal and Treaty right of The Key First Nation to self-government was recognized and affirmed in Treaty No. 4 entered into between His Majesty the King and The Key First Nation and confirmed by section 35 of the *Constitution Act, 1982*; and

WHEREAS the *Council Meetings Procedures Bylaw* is an exercise of the Aboriginal and Treaty right to self-government and nothing in this bylaw may be construed as to abrogate or derogate from any aboriginal and Treaty rights of The Key First Nation; and

WHEREAS the history, culture, and values of The Key First Nation include mutual respect between leadership and members and belief in accountable and transparent governance; and

WHEREAS the *Indian Act*, R.S.C. 1985, c. I-5 further provides in section 81(l)(c), (d) and (q) that the Council may make law with respect to the conduct of Council Meetings, observance of law and order and ancillary matters;

NOW THEREFORE THE CHIEF AND COUNCIL OF The Key First Nation ENACT AS FOLLOWS:

**Part 1
Interpretation**

1. Short Title

1.1. This by-law may be cited as the *Council Meeting Procedures By-law*.

2. Definitions

2.1. In this By-law:

a. "Administration" means all the employees of the First Nation;

- b. "Band Offices" means the location at which the "First Nation" transacts its day to day business;
- c. "Chief" means the Member elected to the office of Chief pursuant to the Election Regulations governing the elections of the First Nation;
- d. "Council" means those Members elected pursuant to election regulations of the First Nation who hold the office of Chief or Councillor and who are empowered to act as the governing body of the First Nation;
- e. "Council Meeting" means a duly convened meeting of the Council and includes Special Meetings and Regularly Scheduled Meetings.
- f. "Council Minutes" means a written summary giving a list of topics for discussion, decisions taken, and motions at each "Council Meeting";
- l. "Council Motion" means a proposal to take a certain action or a question stated by a member of Council to be determined by a "Quorum of Council" at a "Council Meeting", which is evidenced in writing by a band council resolution;
- j. "Council Secretary" or "Executive Assistant" means the person appointed by the Council to fulfil the duties and responsibilities as set out in this Bylaw and as directed by a Quorum of Council from time to time;
- k. "Councillor" means a Member elected to the office of Councillor pursuant to the Election Regulations governing The Key First Nation elections which may be amended from time to time;
- m. "Elector" means a Member who is entitled to vote pursuant to the Election Regulations governing elections of The Key First Nation;
- n. "First Nation" or "Nation" means The Key First Nation;
- o. "Member" means a person whose name appears on the Membership List of The Key First Nation;
- p. "Quorum of Council" means a majority of the whole of Council;
- q. "Regularly Scheduled Meeting" means the Council Meetings that take place on the first and third Tuesday of each month, commencing at 10:00 am at the First Nation's offices, unless that date, time, and location is modified in accordance with this By-Law.
- r. "Special Meeting" means a meeting of Council called for the purpose of receiving

information or voting on one or more issues that is facing the First Nation.

3. Purposes of this Bylaw

3.1. The purpose of this By-law is to:

- a. Ensure the observance of law and order at the Key First Nation and to prevent disorderly conduct and nuisances; and
- b. enhance the accountability, transparency and effective governance of The Key First Nation Chief and Council.

Part2

Duties of the Chief and Councillors

4. Governance authority and leadership

4.1. The Council are entrusted with matters which are fundamental to the integrity and continued flourishing of the First Nation. Accordingly, the Council shall exercise their governance authority consistent with:

- a. the culture, traditions, and values of First Nation as expressed by the ancestors and Elders of First Nation and as modified by the needs of the First Nation as a modern community;
- b. actively participating in Council activities for the benefit of the Membership as a whole and not in the service of individual Members or family groups;
- c. the Treaty, Aboriginal, and inherent rights to self-governance and self-determination;
- d. the principle that governance powers vest in Council are exercised by consent of a Quorum of the Council Members present at a Duly Convened Meeting of Council;
- e. the statutory and administrative authorities and responsibilities, as set out in the *Indian Act* R.S.C. 1985 and other applicable laws, including this by-law;
- f. the common law and fiduciary obligations to manage and administer the property, funds, and other assets of the First Nation in a reasonable, transparent and accountable manner;
- g. any contractual obligations and responsibilities set out in the terms of Contribution Agreements or other contracts with funding agencies of other governments; and

- h. the role of Council relative to the proper management of the First Nation, recognizing that individual Council members are prohibited from harassing, directing or in any way interfering with the administration of the First Nation, excepting communications that are directed by the Council as a whole.

5. Attendance at meetings

5.1. The Council shall:

- a. hold regular Council Meetings and deal with Council business on a timely basis;
- b. attend all Council Meetings unless they are attending to other band business, unable to attend due to an emergency, natural disaster, family death, sickness, medical abnormality, court appearance or other circumstances approved by a Quorum of Council. Notification of absence must be provided prior to the meeting and reasons for extended absences shall be provided in writing;
- c. attend and represent the First Nation at functions, meetings, and other occasions, both on and off Reserve, as required from time to time, subject always to prudent financial and budgetary practices and availability;
- d. prepare in advance for each Council Meeting by reading reports and minutes and be punctual in respect of their attendance for any Council Meeting;
- e. remain at Council Meetings until the business for which that meeting has been called is concluded or adjourned, unless called away on other band business or other circumstance approved by a Quorum of Council; and
- f. have the ability to attend Council Meetings by way of teleconference or videoconference whenever possible, subject always to the absolute and sole discretion of a Quorum of Chief and Council.

6. Notice of Regular and Special Council Meetings

- 6.1. Unless expressly cancelled or rescheduled, Regularly Scheduled Meetings of Council shall take place on the first and third Tuesday of each month, commencing at 10:00 AM at the First Nation's Band Offices. Upon passage of this By-Law, all members of Council are deemed to have notice of all Regularly Scheduled Meetings.
- 6.2. The Quorum of Council may by resolution establish a different date, time, and location for Regularly Scheduled Meetings going forward. Notice of a change to the date and time of Regularly Scheduled Meetings shall be provided in the same manner as notice is provided to Special Meetings, set out below.

- 6.3. A Quorum of Council may call a Special Meeting at any time pursuant to the laws of the First Nation, this Bylaw, or as otherwise required by the First Nation from time to time. The Quorum of Council shall whenever possible and where time permits, cooperate and consult with the other remaining members of Council when calling and scheduling meetings.
- 6.4. For clarity, Council consensus should be sought but is not required to call and schedule a Special Meeting required pursuant to the laws of the First Nation, this Bylaw, or as otherwise required by the First Nation from time to time.
- 6.5. Notice of a Special Meeting shall be given in writing at least two (2) days before the Council Meeting and delivered by the Council Secretary or Council's designate. Notice shall be provided through email or text message and shall provide the date, time, and location of the Special Meeting. Notice is deemed to have been given at the time and date that the email or text message was sent.
- 6.6. It is the obligation of each member of Council to regularly check their email and text messages in order to ensure they receive notice to all Council Meetings.
- 6.7. When a Special Meeting is required on less than two (2) days' notice, members of Council may be summoned to a meeting orally or by any other reasonable means by a Quorum of Council, Council Secretary or Council's designate, who was appointed by a majority of Council and whose authority may be established by written or oral consent of a majority of members of Council or by a subsequent motion at a Council meeting at which a Quorum of Council is present.

7. Conflicts of interest

- 7.1. The Council shall be beyond challenge or reproach in every transaction, decision, or matter that comes before the Council. They must not allow themselves to be put into a position where their judgments may appear to be unduly influenced by personal considerations. In order to ensure that the Council fulfil their obligations to Members, it is important the Council adhere to strict Conflict of Interest guidelines. Accordingly, the Council shall:
 - a. deal fairly and impartially with all Members showing no favouritism, prejudice, or bias in any decisions affecting the rights or interests of the Members;
 - b. not make any decisions or use their office or powers to provide extraordinary benefits for themselves or their immediate families;
 - c. not use or communicate Confidential Information acquired in their capacity as a Chief or Councillor for their personal gain or for the benefit or harm of any other person;

- d. divulge in writing the nature and extent of their outside business interest;
 - e. not engage in any activity which demands excessive time and attention of the Chief or Councillor in a manner that unreasonably interferes with the performance of their duties, as it may be considered a conflict of interest unless it is deemed necessary by the Council for health, personal, family, or spiritual reasons;
 - f. not receive any loans from the First Nation or any business corporation or other entity controlled, in whole or in part, by the First Nation while in office; and
 - g. not use First Nation personnel, equipment or facilities to obtain any personal benefit without the prior written approval of the Council, excepting the Councillor or Chief seeking the permission.
- 7.2. A member of Council shall recuse themselves from any decision, debate, or vote on any matter in respect of which they are in a Conflict of Interest.

Part 3
Conduct of Business

8. Chairperson

- 8.1. A Quorum of Council shall determine who shall be the Chairperson at the beginning of each Council Meeting. The Chairperson shall:
- a. open and close Council Meetings;
 - b. ensure agendas are followed;
 - c. direct the discussions;
 - d. put Council Motions to a vote;
 - e. announce decisions;
 - f. ensure maintenance of order;
 - g. rule on points of order;
 - h. adjourn or close debates; and
 - i. generally do all other things necessary to ensure observance of these by-laws.

9. Observers

- 9.1. All Council Meetings shall be closed to observers, except:
- a. upon the invitation of the Council; or
 - b. where a Quorum of Council has determined the meeting shall be open to observers.
- 9.2. All permitted observers must comply with any rules of conduct established by the Council and shall, at the request of the chairman, depart from Council Meeting.

**Part 4
Decision Making**

10. Quorum

- 10.1. All decisions of Council shall be made by a Quorum of Council at a Council Meeting and recorded by Council Motion.
- 10.2. If no Quorum of Council is present within 1 hour after the time for the Council Meeting, the Council Secretary shall take the names of the members of Council present and the chairman shall determine whether the meeting is adjourned or whether the meeting shall continue, provided that no Council Motion may be determined without a Quorum of Council being present.
- 10.3. Upon a Quorum of Council being present or, upon a determination made pursuant to section 10.2, the chairman shall call the meeting to order.

11. Order of Business

- 11.1. The order of business at each Council Meeting shall be as follows:
- a. opening prayer;
 - b. adoption of the agenda;
 - c. reading, correction, and adoption of the minutes of the previous Council Meeting;
 - d. unfinished business;
 - e. new business, including consideration of any reports to Council; and
 - f. adjournments.

12. Decisions

- 12.1. Each Council Motion shall be presented or read by the mover, seconded and placed before a Duly Convened Council Meeting for consideration.
- 12.2. After a Council Motion has been placed before the Council it may only be withdrawn by consent of a Quorum of Council.
- 12.3. When a member of Council desires to speak, they shall address the remarks to the chairman and confine the remarks to the matter then before Council.
- 12.4. In the event that more than one member of Council desires to speak at one time, the chairman shall determine who is entitled to speak.
- 12.5. The chairman may call a member of Council to order while speaking and the debate is suspended until the point of order is determined.
- 12.6. A member of Council may speak only once on a point of order.
- 12.7. All points of order shall be determined by the chairman and without debate.
- 12.8. Every member of Council present when a matter is put to vote shall vote unless excused by a Quorum of Council or unless the member of Council is prohibited from voting by reason of a Conflict of Interest.
- 12.9. There shall be no proxy voting.
- 12.10. A member of Council who refuses to vote is deemed to have voted in favour of the motion.
- 12.11. If a member of Council abstains from voting he or she must provide the reason for his/her decision to be recorded in the Meeting Minutes.
- 12.12. Each member of Council present shall announce their vote openly and individually to the Council and, when so requested by the member of Council, the Council Secretary shall record the vote in the Council Minutes.
- 12.13. Any member of Council may require that the question or Council Motion under consideration be read for their information at any period in the debate, but not so as to interrupt another member of Council who is speaking.
- 12.14. All matters shall be determined by a majority of votes.
- 12.15. Council Motions that were defeated can be brought forward as a new Council motion at a later Council Meeting.

12.16. Decisions made by way of Council Motions passed with the majority of all Council votes, at a duly convened Council Meeting shall be incorporated in a Band Council Resolution signed by at least a Quorum of Council.

13. Minutes

13.1. Council Minutes shall include the substance of any discussions at a Council Meeting, the motions, and the decisions taken at a Council Meeting.

13.2. The minutes of Information Meetings and Special Meetings shall include the substance of any discussions, concerns brought forward, motions made by Council, if any, and decision made by Council, if any.

13.3. The text of any minutes of the Information Meetings or Council Meetings that have been adopted, subject always to confidentiality, shall be made available to Members upon written request by said Member.

13.4. Notwithstanding anything in this section, the Council may, in its absolute discretion, require that a record be taken of a Council Meeting by way of transcription or any audio or video recording device.

13.5. A record taken by way of transcription or any audio or video recording device is privileged and review or reproduction by members is prohibited, unless approved by a Quorum of Council.

Part 8

General

14. Rules of Conduct

14.1. The Council shall at all times conduct themselves in a manner which does not bring themselves, the leadership, or the First Nation into disrespect and disrepute.

14.2. When conducting the business of the First Nation with other governments, businesses, or third parties, the Council shall act in a considerate, professional, and responsible manner.

14.3. Each Member of the Council shall fully inform themselves of their duties, responsibilities, and the rules and guidelines governing their conduct.

14.4. Each member of the Council shall work cooperatively and in close consultation with

other members of Council and participate in Council activities with a view to the benefit of the Members as a whole and not in the service of individual Members or family groups.

15. Supplementary Rules of Procedure

15.1. The Council may make other rules of procedure but such rules shall not be inconsistent with this by-law.

16. Amendments

16.1. This by-law may be amended by Council Motion.

17. Coming into Force

17.1. This by-law is in force and effective as of the date it is approved and passed by a Quorum of the Council and on the first date of publication in accordance with the provisions of the *Indian Act*.

APPROVED AND PASSED at a duly convened Meeting of the Council of The Key First Nation this 1st day of October, 2024

Quorum

Absent
Chief Clinton Key

[Signature]
Councillor David D. Cote

[Signature]
Councillor Kimberly Keshane

[Signature]
Councillor Sidney Keshane

[Signature]
Councillor Fernie OSoup

Absent
Councillor Soloman Reece