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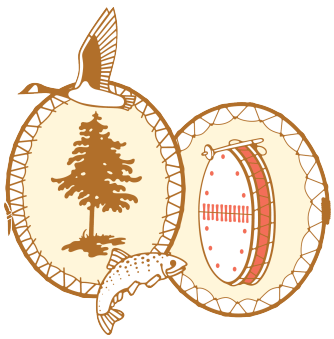
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**Cree Nation Government**
**Gouvernement de la Nation Crie**

**Cree Nation Government**

**BYLAW**

# 2023 Consolidation of the General By-Law of the Cree Nation Government

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## PART I
## HEAD OFFICE

1. The corporate seat of the Cree Nation Government shall be situated at Nemaska, Eenou-Astchee (Cree Territory). The Corporation shall be situated for all legal purposes in Nemaska, Eenou-Astchee (Cree Territory).

## PART II
## APPROVAL OF CREE NATION GOVERNMENT POLICY STATEMENTS

2. The following Cree Nation Government policy statements be and are hereby approved.

### Subpart A CNG OBJECTS, ROLE AND MISSIONS

3.1 For the purposes hereof, the following definitions apply:

a) "CNQA" means the Cree-Naskapi (of Quebec) Act (S.C. 1984, c. 18), as Amendment from time to time;

b) "CNG" means the Cree Nation Government, duly established in the public interest under the CNG Act;

c) "CNG Act" means the Act respecting the Cree Nation Government (R.S.Q., c. A-6.1), as Amendment from time to time;

d) "Federal New Relationship Agreement" means the Agreement concerning a New Relationship between the Government of Canada and the Crees of Eeyou Istchee dated February 21, 2008, as Amendment from time to time;

e) "GCC(EI)" means the Grand Council of the Crees (Eeyou Istchee);

f) "JBNQA" means the James Bay and Northern Quebec Agreement approved, given effect and declared valid by the James Bay and Northern Québec Native Claims Settlement Act (S.C. 1977, c. 32), both as Amendment from time to time;

g) "Quebec New Relationship Agreement" means the Agreement concerning a New Relationship between le Gouvernement du Québec and the Crees of Québec dated February 7, 2002, as Amendment from time to time.

*Amendment by BC Resolution 2008-34*

3.2 The objects, roles and missions of the CNG are wide and varied and include those set out under the CNG Act, the CNQA, the JBNQA and other legislations and agreements.

*Amendment by Resolution BC 2008-34*

3.3 Under the CNG Act, the objects of the CNG include:

a) at the request of a Cree village or of a band, to establish, administer and coordinate, on Category I lands, the services or programs established by or for

that village or that band;

b) to give a valid consent, on behalf of the James Bay Crees, where such consent is required pursuant to the JBNQA or pursuant to an Act;

c) to appoint the representatives of the James Bay Crees on the James Bay Regional Zone Council and, where such representation is provided for, on all other agencies, bodies and entities established pursuant to the JBNQA or an Act;

d) through the Board of Compensation, to receive, administer, use and invest the compensation contemplated in Division VIII of the CNG Act and the revenues arising from it;

e) to relieve poverty, promote the general welfare and advance the education of the James Bay Crees, promote the development and means of intervention of the Cree communities and promote civic improvements;

f) to assist in the undertaking and furtherance of works of charity, education, scientific, artistic or literary culture, youth training, and generally of any social welfare enterprise of the James Bay Crees;

g) to assist in the organization of recreational centres and public places for sports and amusements;

h) to grant subsidies to institutions, partnerships or legal persons devoted to the pursuit of the purposes mentioned in paragraphs f) and g) and to bands and Cree villages;

i) to entrust to non-profit institutions, bands or Cree villages, partnerships or legal persons, the organization and management, on behalf of the CNG, of activities or bodies mentioned in paragraph g) and, for such purpose, make contracts with them and grant them the necessary funds;

j) to work toward the solution of the problems of the James Bay Crees and, for such purposes, to deal with all governments, public authorities and persons;

k) to carry out research and provide technical, professional and other assistance to the James Bay Crees;

l) to assist the James Bay Crees in the exercise of their rights and in the defence of their interests;

m) to foster, promote, protect and assist in the preservation of the way of life, the values and the traditions of the James Bay Crees.

*Amendment Resolution BC 2008-34*

3.4 Pursuant to the amendments to the CNQA contemplated by Part I of chapter 3 of the Federal New Relationship Agreement, the objects of the CNG under the CNQA will include:

a) to act as a regional government authority on Category IA lands;

b) to establish minimum regional standards that meet or exceed generally applicable federal and provincial standards with regard to essential sanitation facilities and housing and to regulate the use of buildings on Category IB lands but only to the extent that such buildings are used for the purposes of regional governance;

c) to use, manage and administer moneys and other assets;

d) to promote the general welfare of Cree beneficiaries and of the Cree bands;

e) to promote and preserve the culture, values and traditions of the Cree beneficiaries and the Cree bands.

*Amendment Resolution BC 2008-34*

3.5 Pursuant to chapter 4 of the Federal New Relationship Agreement, for the term of that Agreement, the CNG also assumes the responsibilities of Canada to the Cree Nation and to the Crees under the following provisions of the JBNQA, but subject to certain conditions as set out in the Federal New Relationship Agreement:

a) Section 18, regarding Administration of Justice (Crees);

b) paragraph 24.3.24, sub-paragraph 28.4.1 a) and subsection 28.5, regarding the Cree Trappers' Association ("CTA");

c) sub-paragraph 28.4.1 b), and subsection 28.6 regarding the Cree Outfitting and Tourism Association ("COTA");

d) sub-paragraph 28.4.1 c), and subsection 28.7 regarding the Cree Native Arts and CNGfts Association ("CNACA");

e) paragraphs 28.9.1 and 28.9.2 regarding training courses, job recruitment and placement related to Territorial Programs and Enhanced Delivery Structure;

f) paragraphs 28.9.1 regarding training facilities and 28.9.5 regarding Manpower offices;

g) sub-paragraph 28.11.1 a) regarding the construction or provision of a community centre in each Cree community;

h) sub-paragraph 28.11.1 b) regarding essential sanitation services in each Cree community;

i) sub-paragraph 28.11.1 c) regarding fire protection, including training of Crees, the purchase of equipment and the construction of facilities in each Cree community; and

j) paragraph 28.11.2 regarding the provision of an Economic Development Agent in each Cree community and community affairs services.

*Amendment by Resolution BC 2008-34*

3.6 Pursuant to chapter 6 of the Quebec New Relationship Agreement, for the term of that Agreement, the Cree Nation also assumes the obligations of Quebec under the following

provisions of the JBNQA, but subject to certain conditions as set out in the Quebec New Relationship Agreement:

a) 28.5 and 24.3.24: Cree Trappers' Association (operation, capital and programs);

b) 28.6: Cree Outfitting and Tourism Association (operation);

c) 28.7: Cree Native Arts and CNGfts Association (operation and programs);

d) 28.11.2 a): an Economic Development Agent per community;

e) 28.12: assistance to Cree Entrepreneurs;

f) 8.8.2: supply of electricity to isolated northern communities (by Hydro- Québec) in respect to Whapmagoostui, subject to Hydro-Québec maintaining the current arrangements as to the supply of electricity to Whapmagoostui;

g) 8.14.2: encouragement by the Société d'énergie de la Baie James and Hydro-Québec of training programs for the Crees;

h) 8.14.3: study by the Société d'énergie de la Baie James and Hydro- Québec of the implementation of a training program for the Crees;

i) 28.9.1, 28.9.2, 28.9.5: training programs or facilities, offices, job recruitment and placement services;

j) 28.11.1 a): community centre in each Cree community;

k) 28.11.1 b): essential sanitation services in Cree communities;

l) 28.11.1 c): fire protection including training, equipment and facilities;

m) 28.11.2 b): community affairs services;

n) 28.14: assistance for friendship centres outside communities;

o) 28.16: construction of access roads for Eastmain, Wemindji and Waskaganish (but not the maintenance of these roads which will continue to be assumed by the governments).

*Amendment by Resolution BC 2008-34*

3.7 Many of the obligations of Quebec assumed by the Cree Nation under the Quebec New Relationship Agreement are to be carried out through the CNG.

*Amendment by Resolution BC 2008-34*

3.8 Pursuant to Section 19 of the JBNQA as Amendment through Complementary Agreement number 19, the CNG will be establishing under its administration a regional police force called the Eeyou Eenou Police.

*Amendment by Resolution BC 2008-34*

3.9 The CNG also assumes many other roles, missions and responsibilities under the JBNQA, legislation and agreements in a variety of matters such as in regard to Cree justice, housing, etc.

*Amendment by Resolution BC 2008-34*

3.10 These wide and varied objects, roles and missions are part of the process carried out by the Cree Nation to enhance its inherent self-government powers and authorities.

**Subpart B CNG – CREE FIRST NATION GOVERNMENTAL RELATIONS**

4. The objects, roles and missions of the CNG must be carried out in close collaboration with the GCC(EI), and resources and responsibilities will be shared between both organization which, though legally distinct, are to operate functionally together.

*Amendment by Resolution BC 2008-34*

5. The local governments hold important governance responsibilities under the CNQA and the Cree Villages and the Naskapi Village Act (R.S.Q., c. V-5.1). The Cree local governments and the CNG are to work closely together in serving the Crees, being understood that services and programs are to be delivered by both levels of government in a coordinated and efficient manner.

*Amendment by Resolution BC 2008-34*

6.1 Conflicting aims and interests will arise among the local governments and the various Cree regional entities. The CNG will play a role to reconcile differing views and reach agreement on collective Cree positions and directions. The CNG will deal with Cree, federal and provincial governments and other institutions to support Cree concerns.

*Amendment by Resolution BC 2008-34*

6.2 The CNG represents the Cree Nation as a whole in international organizations and forums, with the governments of Canada and Quebec and their respective departments, and when dealing with promoters and developers which seek to carry out development projects in Cree traditional territory.

*Amendment by Resolution BC 2008-34*

6.3 Cree regional entities have a distinct mission to provide and deliver education, health services, social services and other services or programs in the Cree communities. The CNG will work with these entities within the framework of their distinct but important missions.”

*Amendment by Resolution BC 2008-34*

**Subpart C CNG/REGIONAL RELATIONS**

7. In order to meet Cree Social and Economic Development objectives, all regional entities must apply their resources in a coordinated manner. Moreover, it is important to demonstrate that all local and regional entities work together for the Cree People.

8. While respecting the independence of such entities as the Cree School Board and Cree Board of Health and Social Services, the CNG needs to play a role ensuring joint planning to achieve maximum community benefits from projects and programs.

9. It is particularly important now that Cree interests and positions be clearly and consistently represented and promoted within Cree Society and externally.

10. First of all, representatives to regional boards and committees should have a clear description of their duties and reporting relationships at the time of appointment.

11. There must be regular briefings and debriefings on agenda items discussed at meetings. With early and thorough information on agenda topics so representatives can consult and act accordingly at meetings.

12. In the interest of reducing administrative costs and staffing, the CNG should attempt to provide certain administrative functions to be shared by it and local Cree entities.

13. To avoid confusion, entities should attempt to have consistent organizational policies on matters such as pensions, benefits, insurance, purchasing and research.

**Subpart D CNG DECISION-MAKING STRUCTURE**

14. With the CNG's wide range of activities, the Council must concern itself with policy and directional choices, rather than program, project management, administrative and similar issues.

15. This means that Council agenda items must preferably be presented in the form of a description of the issues, an analysis of the facts and upon recommendations and actions to be taken by the Council, supported by an analysis of the facts and options, and the reasons for the recommendations.

16. Council decisions should include specific directives to CNG staff with deadlines to be met, and the meetings of the Council should include discussion of progress on previous decisions, with recommendations for additional action if required.

17. Specific mandates should be directed with specific terms of reference and subject to budget approval and reporting.

18. The Executive Committee and/or the Executive Officers, as the case may be, will be responsible for providing necessary follow-up on the implementation of Council actions and for ensuring reporting of progress.

19. As a matter of policy, Council and Executive Committee meetings should be held in one of the Cree communities, subject to exceptional circumstances.

## PART III
## CREATION OF DEPARTMENTS, SERVICES OR AGENCIES OF THE CREE NATION GOVERNMENT

20. Pursuant to Section 30 of the CNG Act, the following twelve (12) departments are hereby created within the CNG, each to be headed by a Director answering to the senior management:

    (1) Cree culture and language;

    (2) Environment and Remedial Works;

(3) Capital Works and Services;

(4) Justice and Correctional Services;

(5) Repealed – Council Resolution 2010-32;

(6) Economic and Sustainable Development;

(7) Human Resources Development;

(8) Youth;

(9) Leisure, Sports and Recreation;

(10) Child Care and Family Services;

(11) Finance and Treasury;

(12) Government Support Services.

*Amendment June, 2008 (Resolution 2008-34)*

21. In addition, the following one (1) independent special office is created within the CNG:

(1) Ethics Commissioner and Ombudsman.

*Amendment by Resolution BC 2008-34*

22.1 Cree Culture and Language. The Cree Culture and Language Department will be responsible for promoting and enhancing Cree Culture, Cree language and Cree traditional activities including: • archaeology and cultural heritage; • funding for and supervision of the Cree Trappers' Association, including the implementation of the provisions of the JBNQA related thereto and implementation of paragraph 24.3.24, sub-paragraph 28.4.1 a) and subsection 28.5 of the JBNQA; • coordination and supervision of the activities of the Income Security Program for Cree Hunters and Trappers established pursuant to Section 30 of the JBNQA; • coordination of the activities of the Hunting, Fishing and Trapping Coordinating Committee established pursuant to Section 24 of the JBNQA; • supervision of and recommendations relating to the implementation of Section 24 of the JBNQA relating to Hunting, Fishing and Trapping; • enhancing and promoting the preservation, use and development of the Cree language in collaboration with the Cree School Board; • development and supervision of a Cree Cultural Institute.

*Amendment by Resolution BC 2008-34*

22.2 Environment and Remedial Works. The Environment and Remedial Works Department will be responsible for all matters related to the environment and of interest to the Cree Nation including: • developing, recommending and implementing CNG by-laws respecting the protection of the environment and respecting the prevention of pollution; • developing, recommending and implementing CNG by-laws respecting health and hygiene, but only with respect to essential sanitation facilities and housing; • analysis and review of major development projects being proposed in Cree traditional territory; • support and advice to the Administrator under Section 22 of the JBNQA appointed by

the CNG; • follow-up and recommendations in regard to remedial works included in any project authorization; • coordination of the activities of the Niskamoon Corporation in regard to remedial works and activities of that Corporation; • coordination with and support of the James Bay Advisory Committee on the Environment provided under Section 22 of the JBNQA; • coordination with and support of the Evaluating Committee, the Review Committee and the Review Panel provided under Section 22 of the JBNQA; • supervision of and recommendations relating to the implementation of Section 22 of the JBNQA relating to Environment and Future Development; • supervision of and recommendations related to the implementation of Sections 4 and 5 of the JBNQA relating to Territorial Descriptions and the Land Regime; • review of the implementation of the Fisheries Act, the Species at Risk Act, the Wildlife Act, the Canadian Environmental Assessment Act and of any other similar Act or regulations concerning the environment and which may apply in Cree traditional territory; • review of and recommendations related to the implementation by Quebec and Canada of their undertakings under subsection 28.13 of the JBNQA concerning research affecting the Crees; • coordination and support of the Cree Quebec Forestry Board; • supervision of and recommendations relating to the implementation of the Cree forestry regime including Schedule C to the Quebec New Relationship Agreement and Section 30A of the JBNQA; • development and implementation of CNG by-laws related to forestry.

*Amendment by Resolution BC 2008-34*

22.3 Capital Works and Services. The Capital Works and Services Department will be responsible for the following: • providing for the operations and maintenance of all buildings and capital assets and other facilities required for the operations of the CNG and of all its Departments and Offices, including responsibility for rental of premises, plans and specifications for and, where appropriate, construction of such buildings; • developing, recommending and implementing CNG by-laws respecting the regulation of buildings for the protection of public health and safety, including the construction, maintenance, repair and demolition of buildings, but only with respect to housing and with respect to buildings that are used for regional governance; • responsibility for ensuring the implementation of sub-paragraph 28.11.1 a) of the JBNQA regarding the construction or provision of a community centre in each Cree community; • responsibility for ensuring the implementation of sub-paragraph 28.11.1 b) of the JBNQA regarding essential sanitation in each Cree community, which include water and sewer services, drainage and solid waste management, provided at generally applicable federal and provincial standards and also meeting CNG standards, including the maintenance of such facilities and equipment and the construction of expansions thereto; • facilitating and coordinating the development and implementation of housing programs in the Cree communities; • coordination and supervision of funding from the CNG associated with the construction, replacement and expansions of new Band Facilities as contemplated by the Canada New Relationship Agreement and of operations and maintenance funding related thereto. For the purposes hereof, “Band Facilities” means band offices, band warehouses, band garages of Cree bands and other facilities and equipment required for local government needs of Cree bands; • recommending and supervising the implementation of standards for Band Facilities as well as maintenance

programs for such facilities; • implementation of sub-paragraph 28.11.1 c) of the JBNQA regarding fire protection, including training of Crees, the purchase of equipment and the construction of facilities in each Cree communities; • developing, recommending and implementing CNG by-laws respecting public order and safety, but only with regard for the establishment, maintenance and operation of fire departments; • support to community affairs services pursuant to sub-paragraph 28.11.2 b) of the JBNQA.

*Amendment by Resolution BC 2008-34*

22.4 Justice and Correctional Services. The Justice and Correctional Services Department will be responsible for the following: • the implementation of the responsibilities of Canada pursuant to Section 18 of the JBNQA regarding the Administration of Justice, excluding the appointment of justices of the peace, excluding amendments to the Criminal Code and the Canada Evidence Act and excluding the establishment and operation of facilities for the imprisonment, committal and detention of Crees and the staffing of such; • the management of funding provided by Quebec pursuant to the Agreement concerning the Administration of Justice for the Crees between the Government of Quebec and the CNG dated May 30, 2007, under the authority of and following the recommendations and advice of the Judicial Advisory Committee in this regard; • the assistance to and coordination of the activities of the Judicial Advisory Committee; • assisting the Cree bands in developing consistent practices and procedures in regard to band by-laws; • Court liaison services; • managing and implementing the agreements with Québec related to victim assistance; • working in collaboration with the Cree Board of Health and Social Services of James Bay in regard to matters of common interest; • coordinate the activities of the local justice committees and panels.

*Amendment by Resolution BC 2008-34*

22.5 Repealed - Council Resolution 2010-32

*Amendment by Resolution BC 2008-34*

22.6 Economic and Sustainable Development. The Economic and Sustainable Development Department will be responsible for the following: • developing, recommending and implementing CNG by-laws respecting natural resources; • funding for and supervision of the Cree Native Arts and CNGfts Association (CNACA), including the implementation of the provisions of the JBNQA related thereto; • funding and supervision of the Cree Outfitting and Tourism Association (COTA), including the implementation of the provisions of the JBNQA related thereto; • coordination of Economic Development Agents in each Cree community pursuant to sub-paragraph 28.11.2 a) of the JBNQA; • the obligations of Quebec pursuant to subsection 28.12 of the JBNQA concerning Assistance to Cree Entrepreneurs; • the review of and recommendations related to the implementation by Canada of its undertakings pursuant to subsection 28.12 of the JBNQA concerning Assistance to Cree Entrepreneurs; • the development of regional economic infrastructure projects of interest to the Cree Nation; • securing funding from governments and others related to Cree regional economic development, and managing such funding; • developing and recommending a five (5) year economic development plan for the Cree Nation and updating such plan from time

to time; • assuming responsibility for and assisting the CNG in its mandate as a Regional Conference of Elected officials; • assuming responsibility for and supervising the Cree Development Corporation (CDC); • assuming responsibility for and supervising the Joint Economic and Community Development Committee provided under subsection 28.8 of the JBNQA; • the review of and recommendations related to the implementation by Canada and Quebec of their undertakings under subsection 28.10 related to Cree participation in employment and contracts; • negotiation of participation agreements or impacts and benefits agreements with promoters of development projects; • assuming responsibility for the economic development aspects of forestry in Cree traditional territory; • assuming responsibility for and supervising the Cree Mineral Exploration Board.

*Amendment by Resolution BC 2008-34*

22.7 Human Resources Development. The Human Resources Development Department will be responsible for the following: • the implementation of Quebec's obligations under paragraphs 28.9.1, 28.9.2 and 28.9.5 of the JBNQA relating to training programs or facilities, offices, job recruitment and placement services; • the implementation of Canada's responsibilities under paragraphs 28.9.1 and 28.9.2 of the JBNQA regarding training courses, job recruitment and placement related to Territorial Programs and Enhanced Delivery Structures; • the implementation of Canada's responsibilities under paragraph 28.9.1 of the JBNQA regarding training facilities and 28.9.5 of the JBNQA regarding Manpower offices; • the management and implementation of the funding and responsibilities provided under the Agreement respecting the Aboriginal Human Resources Development Program and Related Services between Canada and the Cree Nation Government; • coordination of training activities and facilities with the Cree School Board; • review of and recommendations related to the implementation by Canada and Quebec of their undertakings under subsection 28.9 of the JBNQA concerning the placement of Crees in public service jobs; • managing funding for training purposes received from Hydro-Quebec or other sources.

*Amendment by Resolution BC 2008-34*

22.8 Youth. The Youth Department will be responsible for the following: • coordination of and support to the Cree Nation Youth Council; • delivery of programs addressed to Cree Youth pursuant to various agreements and arrangements of the CNG with the federal or provincial government and Cree funding sources.

*Amendment by Resolution BC 2008-34*

28.9 Leisure, Sports and Recreation. The Leisure, Sports and Recreation Department will be responsible for the following: • design, development and animation of programs for the Cree community centres; • the review of and recommendations related to the implementation of subsection 28.14 of the JBNQA concerning Friendship Centres; • design, development and coordination of regional amateur sports programs for Crees; • seek funding from governments and other sources for amateur sports programs addressed to the Crees; • encourage the participation of Crees in international, national, provincial and regional amateur sports competitions and events; • promoting the physical

fitness of the Crees.

*Amendment by Resolution BC 2008-34*

22.10 Child Care and Family Services. The Child Care and Family Services Department shall be responsible for the following: • the supervision and coordination of the childcare centres and childcare services in the Cree communities; • securing, coordinating and managing funding received from Quebec, Canada, the Cree School Board or other sources and relating to childcare centres and childcare services; • to the extent authorized by law, the regulation and control of childcare centres and childcare services in the Cree communities.

*Amendment by Resolution BC 2008-34*

22.11 Finance and Treasury. The Finance and Treasury Department shall be responsible for the following: • the management and coordination of all funding received by the CNG from all sources; • the financial controls and procedures in all Departments; • the preparation and validation of submissions by the CNG to the Cree Nation Trust, including the development and approval of programs and services for submission to the Cree Nation Trust; • the preparation, implementation and control of the annual budget of the CNG; • the preparation and submission of annual financial statements and the validation of such statements with the auditors of the CNG; • the management of all payroll accounting and control functions for the CNG; • the maintenance of financial records and receipts for the CNG; • the management of and reporting upon all major funding agreements including the CNG, such as the Operations and Management Funding Agreement, the Annual Capital Grants Agreement, the Quebec New Relationship Agreement, the Canada New Relationship Agreement, the Police Funding Agreement, the Human Resources Funding Agreement, the Justice Funding Agreement with Québec, etc.; • all CNG Treasury functions under the CNG Act and the CNQA; • review and recommendations related to implementation by Canada of subsection 28.15 of the JBNQA concerning assistance to Cree local and regional governments and authorities.

*Amendment by Resolution BC 2008-34*

22.12 Government Support Services. Government Support Services shall be under the responsibility of the Deputy Director General which includes responsible for the following: • preservation of the archives of the CNG; • matters related to Cree beneficiary membership lists; • systems and technologies support for the CNG and all its Departments; • translation and interpretation services; • centralized travel services; • management of satellite offices; • organization of meetings of the Council/Board and Executive Committee; • reviewing the implementation of the Cree land registry established pursuant to the CNQA and making recommendations in regard thereto.

*Amendment by Resolution BC 2008-34, Resolution BC 2010-25*

22.13 Internal Cree Human Resource Development. The Internal Cree Human Resource Development Department shall be responsible for the following: • personnel recruitment and personnel management; • working conditions for employees and employee complaints and grievances;

*Amendment by Resolution BC 2010-25*

22.14 Ethics Commissioner and Ombudsman. The Ethics Commissioner and Ombudsman shall be responsible for the following: • implementing, supervising and reporting upon the conflict of interest by-laws, rules or policies adopted from time to time by the CNG for elected officials and employees of the CNG; • receiving, investigating and reporting upon complaints by Cree individuals directly affected by decisions of officers or employers of the CNG regarding delivery of CNG services or CNG programs; • recommendations to Cree bands and Cree entities as to the development, adoption and implementation of uniform conflict of interests rules; • implementing, supervising and reporting upon conflict of interests rules of a Cree band or Cree entity.

*Amendment by Resolution BC 2008-34*

## PART IV
## JOB DESCRIPTIONS AND EMPLOYEE REGULATIONS

23. The specific functions of the Treasurer, the Secretary and of the Director General ("General Manager") are such as provided for in the Act.

24. The specific job descriptions and qualifications for the positions of directors of the various agencies, services and departments created hereunder and all employees of the CNG may be established by the Executive Committee and may be changed from time to time by it, as required.

25. This shall include employee regulations with respect to all aspects of employment within the CNG. These may be changed from time to time by the Executive Committee as required.

## PART V
## EXECUTIVE COMMITTEE

26. The Executive Committee shall be composed of five (5) members.

27. The Chairman and Vice-chairman shall be members ex officio of the Executive Committee and shall act, respectively, as chairman and vice-chairman of such Committee if they are in attendance.

28. The three (3) other members of the Executive Committee, who shall be members of the Council, shall be appointed by resolution of the Council.

29. At least three (3) members of the Executive Committee must be members of different Cree communities.

30. The Director General, the Treasurer and the Chairman of the Board of Compensation are attached to the Executive Committee as non-voting members.

31. The Secretary shall act as secretary of the Executive Committee, unless another secretary is appointed by the Executive Committee for such meeting.

32. The Council may fill any vacancy or replace any of the members of the Executive Committee appointed pursuant to Paragraph 28 by resolution.

33. Any three (3) voting members present at a meeting of the Executive Committee shall constitute a quorum for such meeting.

34. The minutes and resolutions of the meetings of the Executive Committee shall be kept in a book kept for that purpose by the Secretary.

35. Meetings of the Executive Committee may be called by or by order of the Chairman of the Executive Committee, at the time, place and day which he determines.

36. Notices of each such meeting shall be communicated to each member of the Executive Committee at least twenty-four (24) hours before the holding of a meeting. Waiver of such a notice by the members of the Executive Committee may be given.

37. Questions arising at any meeting of the Executive Committee shall be decided by a majority of the votes of those present. The chairman of the meeting shall have a casting vote in the case of an equality of votes.

38. Meeting by telephone conference may be held at any time at the discretion of the members and such meeting shall be deemed to take place in the Cree community in which one or all of the participants are located.

39. The Executive Committee shall, in addition to the powers entrusted to it under Section 49 of the Act, exercise all of the powers and authority of the Council when the Council is not in session, subject to any restriction from time to time imposed by the Council.

## PART V.a
## COMMITTEE OF CHIEFS

39.1 A Committee of Chiefs is established by the Council comprising the Chairman, the Vice-Chairman and of those members of the Council who are mayors of the Cree villages, as well as the Chief of the Oujé-Bougoumou First Nation and the Chief of the Washa Sibi First Nation.

*Amendment by Resolution BC 2005-71*

39.2 The functions of the Committee of Chiefs are to provide general political advice to the Chairman and Vice-Chairman and to act as a political forum of exchange between the Chiefs of the various Cree communities to discuss matters of common interest. For greater certainty, none of the powers of the Board or of the Executive Committee may be exercised by the Committee of Chiefs.

*Amendment by Resolution BC 2005-71*

39.3 Meetings of the Committee of Chiefs may be called by the Chairman or the Vice-Chairman.

*Amendment by Resolution BC 2005-71*

39.4 Notices of each meeting of the Committee of Chiefs shall be communicated to each member of the Committee of Chiefs at least twenty four (24) hours before the holding of a meeting.

*Amendment by Resolution BC 2005-71*

39.5 The quorum for meetings of the Committee of Chiefs is reached if either the Chairman or the Vice-Chairman are present and at least seven (7) Chiefs are also present.

*Amendment by Resolution BC 2005-71*

39.6 Meetings of the Committee of Chiefs shall normally be public. However, the Committee may decide from time to time to hold certain of its meetings in camera.

*Amendment by Resolution BC 2005-71*

39.7 No minutes of record of discussions at the Committee of Chiefs need be taken, but the Chairman shall account to the Council of its activities in accordance with the Act.

*Amendment by Resolution BC 2005-71*

## PART V.b
## MANAGEMENT COMMITTEE

40.1 The Management Committee shall act as a recommending body to the Council and the Executive Committee, in addition to the specific delegated powers outlined in Paragraph 40.12, to ensure effective decision-making within the expanding roles of the CNG.

*Amendment by Resolution BC 2009-50*

40.2 The Management Committee shall be composed of five (5) members.

*Amendment by Resolution BC 2009-50*

40.3 The Executive Director, Treasurer, the Director of Personnel and two Departmental Directors of the Cree Nation Government named by the Executive Committee upon recommendation of the Management Committee on a rotating two (2) year basis shall be members of the Management Committee. The Executive Director shall act as Chairman if he is in attendance.

*Amendment by Resolution BC 2009-50, Resolution BC 2015-02)*

40.4 The Management Committee may call upon any and all Directors and Senior Officers to participate in its meetings, when it deems necessary.

*Amendment by Resolution BC 2009-50*

40.5 The Management Committee shall be responsible for determining its own rules of procedures.

*Amendment by Resolution BC 2009-50*

40.6 The Management Committee will meet at least once every month.

*Amendment by Resolution BC 2009-50*

40.7 Any three (3) members present at a meeting of the Management Committee shall constitute a quorum for such meeting.

*Amendment by Resolution BC 2009-50*

40.8 The Management Committee shall act through the issuance of written directives . The Directives shall be submitted for review to the Executive Committee on a regular basis.

*Amendment by Resolution BC 2009-50*

40.9 Meetings of the Management Committee may be called by order of the Chairman of the Management Committee, at the time, place and day which he determines.

*Amendment by Resolution BC 2009-50*

40.10 Questions arising at any meeting of the Management Committee shall be decided by a majority of the votes of those present. The Chairman shall have a casting vote in the case of an equality of votes.

*Amendment by Resolution BC 2009-50*

40.11 Meeting by telephone conference may be held at any time at the discretion of the members and such meeting shall be deemed to take place in the Cree community in which one or all of the participants are located.

*Amendment by Resolution BC 2009-50*

40.12 The Management Committee shall have the following powers and authorities:

**AUTHORITY REGARDING POLICIES AND PROCEDURES**

(a) To be primarily responsible for the implementation of all policies and procedures of an administrative nature,

**AUTHORITY REGARDING PERSONNEL (Subject to the Approved Budget)**

(a) To approve any and all hiring for all permanent staff positions where the creation of such positions has been previously authorized and are included in the budget approved by the Council, but excluding the positions of all Directors and Senior Officers;

(b) To make recommendations to the Council and/or the Executive Committee regarding the hiring of all Directors, excluding the Senior Officer positions of Executive Director, Director General, Deputy Director General and Treasurer;

(c) To approve any and all engagement of personnel for a term of one (1) year or less, subject to the budget for the said positions having been approved by the Council or the Executive Committee;

(d) To approve any and all reclassifications and modifications to all job descriptions, excluding those of the Directors and Senior Officers;

(e) To approve the settlement of any and all employee grievances or labour relations proceedings relating to out of court settlements;

**FINANCIAL AUTHORITY (Subject to the Approved Budget)**

(a) Subject to the budget approved by the Council, the Management Committee is delegated financial authority to approve expenditures for amounts greater than $50,000 but less than $500,000;

*Amended by Resolution BC 2015-23*

**BUDGET AUTHORITY**

(a) The Management Committee is authorized to approve budgets up to an amount of $500,000 for special projects;

*Amended by Resolution BC 2015-23*

**AUTHORITY REGARDING FUNDING AGREEMENTS**

(a) The Management Committee is authorized to approve funding and contribution agreements up to an amount of $500,000;

*Amended by Resolution BC 2015-23*

**AUTHORITY REGARDING PURCHASES AND LEASES OF IMMOVEABLE AND MOVEABLE PROPERTY**

(a) To approve leases of immovable property of the CNG to third parties for a term of five (5) year or less;

*Amended by Resolution 2016-08*

(b) To approve the sale of movable property belonging to the CNG insofar as the total value of such sale is greater than $50,000 and up to an amount of $500,000;

*Amended by Resolution BC 2015-23*

(b) To approve the purchase by the CNG of immovable and/or movable property insofar as the total value of such purchase is greater than $50,000 and up to an amount of $500,000;

*Amended by Resolution BC 2015-23*

(d) To approve leases by the CNG of immovable and/or movable property for a term of five (5) year or less, insofar as the total value of any such individual lease is greater than $50,000 and up to an amount of $500,000

*Amendment by Resolution BC 2009-50, Resolution BC 2015-23, Resolution BC 2016- 08*

40.13 The provisions regarding conflict of interests in the Consolidated By laws of the Cree Nation Government shall be applicable to the Management Committee mutatis mutandis.

## PART VI
## CONFLICT OF INTEREST

40. No member of the Council or of the Executive Committee shall vote or participate in the discussion of a matter in which he has a direct or indirect pecuniary interest, although he shall still be considered as being present for the purposes of a quorum. Before the discussion of any such matter begins, the said member shall reveal the extent of his interest, and he may participate in dealing with this issue if agreed to by the other members at the meeting.

41. He shall also inform the Council or the Executive Committee, as the case may be, forthwith if he subsequently obtains within a reasonable time a direct or indirect pecuniary interest in any contract or arrangement with the CNG in regard to a matter in which he has previously voted.

## PART VII
## REMUNERATION OF MEMBERS OF THE EXECUTIVE COMMITTEE AND THE COUNCIL OF THE CREE NATION GOVERNMENT

42. The three (3) voting members of the Executive Committee appointed by the Council and the members of the Council are to be remunerated on the basis of a per diem rate of four hundred and twenty five dollars, including seventy-five dollars for meals and incidentals ($425.00, including $75.00) for I each day of attendance at the meeting of the Executive Committee or Council, as the case may be, or for doing other business of the Executive Committee or Council, and two hundred and fifty dollars, including seventy-five dollars for meals and incidentals ($250.00, including $75.00) for traveling time to and from meetings and traveling time to and from other meetings on Executive Committee or Council business.

43. The Chairman and Vice-Chairman shall not be entitled to the remuneration provided above.

44. The expenses of the participants above are to be reimbursed in accordance with Employee Regulations adopted from time to time in accordance with this By-law.

## PART VIII
## HOLDING OF VOTES BY SECRET BALLOT AT COUNCIL OR MEMBERS MEETINGS

45. The vote at meetings of the Council or members of the CNG must be taken by a show of hands, unless at least five (5) members of the age of majority present demand a vote by secret ballot.

46. This demand may be presented at any time during a meeting, whether or not there has already been a vote taken by a show of hands on the same question.

47. Such demand may be made verbally or by written request submitted to the chairman of the meeting.

48. When such request is received by the chairman of the meeting, he shall notify the meeting that a vote by secret ballot shall then be held with respect to the relevant question to be considered by the members.

49. The meeting shall then appoint a scrutineer or scrutineers to be responsible for the counting of ballots to be cast with respect to such a vote by secret ballot.

50. The appointment of a scrutineer or scrutineers shall take place by resolution of the meeting, and any member of the CNG may act as a scrutineer. Such scrutineer or scrutineers shall not be entitled to vote on the question in issue. Persons who are not members of the CNG may act as scrutineers.

51. Ballots shall be prepared to allow an individual to vote affirmatively or negatively or abstain with respect to the question in issue.

52. Such ballot need not contain the question in issue, although there should be an identifying mark on the ballot inscribed thereon by or on the direction of the scrutineer or scrutineers.

53. Sufficient ballots shall be prepared for those who are in attendance at such meeting, and one ballot shall be given to each voting member.

54. Any torn or defaced ballots may be replaced by unused ballots by a scrutineer.

55. Appropriate facilities shall be provided to anyone who participates at such a vote if he wishes to mark his ballot in private.

56. The ballots shall then be collected by the scrutineer or the scrutineers and, subject to the supervision of the chairman of the meeting, the ballots shall then be counted.

57. All used, unused, torn and defaced ballots shall also be collected by the scrutineer or scrutineers and shall be kept by the Secretary of the CNG.

58. The final vote as verified by the scrutineer or scrutineers shall then be communicated to the chairman who shall then inform the meeting as to whether or not the resolution has been adopted or rejected.

59. The announcement by the chairman of the meeting that a resolution has been adopted or rejected by the majority of the votes cast at a vote by secret ballot shall be deemed to be the resolution of the meeting, and shall be registered in the appropriate minute book of the CNG as such.

60. The ballots used at such a meeting and any other relevant materials shall be kept by the Secretary for a period of one year, and may be consulted by any interested member.

61. The provision of the sections regarding the holding of votes by secret ballot shall apply mutatis mutandis, to meetings of the Executive Committee.

## PART IX
## ELECTION REGULATIONS

**62. General**

When an Election is to be held in accordance with the Act for the positions of Chairman, Vice Chairman or representatives of the Cree communities on the Council, the Returning Officer shall inform the communities using all reasonable means of the holding of such elections, indicating the date, the time and place where the election shall be held, the purposes of the election and any other information required by these regulations.

**63. Election of representatives on the Council**

The Chairman and the Vice Chairman of the Council and the representatives of the Cree village corporations are elected from among the members of the age of majority of such corporations, hereinafter referred to as the "voters" the "electors" or the “electorate by secret ballot in which such members participate.

64. The elections of the representatives of the Cree Village Corporations are held in every corporation in the manner prescribed in the by-law of the council of every such Cree village corporation.

**65. Application of these Procedures**

The following procedures shall apply specifically to the election of the Chairman and Vice Chairman. They shall also apply to the election of representatives of the Cree communities only to the extent that there is no conflict with the appropriate election by-laws of the community in which these elections are to be held. In the event of such conflict, the provisions of the said local by-law shall apply to the said elections.

**66. Nomination Procedures for Chairman and Vice Chairman**

In order for a person to be eligible for election as Chairman or Vice Chairman, he or she must be an eligible voter and nominated in writing by any ten (10) other eligible voters indicating that they wish the individual to be a candidate for the office.

67. Such nomination forms shall be witnessed and shall be deposited with the Returning Officer on the date indicated by him for the deposit of such forms.

68. For each election, an eligible voter may sign only one (1) nomination form for a candidate for the office of Chairman and one for Vice Chairman.

69. A candidate must expressly inform the Returning Officer within the time period determined by the Returning Officer whether he accepts the nomination for the position, otherwise his name shall be deleted from the list of candidates. The Returning Officer shall use reasonable efforts to contact the candidates to ascertain their decision.

**70. Preparations for the Election**

The Returning Officer shall be responsible for the printing of ballots, the making of arrangement for a suitable location or locations to hold the election poll either within or outside the Cree communities, the making of arrangements for sending and receiving mail-in-ballots and the obtaining of ballot boxes in accordance with the following procedures. He shall also deal with and decide upon all other matters with respect to elections which may not be specifically dealt with herein.

**71. Ballots**

The Returning Officer shall cause to be printed a sufficient number of ballots for the poll to be conducted.

72. Such Ballots shall be in the form of the ballot at Schedule 1 and shall show the candidates for each office in alphabetical order as determined by the Returning Officer. No identification other than the candidates' proper names, and, if applicable, the name by which they are commonly known in the community, shall be shown on the ballot. The ballots shall be numbered consecutively and shall be identical, except for the ballot number.

**73. Polling Stations**

The Returning Officer shall ensure that as many ballot boxes as are necessary for the conduct of the election are obtained. Each ballot box shall be constructed of durable material and shall be furnished with a lock to enclose its contents. It must be so construed so that ballots can be deposited therein but cannot be withdrawn without unlocking the box. Each ballot box shall remain locked until the counting of the votes takes place.

74. The Returning Officer shall secure a suitable location for a polling station in each of the communities of Chisasibi, Eastmain, Mistissini, Nemaska, Oujé- Bougoumou, Val D'Or, Washa Sibi, Waskaganish, Waswanipi, Wemindji and Whapmagoostui located within the JBNQA Territory, and may establish a polling station in any other place within the province of Quebec (including Ottawa) where the GCC(EI)-CNG maintains offices. No campaign material or activity on behalf of any of the candidates shall be permitted on the day of the election or at an advance poll within or in the vicinity of these locations.

75. The Returning Officer shall ensure that at each such location, there is a compartment provided for the voters for the purposes of marking their ballot in secrecy. No person other than the voter shall be allowed to enter such compartment or be in a position from which he can see for whom the voter marks his ballot except as prescribed in these Regulations.

76. The Returning Officer shall also procure an adequate number of similar pens for the voters to mark their ballot.

**77. <u>Voting Procedure</u>**

Where an elector requests, the Returning Officer may, in the presence of at least one (1) scrutineer, and either an interpreter or at least one (1) other person of his choice, assist him in marking his ballot and answer such questions as the elector may have in this regard. However, in performing such duties, no Returning Officer, scrutineer, interpreter or such other person shall attempt to influence a voter in his selection of a candidate.

78. The hours of voting shall be between the hours of 8:00 a.m. and 7:00 p.m. However, the Returning Officer may direct that any poll open earlier than 8:00 a.m. but not earlier than 6:00 a.m., if he considers it expedient to do so and may close at a later time.

79. The Returning Officer shall be responsible for ensuring that order is maintained at the poll and may request the assistance of a peace officer in order to ensure that the poll is peaceably conducted.

80. No person shall cause or attempt to cause any disturbance at a poll or interfere or attempt to interfere with the counting of votes.

81. Every elector shall be eligible to vote at an election and shall do so by marking the appropriate place on the ballot provided for such purpose with any mark. Such ballot shall have been previously initialed by the Returning Officer.

82. The Returning Officer shall take the ballot once it has been marked and folded by the elector so that the vote on the ballot cannot be seen, shall verify that it is the ballot which he gave to the elector, and shall request the elector to deposit it in the ballot box.

83. The Returning Officer shall enter on a list the name of each elector who has voted at his poll and shall keep such list with the ballot boxes under his care until the end of the time fixed for voting.

84. Any ballot inadvertently damaged by an elector shall be replaced by the Returning Officer and any ballot taken by an elector but not used shall be marked by the Returning Officer with the word “spoiled”. All spoiled ballots shall be placed in the ballot box forthwith once they have been remitted to him by an elector.

85. When the time fixed for voting has ended, the Returning Officer shall deposit the list described above, a list indicating the number of all ballots used in the poll, the number of all spoiled ballots, the number of all unused ballots, and the number of all other ballots placed in the ballot box, and shall keep same safeguarded until the ballots are to be counted.

86. The Returning Officer shall not divulge any information received by him with respect to the conduct of the election or the performance of his duties and shall take the following oath of secrecy: “I _____, swear (or solemnly affirm) that I will not reveal or make known, without being authorized therefore by law, anything whatsoever of which I have taken cognizance in the performance of my duties and affirm that I know of no reason why I cannot act as Returning Officer.”

**87. Delay of the Vote**

In the case of extraordinary circumstances as determined by the Returning Officer, the Returning Officer may declare that the election will not be held or will not be concluded at the time provided, and shall be delayed for a period not exceeding seven (7) days or that any poll will remain open after the hours fixed for voting. In such a case, the provisions herein shall apply to the extent possible to such election.

88. Where the Returning Officer determines that the regulations respecting the voting procedures, in particular articles 73 to 80, have not been respected at a particular polling station in a manner as to potentially interfere with the election results, the Returning Officer may declare the results of that particular polling station null and void and call for a new polling date for that location as soon as practicably possible. The validity of the election results at other polling stations are not affected, however these results may not be released by the Returning Officer until such time as the vote at re-scheduled polling station has been completed. Advance Polls

89. The Returning Officer may provide that advance polls be held with respect to an election.

90. All such polls shall be held under the supervision of the Returning Officer and shall take place prior to the holding of the principal poll.

91. Advance polls may be held within or outside the communities no earlier than seven days preceding the voting day. They shall be held between 9:00 a.m. and 6:00 p.m. on such day, although the Returning Officer has the discretion to extend the hours in appropriate circumstances.

**92. Mail-in-Ballots**

Eligible electors who will not be present on the day of the election in one of the communities in which a polling station will be open, and who cannot avail themselves of an advance poll, may request to vote through a mail-in ballot. The Returning Officer shall indicate in the notice of election described at article 1 at what dates and how members of the electorate may apply for a mail-in-ballot.

93. Upon receiving a duly completed and signed application at least fifteen (15) days prior to the established date for the election, and after verification of the eligibility of the applicant as an elector, the Returning Officer shall enter the name of the elector on a special register and shall send the elector a mail-in-ballot, an inner envelope, an outer envelope, and instructions as to how to cast the ballot by mail.

94. The Returning Officer shall ensure that the Special Register of those Electors who have requested to vote by mail-in-ballot and to whom a mail-in-ballot has been sent is available at every polling station that is established pursuant to articles 74 and 89 to 91 in order to ensure that only one ballot per elector is used. Any elector to whom a mail-in ballot has been sent by the Returning Officer is no longer eligible to vote at any of the polling stations on the day of the election, and may only exercise his or her vote through the mail-in ballot.

95. The Returning Officer shall place all mail-in ballots received in a special ballot box to be counted on the day of the election immediately after the time fixed for the closing of the regular polls has ended. Any mail-in-ballots received by the Returning Officer after this period shall be

deemed null and void and unused, and shall be destroyed forthwith by the Returning Officer. The elector has the responsibility to ensure that a) his or her application for registration to the mail-in-ballot is made and received within the timeframe specified by the Returning Officer, and b) that the mail-in ballot is received by the Returning Officer prior the close of regular polls on the day of the election.

**96. <u>Attestation of the Vote</u>**

Any candidate may appoint in writing one (1) scrutineer, to represent him during the counting of the votes and one (1) scrutineer, to sit with the Returning Officer at a poll during the time fixed for voting. All scrutineers appointed by a candidate must be electors of the age of majority.

97. The Returning Officer, in the presence of any scrutineers appointed by the candidates, shall attend to the counting of the ballots after the time fixed for the holding of the votes has ended, at the time and at the place indicated by him.

98. In counting the ballots, he shall reject:

a) every ballot which has not been supplied by him;

b) every ballot upon which there appears more than one vote;

c) every ballot which has not been initialed by himself or a local Returning Officer;

d) every ballot upon which there is a mark or writing by which the voter could be identified; and

e) every ballot left blank or which is null owing to the intention of the voter not being clearly shown.

99. An official election report shall be prepared for the Returning Officer of the results of the election showing the number of votes cast for each candidate, the number of unused ballots, and the number of spoiled or rejected ballots. He shall sign such report and shall request all scrutineers to do the same. Each type of ballot shall be put into separate containers.

100. The Returning Officer shall forthwith declare the persons elected to office after the counting of the ballots.

101. If the difference between the number of votes cast for the candidate with the most votes and the number cast for any other candidate is less than 1% of the votes cast and upon the written request of one of the candidates the Returning Officer may hold a recount within five (5) days after the declaration pursuant to article 100.

102. The Returning Officer shall apply the regular ballot counting procedure to the recount in the presence of any scrutineers appointed by each candidate for such purpose and subject to the results of the recount issue an amending declaration.

**103. Run-Off Election**

Should no candidate have received fifty per cent (50%) or more of the ballots cast (excluding the spoiled or rejected ballots) for an elected officer, the Returning Officer shall list the names of the two (2) candidates who received the most ballots for that officer. He shall inform each such two (2) candidates of the results of the vote and shall call a run-off election for that officer between these two (2) candidates.

104. Should the candidate who received the second most ballots cast decline to participate in the run-off election, the Returning Officer shall ask the candidate who received the third most ballots for that officer if he or she wishes to participate in the run-off election. If this candidate accepts, the Returning Officer shall call a run-off election for that officer between this candidate and the candidate who received the most ballots. If this candidate however also declines to participate in the run-off election, the Returning Officer shall in such circumstances declare the candidate who received the most ballots elected for that officer.

105. The run-off election shall be held within thirty (30) days of the first election at the date determined by the Returning Officer. The procedures for this run-off election shall be the same as those described in the By-Law except that the electoral list shall be the same as for the first election and no additional candidates shall be accepted.

**106. Appointment of Local Electoral Officers**

The Returning Officer may appoint one (1) or more Local Electoral Officers to assist him in the carrying out of his duties.

107. The following persons may not be appointed as Local Electoral Officers:

a) minors;

b) persons found guilty of a crime punishable by imprisonment for more than two (2) years or found guilty of an offence under the electoral laws of Eeyou Istchee, Canada or Quebec; or

c) a candidate or an individual who is directly related to a candidate in the election (parent, child, sibling, aunt, uncle, nephew or niece).

108. The Local Electoral Officer shall take the oath of office prescribed for the Returning Officer above.

109. The Local Electoral Officer shall, subject to the direction and supervision of the Returning Officer, carry out the duties of the Returning Officer at the poll in which he is located and be subject to the same obligations of the Returning Officer in regard to these Regulations.

110. The Local Returning Officer shall be paid such remuneration as determined from time to time by the Council.

## PART X

## REPRESENTATION OF THE OUJE-BOUGOUMOU FIRST NATION ON THE COUNCIL OF THE CREE NATION GOVERNMENT

111. The "Ouje-Bougoumou First Nation" shall mean the collectivity of Crees recognized by the GCCQ until such time as they are created as a band corporation pursuant to the Cree-Naskapi (of Quebec) Act and thereafter, that band corporation.

112. The Chief of the Ouje-Bougoumou First Nation and one (1) representative selected by it shall be full voting members of the Council.

## PART XI

## INDEMNIFICATION OF MEMBERS

**113. Limitation of Liability**

Every member of the Council (hereinafter "Council member") and every officer of the CNG in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the CNG and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

114. Subject to the foregoing, no Council member or officer shall be liable for the acts, receipts, neglects or defaults of any other Council member, officer or employee, or for joining in any receipt or other act or conformity, or for any loss, damage or expense happening to the CNG through the insufficiency or deficiency of title to any property acquired for or on behalf of the CNG, or for the insufficiency of deficiency of any security in or upon which any of the moneys of the CNG shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the CNG shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto. Nothing herein, however, shall relieve any Council member or officer from the duty to act in accordance with the Act and other applicable legislation and legal duties. Indemnity

115. The CNG shall indemnify a Council member or officer, a former Council member or officer, or a person who acts or acted at the CNG's request as a director or officer of a body corporate of which the CNG is or was a shareholder or creditor, and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the CNG or such body corporate, if:

i) he acted honestly and in good faith with a view to the best interests of the CNG; and

ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

**116. Insurance**

The CNG may purchase and maintain insurance for the benefit of any person referred to above against any liability incurred by him in his capacity as a Council member or officer of the CNG or of another body corporate where he acts or acted in that capacity at the CNG's request.

## PART XII
## AWARD OF CONTRACTS

117. Unless it involves an expenditure of less than $50,000 and subject to any preferential provisions in the James Bay and Northern Quebec Agreement, every contract for the performance of work or the supply of equipment or materials or the providing of services other than professional services shall not be awarded except after a call for tenders.

## PART XIII
## BOOKS, RECORDS AND FINANCIAL STATEMENTS

118. The fiscal year of the CNG begins on the first day of April of each year. However, the Council may, pursuant to a by-law approved at a special general meeting of the members called for this purpose, change the date of the beginning of the fiscal year.

119. The CNG shall cause to be kept proper books of account and proper financial records. These books of account and financial records shall facilitate a comparison with the budget, as well as with any supplementary budget, and shall include, at least:

a) all sums of money received and disbursed, and the matters in respect of which the receipts and disbursements took place;

b) revenues and expenditures;

c) assets and liabilities; and

d) all other transactions affecting or which may affect its financial position. These books and records are accessible to any member of the Board of Compensation and of the Council who wishes to examine them.

120. No resolution or by-law of the Council or of the Executive Committee authorizing or recommending the expenditure of moneys from a fund has effect without a certificate from the Treasurer attesting that there are available moneys for the purposes contemplated by that resolution or by-law subject to Section 132.

## PART XIV
## FINANCIAL PROVISIONS

121. The Council shall adopt each year a general balanced budget for the next fiscal year. The Council may, during the fiscal year, adopt by resolution any supplementary budget which it deems necessary.

122. The balanced budget shall indicate the categories of expenditures to be incurred during the year as well as the sources of funding for the overall operations of the CNG.

123. Supplementary budgets shall be presented to the Council when there are material changes to expenditures or revenues or a significant departure from the budgeted expenditures and revenues for the year.

124. The Treasurer shall prepare reports and table them before each meeting of the Executive Committee and of the Council showing the budget, any substantial amendments thereto and a comparison with the budget approved at the start of each year or any previously approved supplemental budget.

125. The Treasurer may authorize the reallocation of amounts within the general categories of the budget subject to informing the Executive Committee of substantial such changes and their decision as to whether or not this should be reported to the Council for their review.

126. Unexpended appropriations for any year shall be applied as a surplus for the coming year, if possible under existing funding agreements and arrangements, and shall be considered as revenue for the next fiscal year.

127. Deficits incurred in any year shall be considered as expenditures in the next fiscal year.

128. Accounting systems shall be put in place in consultation with the auditors and/or financial consultants of the CNG to ensure that they are consistent with generally accepted accounting principles and reflect the provisions of the Act.

129. Appropriate bank accounts to reflect the activities of the CNG shall be opened through resolutions adopted by the Executive Committee or the Council, but in no case shall an account be opened unless there are at least two signatories to the signing of any cheques on such accounts.

130. Specific provisions shall apply with respect to accounts held "in trust" for various entities or for various purposes in accordance with the terms of reference of the creation of such accounts.

131. The investment of unexpended funds held by the CNG shall be carried-out on a prudent basis, without undue risk of loss and with a reasonable rate of return.

132. No expenditure of the CNG shall be made without the certificate of the Treasurer which can be in the form of a certification and acceptance of the budget or supplementary budget, to the effect that there are sufficient funds to cover such expenses.

133. The CNG may proceed with the borrowing of funds from financial institutions, the giving of guarantees or other financial transactions in accordance with the terms and conditions approved by either the Executive Committee or the Council from time to time.

## PART XV
## REMUNERATION FOR ELECTED OFFICIALS OF THE CNG

134. The remuneration and benefits applicable to the Chairman and Vice- Chairman of the CNG shall be those contained in the "Policy Concerning the Benefits Awarded to the Chairman, Grand Chief, Vice-Chairman and Deputy Grand Chief" approved on March 17, 1994 as modified as March 12, 1997.

## PART XVI
## AMENDMENTS

135. Subject to the following, amendments may be made to this by-law from time to time by the Council and shall be in effect at the time of such modification or at such other time as specified by the Council, unless otherwise specified in the Act.

Paul John Murdoch, Corporate Secretary