

By-Law No. 6 – Draft 1a

By-Law Number being a by-law relating generally to the transaction of the business and affairs of SHKAGAMIK-KWE HEALTH CENTRE.

BE IT ENACTED as a By-Law of Shkagamik-Kwe Health Centre (hereinafter called the Corporation).

All prior By-Laws of the Corporation are hereby repealed and the following is enacted:

Article 1. DEFINITIONS

1.01 In this by-law:

- (a) “Act” means the Ontario Corporations Act, R.S.O. 1990, c. C.38, as amended;
- (b) “Board” means the Board of Directors of the Corporation;
- (c) “By-Laws” means this by-law and all other by-laws of the Corporation as amended;
- (d) “Director” means an individual occupying the position of director of the Corporation;
- (e) “Indigenous” means an individual of First Nation, Métis or Inuit descent; and
- (f) “Member” means a Member of the Corporation.

Article 2. INTERPRETATION

2.01 All terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Article 3. HEAD OFFICE

3.01 The Head office of the Corporation shall be in the City of Greater Sudbury, in the Province of Ontario.

Article 4. SEAL

4.01 The Seal, an impression of which is stamped in the margin here, shall be the corporate seal of the Corporation.

Article 5. MEMBERSHIP

5.01 There will be no Membership Fee. Membership is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with this By-Law or the Act. Membership is renewable on an annual basis through the application process determined by the board.

BECOMING A MEMBER

5.02 Indigenous individuals and their families who live in the City of Greater Sudbury, or who reside on Henvey Inlet First Nation, Magnetawan First Nation or Wahnapiatae First Nation, may apply for

membership in the Corporation.

- 5.03 Non-Indigenous individuals who reside in the City of Greater Sudbury may apply for membership in the Corporation if accompanied by a sponsorship from a Member who is Indigenous.
- 5.04 Interested Organizations located in the City of Greater Sudbury may apply for membership in the corporation. The organization will be required to appoint a delegate to exercise its vote at meetings of Members.
- 5.05 Members must be at least 18 years of age, and support the objects of the Corporation.
- 5.06 Existing employees and contractors of the Corporation are not eligible to be Members of the Corporation. Their membership shall be terminated automatically on their first day of work at the Corporation.
- 5.07 Employees and contractors who otherwise meet the qualifications of membership may apply for membership one (1) year after the last day of work at the Corporation.
- 5.08 Any applicant for Membership may become a Member of the Corporation upon approval by the Board of Directors.

TERMINATION OF MEMBERSHIP

- 5.09 If a Member ceases to support the purpose of, and/or takes action detrimental to the Corporation, the Board may remove any Member by the adoption of a resolution passed by a two-thirds (2/3) majority of the Directors voting at a Special Meeting of the Board, called for that purpose. At least 15 days' notice shall be given to the Member of the intention to terminate their Membership, and the reasons for the action. The affected Member shall have the opportunity to provide written submissions in response to the action, not less than 5 days before the action is taken.

Article 6. ANNUAL GENERAL MEETING

- 6.01 The Annual Meeting of the Corporation shall be held within fifteen (15) months of the preceding annual meeting, on a day and at a place within Ontario fixed by the Board.
- 6.02 Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.
- 6.03 At every Annual Meeting, the following shall form the agenda:
 - (a) receipt of the agenda;
 - (b) receipt of the minutes of the previous annual and subsequent special meetings;
 - (c) consideration of the financial statements;
 - (d) report of the auditor or person who has been appointed to conduct a review engagement;
 - (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - (f) election of Directors; and

- (g) such other or special business as may be set out in the notice of meeting.
- 6.04 No other item of business shall be included on the agenda for Annual Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice.
- 6.05 In other respects, the Annual Meeting shall be conducted as any membership meeting.

Article 7. MEMBERSHIP MEETINGS

- 7.01 The Board may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.
- 7.02 Members will be given notice of membership meetings at the member's latest address as shown in the records of the Corporation. The Secretary may change, or cause to be changed the recorded address of any Member in accordance with any information believed by the Secretary to be reliable. Notice may be delivered electronically (email or text message), by phone or by mail.
- 7.03 Subject to the Act, not less than 10 and not more than 50 days written notice of the Annual Meeting or any special meeting of Members shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.
- 7.04 A quorum at all membership meetings shall constitute at least nine (9) Members.
- 7.05 The Chair of the Board, and in the Chair's absence, the Vice-Chair, shall preside over membership meetings, and if neither is present within fifteen (15) minutes after the appointed time of the meeting, any other Officer or Director may preside.

VOTING OF THE MEMBERS

- 7.06 Each person who has been a Member for at least sixty (60) days shall be eligible to vote at a membership meeting.
- 7.07 At membership meetings, every question shall be decided by a majority of the votes of the Members present, unless otherwise required in Act or by-laws. Every resolution shall be decided by a show of hands, unless any Member demands a written ballot.
- 7.08 The Chair presiding shall have no vote except in the case of an equality of votes, where the Chair will cast the deciding vote.
- 7.09 Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of

the number or proportion of votes recorded in favour of or against the motion.

PROXIES

- 7.10 A Member who is entitled to vote at the membership meeting may appoint a person by a proxy to attend a meeting and vote on the Member's behalf. The designated nominee must be a Member entitled to vote under 7.06.
- 7.11 A proxy must be in writing and must include the date of the meeting, the name of the Member, and the name of the person nominated to attend the meeting for the Member.
- 7.12 The bearer of proxy votes may be appointed by no more than one Member entitled to vote at the membership meeting.

Article 8. BOARD OF DIRECTORS

- 8.01 The affairs of the Corporation shall be managed by a Board of nine (9) Directors; five (5) will be appointed and four (4) will be elected. The Elected Directors shall be from among the Members of the Corporation.

APPOINTED DIRECTORS

- 8.02 Appointed Directors shall consist of:
 - (a) One representative appointed by each of the following:
 - Henvey Inlet First Nation
 - Wahnapiatae First Nation
 - Magnetawan First Nation
 - Métis Nation of Ontario
 - (b) One youth representative, appointed by the Board, who shall be between the age of eighteen (18) and twenty-nine (29) years and shall meet other criteria as defined by the Board.
- 8.03 Each First Nation/organization listed in 8.02(a) shall indicate its appointee by written notice to the Corporation. Such notice shall remain in effect unless superseded by a notice in writing from the First Nation/organization.

ELECTED DIRECTORS

- 8.04 Elected Directors shall consist of four (4) Community Representatives, who must reside within the City of Greater Sudbury or the communities of Henvey Inlet First Nation, Magnetawan First Nation or Wahnapiatae First Nation and who meet the criteria as defined by the Board.
- 8.05 No more than two (2) Elected Directors may be Non-Indigenous.
- 8.06 No Director shall be elected who is serving as an elected politician.
- 8.07 A Director shall not be a member of the immediate family of a Director or a paid staff person or contractor. Immediate family means father, mother, step-father, step-mother, foster parent, brother, sister, spouse including common law spouse, child, step-child, father-in-law, mother-in-law or relative permanently residing with the employee.

ELDER ADVISOR(S)

8.08 Elder Advisors may be non-voting advisors to the Board of Directors. Elder Advisors shall be appointed by the presiding Board for one-year terms.

TERM OF OFFICE

8.09 The term of office for elected Directors shall be three (3) years. The Directors shall hold office for an expressly stated term which shall expire not later than the close of the third annual meeting following the election.

CALL FOR APPLICATIONS FOR ELECTED POSITIONS

8.10 The Board shall call for applications for vacant elected Directors positions no later than sixty (60) days before the membership meeting when elections are to be held. The call for applications shall include the number of vacancies and the criteria.

8.11 The Board of Directors will present a slate of qualified nominees to the Members at least twenty-one (21) days before the membership meeting.

METHOD OF ELECTION

8.12 The election of Directors will occur at the Annual General Meeting of the Membership or at a Special Meeting. The Board of Directors shall present its slate of candidates to the Members for election. There will be no nominations from the floor.

DIRECTOR RESIGNATION

8.13 A Director may resign upon giving written notice to the Corporation and such resignation becomes effective when it is received by the Corporation or at the time specified therein whichever is later.

REMOVAL OF DIRECTORS

8.14 If a Director is absent, without notice and without justifiable reason, for two (2) consecutive Board meetings, the Director shall be sent written notice advising of their potential removal from the Board should they miss three (3) consecutive meetings. Any Director missing more than three (3) shall be removed from the Board unless the Board finds good reasons for the missed meetings.

8.15 The office of a Director of the Corporation shall be automatically vacated if the Director:

- (a) is found to be mentally incompetent or becomes of unsound mind, or becomes incapable of managing their own affairs, or is not in good standing in the community;
- (b) by notice in writing to the Chair of the Corporation resigns;
- (c) dies; or
- (d) becomes bankrupt or makes general assignment to creditors.

8.16 The following persons are not in good standing in the community:

- (a) A person who has been convicted of an indictable offence.
- (b) A person who has been convicted of a summary conviction offence within the previous two years;

- (c) A person who has been convicted of a sexual offence or of an offence against a child;
 - (d) A person currently on the Child Abuse Register for Ontario or any similar register in any other jurisdiction;
- 8.17 A person who has been charged with any offence may be required by the Board to temporarily vacate their position on the Board until such time that the matter is resolved through the court.
- 8.18 The Board can remove any Director from the Board and declare a vacancy if the Director's activities bring discredit to the Corporation or if the Director acts in a manner deemed detrimental to the Corporation or in any other case where the Board is satisfied that there is cause to remove the Director.
- 8.19 Notice of a motion to remove a Director shall be in writing and shall be signed by at least two (2) Directors and forwarded to the Chair, at least fifteen (15) days prior to the Board meeting at which the issue is to be raised. The notice shall state the ground or grounds for removal and shall state the allegations in detail. The Secretary shall be advised by the Chair to send every Director a confidential copy of the notice. The vote of 2/3 of the Directors present at the meeting, excluding the Director being removed, is required to remove a Director from the Board and declare a vacancy.
- 8.20 The Members can remove any elected Director before their term of office has expired by means of a resolution at a membership meeting. The resolution must be passed by a least two thirds (2/3) of the votes cast and prior notice of at least thirty (30) days must be given that such a resolution is to be made at the Annual General Meeting or Special Meeting. The Director shall be advised in writing of the reason for the proposed removal, prior to the meeting and shall be entitled to address the meeting before the removal vote.

DIRECTOR REMUNERATION

- 8.21 Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid reasonable expenses incurred in the performance of their duties.
- 8.22 A Director shall not apply for a paid position or enter a personal contract for paid services with the Corporation for six (6) months after serving on the Board of Directors. At the discretion of the Board of Directors, the six (6) month period can be waived under exceptional circumstances.

Article 9. MEETINGS OF THE BOARD OF DIRECTORS

- 9.01 The Board shall meet at least eight (8) times per year and may meet more often as the business of the Corporation may require.
- 9.02 Notice of the time and place for the holding of a meeting of the Board shall be given to every Director by telephone or by electronic delivery (e-mail or text message) not less than 48 hours before the date and time of the meeting. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

- 9.03 A Board meeting may also be held, without notice, immediately following the annual meeting of the Corporation, provided a quorum exists.
- 9.04 The Chair shall normally preside at such meetings and in the Chair's absence, the Vice-Chair, however, if neither is present within 15 minutes after the appointed time of the meeting, the Directors present shall choose a Chair from their number.

PARTICIPATION BY TELEPHONE, ELECTRONIC OR OTHER COMMUNICATIONS FACILITIES

- 9.05 If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

QUORUM AT BOARD MEETINGS

- 9.06 Fifty (50) percent plus one (1) of the Directors then serving, or a minimum of four (4) whichever is greater, shall form quorum for the transaction of business.

VOTING AT BOARD MEETINGS

- 9.07 Except where the vote or consent of a greater number of Directors is required by the Act or these By-Laws, decisions of the Board shall be made as far as possible by consensus or general agreement. When all efforts at achieving a consensus have been exhausted without success, a positive vote of 50% plus one of the Directors in attendance shall be sufficient to constitute a decision. The Chair shall exercise no vote except in the event of a tie, wherein the Chair shall exercise the deciding and casting vote.
- 9.08 A declaration by the Chair that a motion has passed or failed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact.
- 9.09 In lieu of a meeting, a resolution in writing, signed by all the Directors entitled to vote on the resolution at a Board or committee meeting is as valid as if it had been passed at a meeting of the Board or committee.

Article 10. POWERS OF THE BOARD OF DIRECTORS

- 10.01 The Board shall manage the affairs of the Corporation.
- 10.02 The Board may make such rules and policies as are required for the conduct of its affairs.
- 10.03 The Board shall employ an Executive Director to implement the policies and services of the organization.

INTEREST OF DIRECTORS IN CONTRACTS

- 10.04 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

10.05 Provided that the provisions described in 10.04 have been followed, no Director shall be disqualified by virtue of office from contracting with the Corporation; and no contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested shall be liable to be voided as a result of that Director's interest.

Article 11. LIABILITY OF DIRECTORS AND OFFICERS

COMPLIANCE

11.01 Every Director and officer of the Corporation shall comply with the Act, the regulations, articles and by-laws.

INDEMNITY OF DIRECTORS AND OFFICERS

11.02 Subject to the provisions of the Act, every director or officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

INSURANCE FOR DIRECTORS AND OFFICERS

11.03 The Corporation will purchase and maintain an insurance policy for the benefit of the Directors or officers of the Corporation or persons who act or acted at the Corporation's request as Directors or officers. This policy will insure against liability incurred by persons in their capacity as Directors or officers of the Corporation where they act or acted in that capacity at the Corporation's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation or that body corporate.

Article 12. OFFICERS

12.01 All Officers of the Corporation must be Indigenous.

12.02 There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer and such other officers as the Board may determine from time to time. The Officers shall be elected by the Board from among their number at the first meeting of the Board after the annual election of Directors, provided that in default of such election the then incumbents, being Directors, shall hold office until their successors are elected.

12.03 The position of Chair and other elected officers shall be determined by the majority of votes of the Directors excluding the candidates.

12.04 Officer shall be responsible for the duties assigned to them by the Board and they may delegate to others the performance of any or all of such duties.

COMMITTEES

12.05 Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Article 13. EXECUTION OF DOCUMENTS

13.01 Contracts and other legal instruments requiring execution by the Corporation may be signed by the Chair or by the Secretary, or such other person(s) as authorized by the Board. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

Article 14. OTHER

STAFF

14.01 The Executive Director shall be responsible to the Board and shall effectively administer such responsibilities and duties the Board delegates to the Executive Director. The Executive Director shall attend all meetings at the discretion of the Board and Committees, respectively but in attending shall have no vote.

FISCAL YEAR

14.02 The fiscal year of the Corporation shall terminate on the 31st day of March in each year.

OMISSIONS AND ERRORS

14.03 No error or omission in giving such notice for a meeting of members or Board of Directors shall invalidate such meeting or invalidate to make void any proceedings taken or had at such meeting and any Director or Member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

AMENDMENTS AND REPEAL OF BY-LAWS

14.04 The Board may from time to time in accordance with the Act pass, amend or repeal this by-law which shall remain in effect until the next annual meeting of the Members, unless confirmed thereat. If not confirmed by the Members, the amendment or repeal will cease to have effect at and from that time. However, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

ENACTED by resolution of the Board of Directors and sealed with the Corporate seal this _____ day of _____, 2018.

This By-law shall come into effect immediately upon enactment and shall remain effective until the next

annual general meeting of the Members of Shkagamik-kwe Health Centre unless confirmed thereat.

Hans Matthews
Chair

Kathy Dokis
Vice-Chair

SANCTIONED AND CONFIRMED by regular resolution of the Members of the Corporation at the Annual General Meeting, duly called, the _____ day of _____, 2018 at Sudbury, Ontario.

Hans Matthews
Chair