

BYLAWS

PART 1 - INTERPRETATION

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) "board" means the directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (b) "directors" means those persons who are founding directors and who have been elected or appointed as directors in accordance with these Bylaws and have not ceased to be directors, and a "director" means anyone of them;
- (c) "general meeting" means a meeting of the members of the Society;
- (d) "Income Tax Act" means the Income Tax Act, S.C. 1970-71-72, c. 63 as amended from time to time;
- (e) "Local Health Area No. 92" means that area formerly defined as 'Local Health Area No. 92" under the Health Authorities Act of British Columbia, and is referred to in the Constitution and these Bylaws for geographical descriptive purposes only;
- (f) "members" means the members of the Society from time to time, and a "member" means anyone of them;
- (g) "Nisga'a citizen" means a person who is recognized as such under the Nisga'a Citizenship Act or who has had Nisga'a citizenship conferred on them under that Act;
- (h) "Nisga'a Constitution" means the Constitution of the Nisga'a Nation adopted in accordance with the Nisga'a Government Chapter of the Nisga'a Final Agreement;
- (i) "Nisga'a Final Agreement" means the Nisga'a Final Agreement signed on behalf of the Nisga'a Nation and Her Majesty in Right of British Columbia, on April 27, 1999 and by Her Majesty in Right of Canada on May 4, 1999, and includes any amendments made to that Agreement from time to time in accordance with its provisions;
- (j) "Nisga'a Lisims Government" means the government of the Nisga'a Nation described in the Nisga'a Constitution;
- (k) "Nisga'a Lisims Government Executive" means the Nisga'a Lisims Government Executive as described in the Constitution of the Nisga'a Nation;
- (l) "Nisga'a Public Institution" means a Nisga'a Government body, board, commission, or tribunal established under Nisga'a law, such as a school board, health board, or police board, but does not include the Nisga'a Court

referred to in the Administration of Justice Chapter of the Nisga'a Final Agreement;

- (m) "ordinary residence" has the meaning determined by the provisions of section 2 of the Nisga'a Elections Act;
- (n) "regular election" means an election held in accordance with section 28 or Schedule 2 of the Nisga'a Constitution
- (o) "Society" means the Nisga'a Valley Health Authority;
- (p) "Society Act" means the Society Act, R.S.B.C. 1996, c. 433, as amended from time to time;
- (q) "Wilp Si'ayuukhl Nisga'a" means the assembly of Nisga'a Lisims Government that exercises the legislative authority of the Nisga'a Nation.

PART 2 - MEMBERSHIP

Members

- 2.1 The members of the Society are the applicants for incorporation of the Society and those persons who, upon application to the directors, have subsequently become members in accordance with these Bylaws and in either case have not ceased to be members.

Membership eligibility

- 2.2 Membership in the Society shall be open to:
- (a) all Nisga'a citizens whose ordinary residence, at the time of application, is within the Village of Gingolx, Laxgalts' ap, Gitwinksihlkw or Gitlaxt'aamiks; and
 - (b) all persons whose ordinary residence, at the time of application, is within Local Health Area No. 92 other than the persons referred to in paragraph (a).
- 2.3 To be eligible for membership in the Society a person must be at least 18 years old.

Ceasing to be a member

- 2.4 A person ceases to be a member of the Society:
- (a) upon his or her death;
 - (b) by mailing or delivering his or her resignation in writing to the Secretary/Treasurer of the Society or by mailing or delivering it to the address of the Society;
 - (c) on being removed by an ordinary resolution at a general meeting; or
 - (d) if the person's ordinary residence is no longer within Local Health Area No. 92.

Standing of members

- 2.5 Members are not required to pay membership fees and remain in good standing until they cease to be a member. Membership is not transferable.

PART 3 - MEETING OF MEMBERS

General meetings

- 3.1 A general meeting of the Society must be held at least once a year at such time and place, in accordance with the Society Act, as the directors decide.
- 3.2 Every general meeting, other than the annual general meeting, is an extraordinary general meeting.

Notice of general meetings

- 3.3 The board must give not less than 30 calendar days written notice of a general meeting to its members entitled to receive notice.
- 3.4 Notice of a general meeting shall specify the place, the date, the hour of the meeting, and in case of special business, the general nature of the business.
- 3.5 The accidental omission to give 30 calendar days written notice of the meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Annual general meeting

- 3.6 The first annual general meeting of the Society must be held no more than 15 months after the date of incorporation, and, thereafter, an annual general meeting shall be held once every calendar year and not more than 15 months after holding the last preceding annual general meeting.
- 3.7 The following business must be conducted at an annual general meeting:
- (a) the adoption of rules of order;
 - (b) the consideration of the annual financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the appointment of the auditors;
 - (f) any other business that under these Bylaws, ought to be conducted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

Special business

- 4.1 For the purpose of these Bylaws, special business is:
- (a) all business of an extraordinary general meeting, except the adoption of rules of order; and
 - (b) all business conducted at an annual general meeting, except the business described in section 3.7.

Quorum

- 4.2 A quorum at a general meeting is 3 members unless the members, by ordinary resolution, determine otherwise, but shall never be less than 3 members.
- 4.3 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but, in any other case, the meeting must stand adjourned until another time as determined by the Society.

Chair of general meetings

- 4.6 Subject to section 4.7, the Chair of the Society, or in the absence of the Chair, the Vice-Chair, if present, must preside as the chair at a general meeting.
- 4.7 If at a general meeting:
- (a) there is no Chair or Vice-Chair within fifteen (15) minutes or such longer time as may be agreed at the meeting, after the time appointed for holding the meeting,
 - (b) the Chair or Vice-Chair are unwilling to act as the chair, or
 - (c) the Chair or Vice-Chair have not delegated another person to act as the chair,
- then the members present shall choose one of their number to chair the meeting.

Adjournment of general meetings

- 4.8 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for 14 calendar days or more, the notice of the adjourned meeting shall be given as in the case of the original meeting.

- 4.10 Except as provided in these Bylaws it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Resolutions to be seconded

- 4.11 The chair of a general meeting may move or propose a resolution and all resolutions proposed at a general meeting must be seconded.
- 4.12 Any issue at a general meeting which is not required by these Bylaws or the Society Act to be decided by a special resolution must be decided by an ordinary resolution.

Voting at general meetings

- 4.13 A member in good standing present at the meeting of members is entitled to one (1) vote and proxy voting is not allowed.
- 4.14 Voting is by show of hands, unless the members otherwise decide.
- 4.15 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote which he may be entitled as a member, and the proposed resolution shall not pass.

Resolution to be filed with Registrar

- 4.16 A copy of any special resolution passed in accordance with these Bylaws must, if required by the Society Act be filed with the Registrar in the prescribed form and does not take effect until the copy is accepted by the Registrar.

PART 5 - DIRECTORS

Power and role of board

- 5.1 The board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- 5.2 No rule made by the board in a general meeting, invalidates a prior act of the directors that would have been valid if the rule had not been made.
- 5.3 The property and affairs of the Society must be managed by the board, which may promulgate rules and regulations in carrying out the objectives and purposes contained in the Society's Constitution, and without limiting the generality of the foregoing, governing the organization, appointment and activities of administrative, professional, medical and support staff.

Number of directors

- 5.4 The numbers of directors shall be 6 or such a greater number as may be determined from time to time at a general meeting.
- 5.5 No act or proceeding of the board is invalid by reason only of there being less than the prescribed number of directors in office.

Election of Nisga'a Village directors

- 5.6 One director shall be elected from each of the following four communities: Gingolx, Lax Galts'ap, Gitwinksihlkw, and Gitlaxt'aamiks. Each such director shall be elected by votes cast by eligible persons. For purposes of this section 5.6, eligible persons means nisga'a citizens who are ordinarily resident in that community who are at least 18 years of age. Such directors shall be elected for a term of 4 years.
- 5.7 To be an eligible candidate for election as a director under section 5.6, a person must be:
- (a) a member; and
 - (b) a Nisga'a citizen whose ordinary residence is with the Nisga'a Village in which the candidate seeks election.

Election of Non Nisga'a Village director

- 5.8 All persons whose ordinary residence is within Local Health Area No. 92, other than persons referred to section 5.6, and who is at least 18 years of age may elect one director at large. Such director shall be elected for a term of 4 years.
- 5.9 To be an eligible candidate for election as a director under section 5.8, a person must be eligible to vote under that section.

Qualifications of Candidates

- 5.10 A person may not be a candidate for election under section 5.6, 5.8 or 5.22 or appointed under section 5.14 or 5.23 if that person:
- (a) has been found to be a mentally disordered person under the Mental Health Act of British Columbia;
 - (b) is an undischarged bankrupt;
 - (c) is subject to a sentence for a criminal offence prescribed by the Nisga'a Lisims Government Executive;
 - (d) has been subject to a sentence for a criminal offence prescribed by the Nisga'a Lisims Government Executive within the period of four years from the date of the election or appointment;
 - (e) has been convicted of a criminal offence prescribed by the Nisga'a Lisims Government Executive within the period of four years before the date of the election or appointment; or

- (f) subject to section 5.11, has been removed in accordance with the Nisga'a Constitution, or Nisga'a legislation from:
 - (i) an elected office of Nisga'a Lisims Government, a Nisga'a Village Government or a Nisga'a Public Institution, or
 - (ii) an office reporting to Wilp Si'ayuukhl Nisga'a.

5.11 Section 5.10 does not disqualify a person from being a candidate if the body that previously removed the person from office:

- (a) attached conditions which, if met by the person, would warrant the lifting of their disqualification from being a candidate, and the Nisga'a Nation Council of Elders has certified that the person has fully met those conditions, or
- (b) by resolution supported by at least two-thirds of its members, has declared that person to be no longer disqualified from being a candidate.

Employees eligible

5.12 A salaried employee of the Society or person working under a personal service contract with the Society may be a candidate for election as a director. During the person's candidacy for election the Society shall grant and the person shall accept leave of absence without pay. If the person is elected as a director, they must, upon election, resign as an employee of or terminate their personal service contract with the Society.

Timing of elections

5.13 Elections for directors under sections 5.6 and 5.8 must be held at such times as may be determined by the board and approximately at the same time as or concurrently with regular elections under the Nisga'a Elections Act and, in the discretion of the board, in accordance with Part 6 of these Bylaws or the procedures set out in the Nisga'a Elections Act.

Nisga'a Lisims Government director

5.14 In addition to the directors elected under sections 5.6 and 5.8 of these Bylaws, the Nisga'a Lisims Government Executive may concurrently appoint one director for a term of 4 years. Such director may be removed by the Nisga'a Lisims Government Executive before expiration of such directors term of office upon notice to the Society.

Term of office of directors

5.15 The term of office of a director ends when a successor is elected as a director of the Society or appointed as a director of the Society by the Nisga'a Lisims Government Executive, as the case may be.

Directors must be members

5.16 Every director must unreservedly subscribe to and support the purposes of the Society and if at the time of nomination for election or appointment, the person

nominated or appointed is not a member of the Society, then the person must apply to the directors and be accepted as a member before running in an election or bi-election or accepting the nomination, as the case may be.

Removal of directors by members

- 5.17 The members may, by special resolution, remove any director before the expiration of the director's term of office if:
- (a) the director's ordinary residence is no longer within Local Health Area No. 92;
 - (b) the director has engaged in conduct or behaviour that has brought the office of director into disrepute; or
 - (c) the director is no longer able to perform the functions of the director's office due to mental or physical inability.
- 5.18 The notice of the general meeting called to deal with removal must be accompanied by a brief statement of the reason or reasons for the proposed removal.
- 5.19 Before the members vote on a motion to remove a director, the director must be given an opportunity to be heard at the general meeting.

Ceasing to be a director

- 5.20 A person ceases to be a director of the Society:
- (a) by mailing or delivering his or her resignation in writing to the Secretary/Treasurer of the Society or by mailing or delivering it to the address of the Society;
 - (b) upon his or her death;
 - (c) upon the expiration of his or her term of office; or
 - (d) upon being removed by special resolution or pursuant to section 5.14.

Bi-elections

- 5.21 In the event of a vacancy in the office of a director elected under section 5.6 or 5.8, a bi-election will be held, in the discretion of the board, in accordance with Part 6 of these Bylaws or in accordance with the procedures set out in the Nisga'a Elections Act.
- 5.22 The Nisga'a Lisims Government Executive may, in the event of a vacancy in the office of a director appointed under section 5.14, appoint a replacement director to fill the vacancy.
- 5.23 A person elected under section 5.21 or appointed under section 5.22 will be a director until the next regular election held in accordance with these Bylaws.

Remuneration of directors

- 5.24 Directors may be remunerated in an amount which will be decided by the board from time to time and all directors shall be reimbursed for all expenses reasonably and necessarily incurred by each of them while engaged in the business of the board.
- 5.25 A director may hold any office in the Society (other than auditor) in conjunction with his or her office of director, for the period and on such terms as the board determines.

PART 6 - PROCEDURE FOR ELECTION OF DIRECTORS

Electoral officer

- 6.1 At least 120 days before the date of a regular election or as soon as practicable after a date is determined for a bi-election, the board may appoint a person to serve as electoral officer for the election or bi-election.

Election principles

- 6.2 The electoral officer is responsible to administer an election or bi-election in accordance with this Part and must act in accordance with the principles of election administration set out in subsection (c) of Schedule 1 of the Nisga's Elections Act.

Declaration by electoral officer

- 6.3 The electoral officer must, before undertaking his or her duties, make a solemn declaration that he or she:
- (a) will faithfully and impartially fulfil their duties; and
 - (b) has not received and will not accept any inducement to subvert the election or to perform their duties other than impartially and in accordance with these Bylaws.

Notice of election

- 6.4 At least 60 days before the date of a regular election, or as soon as practicable after a date is determined for a bi-election, the electoral officer must provide written notice to the members, announcing:
- (a) the date of the election or bi-election;
 - (b) the voting hours and location for each area in which the election or bi-election will be held;
 - (c) that nominations are open for any office to be filled in that election or bi-election; and
 - (d) the date and locations for nomination meetings to be held in each voting area in which the election or bi-election will be held.
- 6.5 Each candidate must, at least 21 days before the election or bi-election is held, have:

- (a) been nominated and seconded at a nomination meeting arranged under section 6.4; and
- (b) provided all required documents to the electoral officer.

6.6 The electoral officer:

- (a) must review each candidate's nomination papers to determine whether the candidate meets the requirements of these Bylaws; and
- (b) must not include on a ballot the name of any candidate who:
 - (i) does not qualify for a nomination; or
 - (ii) has not complied with section 6.5 at least 21 days before the date fixed for voting in the election or bi-election.

Review of nominations

6.7 Within 7 days after receiving a candidate's nomination papers, the electoral officer must:

- (a) notify every person nominated in that election or bi-election, in writing, whether the candidate qualifies for a nomination; and
- (b) if the person does not qualify for nomination, provide the person with written reasons for the candidate's disqualification.

Withdrawal of candidate

6.8 At any time before the end of voting for an election or bi-election, a candidate may withdraw by delivering a signed withdrawal to the electoral officer.

6.9 If a candidate withdraws after the preparation of ballots in an election or bi-election, and it is not practical for the ballots to be replaced in time for voting, the electoral officer must post a notice of the withdrawal of that candidate in every voting place at which those ballots are in use.

Acclamation

6.10 The electoral officer must immediately declare a candidate, or candidates, elected by acclamation if:

- (a) only one candidate is nominated for an office;
- (b) as a result of disqualification or withdrawal of a candidate, there is only one candidate remaining to be elected; or
- (c) the number of candidates is equal or less than the number of directors to be elected.

6.11 As soon as practicable after making a declaration under section 6.10, the electoral officer must declare the name of each individual elected by acclamation and notify the existing board.

6.12 As soon as practical after receiving a declaration under section 6.11 the board must notify the members.

Voting by ballot

6.13 Votes in an election or bi-election may be taken only by written ballots.

Voting rights

6.14 The Society shall maintain a record, to be known as the Nisga'a Valley Health Authority Voting List, of those persons who are entitled to vote for the election of a director pursuant to sections 5.6 and 5.8. Such persons must not vote more than once in the same election or bi-election.

6.15 Providing they otherwise qualify to vote, an electoral officer may vote in an election or bi-election, however, their vote may be counted only:

- (a) to break a tie,
- (b) if the vote has been cast before voting hours open for the election or bi-election, and
- (c) if, when cast, the vote has been placed in a sealed envelope.

6.16 A ballot cast by an electoral officer under section 6.15 must identify the eligible candidates in order of preference.

Secrecy of ballots

6.17 Each individual present at a place at which a person votes, and each individual present at the counting of the vote:

- (a) must preserve the secrecy of the ballot; and
- (b) must not:
 - (i) interfere with an individual who is marking a ballot;
 - (ii) attempt to discover how an individual voted;
 - (iii) communicate information regarding how an individual voted or marked a ballot; or
 - (iv) induce an individual, directly or indirectly, to show the ballot in any way that reveals how the individual voted.

Voting officers

6.18 The electoral officer may appoint:

- (a) sufficient voting officers to be responsible for each voting place; and
- (b) if required, other election officials to conduct the election or bi-election proceedings.

Individuals who may be present at voting proceedings

- 6.19 Only the following individuals may be present at a voting place while voting is being conducted:
- (a) election officials authorized to be present at the voting place;
 - (b) individuals who are:
 - (i) present at the voting place to vote;
 - (ii) assisting an individual who is present to vote; or
 - (iii) in the care of an individual who is present to vote;
 - (c) an individual acting as a translator;
 - (d) for each candidate, one candidate representative at each voting place.

Style of ballots

- 6.20 A ballot for an election or bi-election must:
- (a) list every candidate for that office, in alphabetical order by surname and;
 - (b) provide a space opposite each name for the voter to enter a mark.
- 6.21 A ballot must be designed so that the voter's identity cannot be discovered after the ballot has been used.

The initial count

- 6.22 After completing the initial count of votes at a voting place, the voting officer responsible for that voting place must prepare a written report to the electoral officer setting out:
- (a) the number of votes accepted for each candidate; and
 - (b) the number of rejected ballots.

Rules for accepting and rejecting ballots

- 6.23 The voting officer conducting an initial count and the electoral officer conducting the final count must accept each ballot if it is reasonably possible to determine the voter's intention from the mark or marks made on the ballot by the voter.

The final count

- 6.24 The electoral officer must conduct a final count for each election or bi-election by:
- (a) recounting the ballots in the initial count for each voting place; and
 - (b) determining the results, based on the votes in the final count.
- 6.25 The electoral officer must notify the candidates of the date, time and place where the final count will be conducted.

Persons present at the final count

6.26 At the final count

- (a) the electoral officer and at least one other voting officer must be present; and
- (b) each candidate may have one candidate representative present.

Declaration of official result

6.27 As soon as practicable after the conclusion of the final count, the electoral officer must declare the official results of the election or bi-election and notify the candidates and the existing board.

6.28 As soon as practical after receiving notice under section 6.27 the board must notify the members.

Retention of election materials

6.29 All materials specific to the election or bi-election must be retained by the board for one year after the voting day.

PART 7 - PROCEEDINGS OF DIRECTORS

Meetings of Directors

7.1 The directors may meet together at such places to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.2 No formal notice is necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

7.3 For a first meeting of directors held immediately following the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

7.4 A director may at any time, and the Secretary, on request of a director, must convene a meeting of the directors.

Quorum

7.5 The board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum will be a majority of the directors in office at the time when the meeting convenes and includes directors who are participating by teleconference and can hear what is spoken by all participants and who in turn can be heard by all other participants.

Chair for Meetings

7.6 The Chair is the chair of all meetings of the directors, but if at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the

meeting, the Vice-Chair must act as chair, but if neither is present, the directors present may choose one of their members to be the chair at that meeting.

Absence of director

7.7 A director who may be absent temporarily from British Columbia may send or deliver to the address of the board a waiver of notice which may be by letter, telegraph or cable of any meeting of the directors and may, at any time withdraw the waiver but until the waiver is withdrawn:

- (a) no notice of the directors meeting shall be sent to those directors; and
- (b) any or all meetings of the directors of the board, notice of which has not been given to that director, shall if a quorum of the directors is present be valid and effective.

Voting at directors' meetings

7.8 Each director is entitled to one vote and questions arising at any meeting of the directors shall be decided by a majority of votes.

7.9 In case of an equality of votes, the Chair shall not have a second or casting vote and the resolution being voted on is deemed to have failed.

Board resolution

7.10 Resolutions proposed at a meeting of directors or committee of directors must be seconded and the chair of a meeting may move or propose a resolution.

7.11 A board resolution, in writing, which has been signed by all the directors and has been deposited with the Secretary/Treasurer:

- (a) is as valid and effectual as if it had been passed at a meeting of the board duly called and constituted;
- (b) may be in 2 or more counterparts which together will be deemed to constitute one resolution in writing; and
- (c) must be filed with minutes of the proceedings of the board and is deemed to be passed on the date stated in the resolution, or, if no date is stated, on the latest date stated on any counterpart.

Censure of director

7.12 If a director fails to comply with the policies, rules, bylaws or regulations of the board, the board may by resolution:

- (a) censure and warn the director against further reoccurrence; and
- (b) after a vote of censure and warning, require the director to forfeit the directors' next monthly honoraria and/or take such other steps as the board may from time to time determine, including requesting the director to resign, for a further reoccurrence of the censured conduct.

PART 8 - COMMITTEES

- 8.1 The directors may delegate any but not all, of their powers to committees consisting of a director or directors as they think fit and may revoke such delegation from time to time.
- 8.2 A committee, in the exercise of the power delegated to it, shall conform to any rules that may from time to time be imposed on it by the board, and shall report every act or thing done in exercise of those powers at the next meeting of the board held after it has been done, or at such other time or times as the board directs.
- 8.3 The members of a committee may meet and adjourn as directed by the directors.
- 8.4 A committee must limit its activities to the purpose or purposes for which it is appointed, and has no powers except those specifically conferred by a board resolution.

PART 9 - DUTY OF OFFICERS

Election of officers

- 9.1 At the first meeting of the board held after a regular election, the board:
- (a) must, from amongst the directors, elect a Chair, Vice Chair and Secretary/Treasurer; and
 - (b) may, from amongst the directors, elect such other officers of the Society as it deems necessary; and
 - (c) must determine the duties, responsibilities, term and remuneration, if any, of all officers.

Chair

- 9.2 The Chair is responsible to preside at all meetings of the Society and of the directors.

Vice Chair

- 9.3 The Vice Chair shall carry out the duties of the Chair, during the Chair's absence.

Secretary/Treasurer

- 9.4 The Secretary/Treasurer is responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the board;
 - (b) the keeping of minutes of all meetings of the Society and board;
 - (c) the custody of all records and documents of the Society except those required to be kept by the chairperson;
 - (d) the custody of the common seal of the Society, if any;
 - (e) the conduct of the correspondence of the Society,

- (f) the keeping of such financial records, reports and returns, including books of account, and the making of such filings as are necessary to comply with the Society Act, the Income Tax Act and other applicable legislation; and
- (g) the rendering of financial statements to the directors, members and others when required.

9.5 If the Secretary/Treasurer is absent from any meeting of the board, the directors present may appoint another person to act as Secretary at that meeting.

Removal of officer

9.6 An officer may be removed from office by a board resolution.

Replacement of officers

9.7 Should the Chair or any other officer for any reason not be able to complete his or her term, the board must elect a replacement without delay.

PART 10 - SEAL

10.1 The board may provide a common seal for the Society and has the power from time to time to destroy a seal, and substitute a new seal in its place.

10.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person or persons specified in the resolution or if no persons are specified, in the presence of the President and Secretary/Treasurer.

PART 11 - BORROWING

11.1 In order to carry out the purposes of the Society, the board may, on behalf of and in the name of the Society raise or secure payment or repayment of money subject to the *Society Act*.

PART 12 - AUDITOR

12.1 This Part only applies where the Society is required or has resolved to have an auditor.

12.2 The fiscal year of the Society shall be for the 12 month period ending March 31st or such other period of 12 consecutive months as may from time to time be approved by the board.

12.3 The first auditor shall be appointed by the board which shall fill all vacancies occurring in the officer of the auditor.

12.4 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed.

12.5 An auditor:

- (a) may be removed by ordinary resolution; and

- (b) shall be informed forthwith in writing of appointment or removal.
- 12.6 No director and no employee of the board shall be an auditor.
- 12.7 The auditor may attend general meetings and any other meetings authorized by the board.

PART 13 - NOTICES

- 13.1 Notice of a general meeting must be given to:
 - (a) every person shown on the register of members as a member on the day the notice is given; and
 - (b) the auditor, if the Society is required or has resolved to have an auditor.
- 13.2 No other person is entitled to be given notice of a general meeting.
- 13.3 A notice may be given to a member either:
 - (a) personally by delivery, facsimile or email;
 - (b) by first class mail posted to a member's registered address; or
 - (c) by posting at Village Government offices, community buildings, and business offices throughout Local Health Area No. 92.
- 13.4 A notice sent by mail is deemed to have been given on the second day following the day on which the notice was posted.
- 13.5 In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there is, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice is only effective when actually received.
- 13.6 A notice delivered by hand or sent by facsimile, or email under section 13.3(a) or posted under section 13.3(c) is deemed to have been given on the day it was delivered, sent or posted, as the case may be.
- 13.7 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given is not, but the day on which the event for which notice is given is to be counted in the number of days required.

PART 14 - INDEMNIFICATION

- 14.1 Subject to the provisions of the Society Act the director or officer of the Society must be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Society, except in respect of matters as to which he or she is finally adjudged in an action,

suit or proceeding to have been derelict in the performance of his or her duty as a director or officer, where "derelict" means grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

- 14.2 Subject to the provisions of the Society Act, the board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure the director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
- 14.3 The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the members and any contract, act or transaction that is approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or these bylaws) is as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 14.4 Subject to the provisions of the Society Act, no director or officer of the Society is liable for the acts, neglects or defaults of any other director or officer of the Society or for any loss, damage or expense to the Society as a result of the execution of the duties of his or her respective office or trust, unless the loss, damage or expense happens as a result of the wilful act, default or neglect of the director or officer.
- 14.5 The Society may, to the full extent permitted by the Society Act, indemnify and hold harmless, every person serving as a director or officer of the Society and his or her heirs and legal representatives.
- 14.6 Expenses incurred with respect to any claim, action, suit or proceeding may, in the discretion of the board, be advanced by the Society prior to a final deposition and upon receipt of an undertaking satisfactory in form and amount to the board by or on behalf of the recipient to repay the amount unless it is ultimately determined that he or she is entitled to indemnification.
- 14.7 The Society must apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.
- 14.8 Each person, upon becoming a director or officer of the Society, is deemed to have contracted with the Society upon the terms of the indemnities in these bylaws, which continue in effect with regard to actions arising out of the term each director or officer held their office notwithstanding that he or she no longer continues to hold that office.
- 14.9 The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the constitution or these bylaws does not invalidate any indemnity to which he or she is entitled under this Part.

- 14.10 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any person as a director or officer.

PART 15 - MISCELLANEOUS

- 15.1 The members may from time to time determine whether and to what reasonable extent and at what reasonable times and places and under what reasonable conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the board are to be open to the inspection of members of the Society not being directors.
- 15.2 The rules governing when notice is deemed to have been given to members in sections 14.3(a) and (b) also apply to determine when a notice is deemed to have been submitted to all of the directors.
- 15.3 The Society has the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 15.4 The Society will not be a subsidiary of any other society or corporation.
- 15.5 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.
- 15.6 On being admitted to membership, each member is entitled to, and the Society must give the member on demand, without charge, a copy of the Constitution and Bylaws of the Society.
- 15.7 These Bylaws must not be altered or added to except by special resolution.