

BYLAW NO.2

Being a By-Law repealing By-Law No. 1 of the Corporation and relating generally to the conduct of the affairs of

SHKAGAMIK-KWE HEALTH CENTRE (the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. By-Law No. 1 of the Corporation is hereby repealed in its entirety, and the following is substituted as the By-Law relating generally to the conduct of the affairs of the corporation.
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ARTICLE 1: NAME

The name of the corporation shall be Shkagamik-Kwe Health Centre.

ARTICLE 2: DEFINITIONS

Hereinafter the terms:

1. “Corporation” shall be deemed to refer to SHKAGAMIK-KWE HEALTH CENTRE.
2. “Native” shall be defined as any person of Anishinaabe ancestry. “Anishinaabe” shall be defined as all First Nations and their families.
3. “Members” shall be deemed to refer to any individual who has obtained membership in the Corporation.
4. “Director” shall be deemed to refer to the duly elected or appointed member of the Corporations Board of Directors.
5. “Board” shall be deemed to refer to the duly elected and appointed representatives from the membership who collectively constitute the Corporation Board of Directors.
6. “Special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all shareholders or members entitled to vote at such meeting.

ARTICLE 3: HEAD OFFICE

The Head Office of the Corporation shall be in the City of Greater Sudbury.

ARTICLE 4: SEAL

1. The seal of the Corporation shall be of such design as complies with government regulations.
2. The seal shall be affixed to all documents requiring execution under corporate seal, by such party or parties as, from time to time, may be authorized by the Board.
3. The seal shall be kept in charge of the Secretary or other persons appointed by the Board and shall be used as in this Constitution provided.

ARTICLE 5: AIMS AND OBJECTIVES

The objects for which the corporation is incorporated are:

- (a) To establish and operate one or more culturally appropriate Native wholistic health centres, dedicated to balanced and healthy lifestyles, in the Northeast Region of the Province of Ontario.
- (b) To do all such things as are incidental or conducive to the attainment of the objects and in particular;
 - i. to provide medical, health and supportive services to the community with specific emphasis on the needs of the Native people in the community;
 - ii. to promote the healing and wellness of the Native people in the community by providing culturally appropriate services, traditional healing programs, community health and, education programs, and community outreach and development programs;
 - iii. to acquire, accept, solicit or receive, by purchase, lease, loan, contract, donation, legacy, gift, grant, bequest or otherwise any kind of real or personal property including money; and to enter into and carry out agreements, contracts and undertakings incidental thereto;
 - iv. to hold, manage, sell or convert any of the real or personal property from time to time owned by the Corporation, and to invest and reinvest any principal in such manner as may from time to time be determined by the Directors;
 - v. to acquire by purchase, lease, devise, gift and other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue there from, and to sell, lease, mortgage, dispose of any convey the same or any part thereof as may be considered advisable;
 - vi. to acquire accept, solicit or receive any gift of real or personal property, either as an annual or other contribution or as an addition to the fund or funds of the Corporation;
 - vii. to enter into any arrangements with any authorities (public, academic or otherwise) or other persons that may seem conducive to all or any of the

Corporation's objects and to obtain from any such authority or person any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

viii. to employ healthcare service providers and all other supporting staff, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary;

ix. to publicize the objects and activities of the Corporation.

ARTICLE 6: MEMBERSHIP

1. Any person, Corporation, partnership, or other legal entity, sympathetic to the aims and objectives of the Corporation shall be eligible to apply for membership.
2. The Applicants for the incorporation of the Corporation shall be members thereof.
3. Applications for membership shall be approved by the Board or by such other person or committee as the Board may delegate for this purpose.
4. Members are not entitled to vote at annual and other membership meetings during the first 30 days of their membership, or renewed membership in the case of a lapse in membership.
5. If membership dues are assessed by the Corporation, payment in full is required before an applicant becomes a member, and default in payment causes automatic loss of membership on the date of default. However, no dues shall be assessed that would impede the ability of disadvantaged person to become members.
6. Membership is not transferable.
7. Members may resign in writing from the Corporation.
8. Members must be present at the Annual General Meeting to vote.

ARTICLE 7: BOARD OF DIRECTORS

1. The affairs of the Corporation shall be governed by a Board of a minimum of 3 and a maximum of 12 Directors, who are in good standing in the Community, of whom no fewer than 75% must be of Native ancestry. The number of directors shall be determined from time to time by a special resolution of the Corporation. The smallest number that is larger than 50% of the members of the Board at any given moment shall be a quorum or conducting the affairs of the Corporation:

2. The following First Nation communities and organizations shall each be entitled to appoint one Native member and one alternate member to the Board of Directors:

- a) The Chief and Council of the Wahnapiatae First Nation;
 - b) The Chief and Council of the Magnetawan First Nation;
 - c) The Chief and Council of the Henvey Inlet First Nation;
 - d) The Board of the N'Swakamok Native Friendship Centre;
 - e) The Wabnode Institute at Cambrian College, or any successor organization to the same;
 - f) The Native Human Services or Native Studies at Laurentian University, or any successor organization to the same;
 - g) A Metis organization. In the absence of a successor an alternative Metis Association.
- 3.
- a) Each organization entitled to appoint a director to the Board of Directors shall notify the Corporation in writing within thirty (30) days, of the name of its appointed director and may also notify the Corporation in writing of the name of an alternate, who shall be entitled to participate in the business of the Board in the absence of the appointed director. Each such notice shall remain in effect unless superseded by a notice in writing. If any appointed director misses more than three consecutive meetings without good cause, which is to be determined by the remaining members of the Board, or ceases in any other manner to be a director, the alternate shall replace the appointee. If there is no alternate, the organization shall be deemed to not have appointed a director and shall be asked in writing to appoint a director and, if it wishes, an alternate. An appointed director may be an officer of the Corporation, but alternates, may not hold any office of the corporation.
 - b) If any organization entitled to appoint a member of the Board Directors does not do so, or if any seat on the Board becomes vacant for any reason, the Board may fill the vacancy with a member of the corporation, until the next Annual General Meeting of the Corporation.
 - c) The Board shall appoint a Female Elder and/or a Male Elder, both of Native ancestry to be non-voting members of the Board. The decision as to who is an Elder is to be made by the Board. Should either Elder cease to be a member of the Board, his/her position may be filled by the Board. The appointed Elder shall remain on the Board of Directors unless he/she ceases to be a member pursuant to another provision of these by-laws. The Elder may, if he or she wishes, appoint an alternate by notice in writing to the Secretary, who shall be entitled to exercise all of the powers and privileges of the Elder in his or her absence.
 - d) There are to be three Board positions to be filled by election of the membership at an annual general meeting, or special meeting to be called for that purpose. All individuals who are members of the Corporation and residents of the Greater City of Sudbury, and the First Nation members in our catchment shall be eligible to be elected to these positions.
 - e) At the first annual general meeting following adoption of these by-laws, or, at the discretion of the Board, at which these by-laws are adopted, the three elected community Board members shall decide who will sit for a three year term, a two year

term, and for a one year term. Thereafter, at each annual general meeting or special meeting called for that purpose, the members shall elect one Board member to replace each outgoing Board member, for a three year term, and one Board member to replace any Board member whose position has become vacant since the prior meeting at which one or more Board members have been elected, for the completion of the term of the Board member whose position became vacant.

- f) Vacancies in the elected positions of the Board may be filled by the Board until the next annual general meeting, or special meeting called for that purpose.
 - g) At no time may fewer than 75% of the Board consist of persons of Native ancestry. If an election or an appointment would result in a breach of this provision, the election/appointment will be deemed void until an eligible candidate is presented.
4. The Board of Directors may from time to time, establish a recommended set of qualifications for board appointments and may ask any organization to re-appoint another individual to the board if the qualifications are not met.
 5. Board members appointed by outside organizations need not seek the approval of those organizations before participating in Board discussions and votes.
 6. Any regular member of the corporation, 18 years of age or older, who is not employed or contracted for services in some capacity by the Corporation, full or part-time, or who does not have an immediate relative or business partner employed in some capacity by the Corporation full or part-time shall be eligible to be elected as a Director of the Corporation.
 7. The Board of Directors shall make such decisions as are necessary for the proper management of the Corporation.
 8. The Board may appoint honorary or ex-officio members to the Board to serve in an advisory capacity, but without voting rights at the meetings.
 9.
 - (a) Any Director failing to attend a Board meeting must give notice prior to the meeting to the Board, stating the reason for his/her absence.
 - (b) Any Director failing to attend two (2) consecutive meetings of the Board shall be sent written notice advising them of his/her potential removal from the Board should they miss three (3) consecutive meetings.
 - (c) Any Director failing to attend more than three (3) consecutive meetings of the Board shall, be removed from his/her position by the Board, unless the Board finds good reason for the missed meetings.
 10. The office of a Director of the SHKAGAMIK-KWE HEALTH CENTRE shall be vacated:
 - (a) If he/she is found to be mentally incompetent or becomes of unsound mind, or becomes incapable of managing his/her own affairs, or ceases to be in good standing with the community
 - (b) If by notice in writing to the President of the Corporation he/she resigns his/her office
 - (c) The members of the Corporation in a general meeting, called for that purpose may remove any Director, elected under Article 7.2 (i), before the expiration of his/her term of office by resolution passed by at least two-thirds of the votes cast and may elect someone in his/her place for the remainder of his/her term by a majority of the votes cast.

The Director shall be addressed in writing of the reason for his/her proposed removal, reasonably prior to the meeting and shall be entitled to address the meeting before the removal vote.

- (d) He or she dies.
- (e) He or she becomes bankrupt or makes general assignment of his or her assets to creditors.

11. Directors shall serve as such without remuneration *and* no Directors shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

- 12. Any Director who is directly or indirectly interested in a proposed contract or employment with the Corporation shall declare his/her interest to the Board. The person will excuse him/herself from the meeting and refrain from voting on the matter.
- 13. No Director shall speak or write on behalf of the Corporation without prior authorization from the Board of Directors.
- 14. Every Director, officer or employee of the Corporation or other person who has undertaken or is about to undertake any liability on behalf 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 be saved harmless out of the funds of the Corporation from and against:
 - (a) All costs, charges and expenses whatsoever which such Director, or officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect or any act, deed matter or thing whatsoever made, done or permitted **by** him in or about the execution of the duties of his office, provided that the acts complained of were committed in good faith.
 - (b) All other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
- 15. The following persons are not in good standing in the community;
 - (a) a person who has been convicted of an indictable offence within the previous three years;
 - (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 within the previous five years, notwithstanding subparagraphs (a) and (b)
 - (d) a person currently on the Child Abuse Register for Ontario or any similar register in any other jurisdiction.
- 16. A person who has been charged with an indictable offence, summary conviction, sexual offence or an offence against a child is required to temporarily vacate his/her position on

the board until such time that the matter is resolved through the court.

ARTICLE 8: MEETINGS OF BOARD OF DIRECTORS

1. The Directors shall meet at least eight (8) times per year and may meet more often as the business of the Corporation may require.
2. The Directors shall determine the time and place of the Board's regular meetings.
3. Special Directors meetings may be formally called by the President, Vice-President, or by the Secretary on the direction of the president, Vice-President or three Board members. Notice of any meeting or any irregularity in any meeting or in notice thereof may be waived by any Director.
4. Notice of Special Directors meetings shall be delivered, telephoned or sent by facsimile or electronic transmission to each Director not less than forty-eight hours before the meeting is to take place, but as a general rule every effort shall be made to give one weeks notice to each Director. The Statutory Declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
5. A Directors meeting may also be held, without notice, intermediately following the annual meeting of the Corporation.
6. The Directors may consider or transact any special or general business at any meeting of the Board.
7. The president shall normally preside at such meetings and in his/her absence, the Vice-President, 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.
8. A Director may participate at a meeting by video-conference, tele-conference, or in any other manner that gives him/her full opportunity to hear and participate in the meeting.
9. Except where the vote or consent of a greater number of Directors is required by the *Corporations Act* or these By-Laws, decisions of the Board of Directors 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 where in the Chair shall exercise the deciding and casting vote.

ARTICLE 9: EXECUTIVE OFFICERS

1. Immediately following the election of the Board of Directors, the Board shall meet and elect, from the current directors, a President, a Vice-President, a Secretary and a Treasurer. All members of the Executive Committee must be of Native ancestry.
2. Duties of the President
 - (a) The President shall preside as Chair at all meetings of the Board, the Executive Committee or of the members of the Corporation that he/she attends.
 - (b) Shall enforce the observance of the Constitution and by-laws and exercise general care

and superintendence of the affairs of the Corporation.

- (c) Shall call meetings of the Board as required.
- (d) Shall be one of those representing the Corporation in dealings or negotiation with other agencies of organizations, public or private.
- (e) Shall be one of the signing officers for the Corporation.
- (f) Any other functions as the Board may direct.
- (g) Shall be responsible for carrying on official correspondence of the Corporation under the direction of the Board of Directors.

3. Duties of the Vice-President

- (a) The Vice-President shall, in the absence of the President, perform the duties and the responsibilities of the President.
- (b) Shall assist the President in the performance of his/her duties.
- (c) Any other functions as the Board may direct.
- (d) Shall be one of the signing officers for the Corporation.

4. Duties of the Secretary:

- (a) The Secretary shall ensure that minutes are kept of all meetings of the Board, the Executive Committee, and the general annual and special meetings of the Corporation.
- (b) The Secretary shall ensure that motions are recorded separately during regular meetings.
- (c) Shall arrange for notice of meetings as prescribed elsewhere in the by-laws.
- (d) Shall ensure that the seal and any records, documents or papers belonging to the Corporation are housed properly at the Corporation.
- (e) Shall be responsible for maintaining the list of members of the Corporation under the direction of the Board.
- (f) Any other functions as the Board may direct.
- (g) Shall be one of the signing officers for the Corporation.

5. Duties of the Treasurer:

- (a) The Treasurer shall be one of the signing officers.
- (b) Shall ensure the proper keeping of the books of account and such other records as may be required by law or as may be required by the Corporation.
- (c) Shall be responsible for ensuring the preparation of the financial report submitted to the annual meeting of members.
- (d) Shall ensure all monies paid to the Corporation are received and deposited in the designated bank account.
- (e) Shall ensure books of account and financial records of the Corporation are kept and are made available to the auditor in time for the preparation of an annual audit.
- (f) Shall report all financial transactions of the preceding unreported period to each Board meeting.
- (g) Any other such function as the Board may direct.

ARTICLE 10: EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, Vice President, Secretary and the Treasurer of the Corporation. The term of office for the Executive shall be from the close of one Annual Meeting until the close of the next Annual Meeting. Each member shall serve only so long as he/she shall remain a Director. The Board shall fill vacancies in the Executive Committee, however caused, from amongst the Board. The person so appointed shall serve until the close of the next Annual Meeting.
2. The Executive Committee shall meet at the call of the President and shall consider all questions referred to it by the Board and may act for the Board between meetings or during any period when the Board is not in session.
3. At any meeting of the Executive Committee, a quorum shall comprise a majority of the members on the Committee at that time.
4. The minutes of the meeting of the Executive Committee shall be read in each case at the next succeeding meeting of the Board of Directors and shall be open to question and ratification by the Board at that time.

ARTICLE 11: OTHER COMMITTEES

1. Committees of the Corporation may be formed by the Board of Directors, the members of which shall be approved by the Board.
2. The Board of Directors will adopt mandates, time frames and other procedural accords for Committees. Committees will have only the authority to recommend and must receive approval from the Board before their recommendations may be acted upon.

ARTICLE 12: GENERAL MEETINGS

1. (a) General meetings of the members of the Corporation shall be called by 2/3 majority of the Board, giving two weeks notice, unless by-law changes are on the agenda, then 30 days is required to the members by mail, telephone, or facsimile or electronic transmission to the last address, phone number, facsimile transmission number, or electronic mail address, shown for him in the records of the Corporation.

(b) A general meeting may also be called by written request of at least 10% of the members of the Corporation, giving similar notice.
2. At all general meetings of the members of the Corporation at least 13 voting members of the Corporation shall constitute a quorum.
3. The President of the Board and in his/her absence, the Vice-President shall preside over general meetings of the Corporation, and if neither is present within 15 minutes after the appointed time of the meeting, the members present shall choose a Chair from their number.
4. All questions put to a general meeting of members shall be determined by the majority of votes cast and the Chair presiding shall have a vote in the case of an equality of votes.
5. If a poll is demanded from the floor of the meeting or directed by the Chair, it shall be taken by a show of hands or as the Chair directs.
6. Each person who has been a member for at least 30 days is currently registered to the corporation shall be eligible to vote at a general meeting of the Corporation.
7. No proxy vote will be accepted at any general meeting.

ARTICLE 13: ANNUAL MEETINGS

1. The annual meeting of the Corporation shall be held within 90 days following the end of the fiscal year.
2. It shall be the duty of the Board to present at each meeting:
 - (a) A report from the President on the previous year's activities and finances.
 - (b) A report from the Executive Director if one has been employed.
 - (c) A report from the auditor.
3. The financial statement offered by the Board to the annual meeting shall cover the period from the previous statement and ending not more than three (3) months before such annual meeting and shall include a statement of financial position and a statement of operation and changes in net assets.
4. In other respects, the annual meeting shall be conducted as any general meeting of the members of the Corporation.
5. At such meetings any member shall have an opportunity to raise any matter relevant to the affairs of the Corporation.

ARTICLE 14: AUDITORS

1. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE 15: STAFF

1. The Board may employ an Executive Director and such other staff, full or part-time in order to further its aims and objectives upon such terms and to perform such functions as the Board may determine.
2. The Board of Directors upon employing any staff shall clearly identify the staff position responsibilities, reporting relationship, lines of authority and conditions of the contract.
3. The Executive Director shall be responsible to the Board and shall effectively administer such responsibilities and duties the Board delegates to him/her. The Executive Director shall attend all meetings at the discretion of the Board and Committees, respectively but in attending shall have no vote.
4. Anyone employed by the Corporation in any capacity, full or part-time, may retain membership in the Corporation but shall not be eligible to vote on matters in which he/she retains a direct or indirect interest.

ARTICLE 16: EXECUTION OF DOCUMENTS

1. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

ARTICLE 17: FINANCE

1. There shall be persons named by the Board as signing officers, of which two (2) shall be required to sign any documents for the disbursement of funds. The signing officers shall be any two of the Executive members or the Executive Director, if there is one.
2. The books, accounts and records of the Corporation shall be audited annually by a duly qualified accountant for submission to the Annual meeting of the Corporation following the end of the fiscal year.
3. The first of April to the Thirty-first of March shall be the fiscal year.
4. All monies or securities for money received by or on behalf of the Corporation shall forthwith be deposited to the credit of the Corporation in such financial institutions as the Board of Directors may from time to time direct.

- 5. The Board of Directors, by a 2/3 majority may, for the Corporation:
 - (a) borrow money on the credit of the Corporation or
 - (b) charge, mortgage, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, power, franchises and undertakings to secure any securities on any money borrowed, or other debt, or any other obligation or liability of the Corporation; or

- 6. The Board of Directors may cause any funds of the Corporation not immediately required for its purposes to be invested in any investments that are authorized for the investment of trust funds in the Province of Ontario and sell, transfer and assign such investments from time to time, for which purpose the signature of any two signing officers of the Corporation shall be sufficient.

ARTICLE 18: AMENDMENTS

- 1. These bylaws and any repeal, amendments or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat. If not confirmed by the members, the repeal, amendment or re-enactment 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 SPECIAL RESOLUTION OF THE BOARD OF DIRECTORS on the
14th day of December, 2007.

Chair

Secretary

APPROVED BY SPECIAL RESOLUTION OF THE BOARD OF DIRECTORS on the
14th day of December 2007.

Secretary