

Nlaka'pamux Health Services

# CONSTITUTION & BY LAWS



NLAKAPAMUX HEALTH SERVICES  
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## CONSTITUTION

### NAME

The name of the society is NLAKA'PAMUX HEALTH SERVICES SOCIETY

### PURPOSES

The purposes of the Society are to:

A. to manage, administer, and monitor the holistic well-being of the members of the Nlaka'pamux Nation Bands (as that term is defined in the Bylaws of the Society);

B. to encourage Nlaka'pamux Nation Bands to seek ways to better communicate and interact with all concerned, and to work together to establish an understanding of health issues with an emphasis on individual self-care. In Nlaka'pamux Nation tradition, health and well-being encompass a holistic lifestyle, taking into account the emotional, mental, physical, spiritual, environmental, and historical incidents affecting First Nations people;

C. to communicate with governments regarding health issues of the members of the Nlaka'pamux Nation Bands;

D. to promote, educate and support holistic, and culturally appropriate, community-based methods of providing wellness, healing, treatment, and/or prevention;

E. to fund, facilitate, and carry out activities and programs of the Society which provide education, self-care development, and traditional practices;

F. to own, acquire, rent or lease, by purchase, donation, bequest, or otherwise; lands, buildings, and other property or any one or more of them, and to sell, rent, lease, exchange, mortgage, and improve such other property to best further the goals and objectives of the Society;

G. to promote the preservation and advancement of the Nlaka'pamux Nation Bands, recognizing their unique cultural differences and the affiliations;

H. to best accommodate the wishes of individual Nlaka'pamux Nation Bands in respect of their level of involvement in any of the purposes herein;

I. to receive or raise funds for the aforesaid purposes;

J. to create a cooperative environment that supports and enables providers and volunteers to work towards an achievement of health goals;

K. to provide a range of health services as close to home as is possible with the best practice guideline;

L. to ensure the members of the Nlaka'pamux Nation Bands have health services provided on a perpetual basis; and

M. to do all such things as are necessary for the attainment of the above purposes.

**BYLAWS of NLAKA’PAMUX NATION HEALTH SERVICES SOCIETY**  
**(the “Society”)**

**PART 1 - DEFINITIONS AND INTERPRETATION**

**Definitions**

1.1 In these Bylaws

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as amended from time to time;

“**Directors**” means the directors of the Society appointed by their respective Participating Nlaka’pamux Nation Bands, and “**Director**” means any one of them;

“**Health Services Administrator**” means the senior administrator of the Society, hired by and responsible to the Board in accordance with Bylaws 8.6 to 8.8;

“**Motion**” means a proposal made at a meeting and intended to be considered and voted upon;

“**Nlaka’pamux Nation Bands**” means:

- (a) Coldwater Indian Band,
- (b) Nooaitch Indian Band,
- (c) Shackan Indian Band,
- (d) Lower Nicola Indian Band,
- (e) Ashcroft Indian Band,
- (f) Cooks Ferry Indian Band,
- (g) Nicomen Indian Band,
- (h) Lytton First Nation,
- (i) Skuppa Indian Band,
- (j) Siska Indian Band,
- (k) Kanaka Bar Indian Band, and
- (l) Oregon Jack Indian Band

“**Officers**” means those persons who are appointed by the Directors of the Society occupying the office of Chairperson, Vice-Chairperson, Secretary, Treasurer, and any other position which is required to be created at the discretion of the Board;

“**Participating Nlaka’pamux Nation Bands**” means any Nlaka’pamux Nation Indian Band which has agreed to become a Participating Nlaka’pamux Nation Band by Band council resolution or other method determined by each Band, and which any time in the future makes an application for membership to the Board of Directors, and which application is accepted by the Society, and “**Band**” means any one of them;

“**Resolution**” means a formal decision of the Society, and all Motions that require a decision must be made in the form of a written Resolution. “**Ordinary Resolution**” means a resolution which requires a simple majority of those present at a meeting, and “**Special Resolution**” means a resolution which requires a two thirds majority of those present at a meeting.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 - MEMBERSHIP**

2.1 The members of the Society are individuals who are registered members of a Participating Nlaka’pamux Nation Band from time to time, regardless of place of residence.

2.2 Every member must uphold the Constitution and comply with these Bylaws.

2.3 There will be no annual membership dues.

2.4 All members are deemed to be in good standing.

2.5 A person ceases to be a member of the Society;

- (a) by delivering her/his resignation in writing to the Society, or by mail or delivery to the address of the Society;
- (b) on her/his death;
- (c) on being removed by her/his Band;
- (d) on being expelled in accordance with Bylaws 2.6 and 2.7.

2.6 A member may be expelled by a special resolution of the Board. Before a member is expelled, the Society must:

- (i) send to the member a written notice of the proposed expulsion, including reasons; and

- (ii) give the member a reasonable opportunity to make representation to the Society respecting the proposed expulsion.

2.7 The Board may expel any member from the Society for any one or more of the following grounds:

- (i) violating any provision of the Act, Constitution, the Bylaws or any written policies of the Society;
- (ii) carrying out any conduct which is materially detrimental to the purposes or operation of the Society as determined by the board in its discretion, acting reasonably; or
- (iii) willfully deceiving the Society by giving false information.

### **PART 3 - MEETING OF MEMBERS**

3.1 General meetings of the Society will be held at such time and place as the Directors decide, provided that an annual general meeting is held at least once in each calendar year.

3.2 The accidental omission to give notice to, or non-receipt of a notice of the meeting by a member does not invalidate proceedings at the meeting.

3.3 Preliminary Notice of a general meeting must:

- (a) be given 60 days prior to the meeting;
- (b) contain the date, location and time of the meeting;
- (c) contain a request for any Motions that are to be brought before meeting; and
- (d) clearly outline the requirement for a Motion (together with the exact wording of any proposed Resolution) to be received by the Society at its normal place of business, no later than 45 days prior to the meeting at which the Resolution is to be voted on.

3.4 Notice of a general meeting must:

- (a) be given 15 days prior to the meeting;
- (b) be given to the auditor, if any;
- (c) contain the date, location and time of the meeting; and
- (d) clearly identify any Motions (together with the exact wording of any proposed Resolution) to be addressed at the meeting.

3.5 Written notice is deemed to have been given where notices of general meetings are posted on a member's Band's website; advertised in local newspapers or organizational newsletters; or posted in appropriate areas of public use within a member's Band's public buildings to such an extent as to reasonably inform the majority of the membership.

- 3.6 Only business set out in the notice of general meeting may be brought for consideration before that meeting.
- 3.7 No other persons are entitled to receive notice of general meetings.

#### **PART 4 - PROCEEDINGS AT A GENERAL MEETING**

- 4.1 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) confirmation of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors;
  - (g) business arising from the Motions set out in the notice of meeting pursuant to Bylaw 3.4(d); and
  - (h) any other business the Society may wish to deal with.
- 4.2 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the Chairperson,
    - (ii) the Vice-Chairperson, if the Chairperson is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the Chairperson and Vice-Chairperson are unable to preside as the chair.
- 4.3 A quorum at a general meeting is at least one member from each of the Participating Nlaka'pamux Nation Bands.
- 4.4 No business, other than the adjournment or termination of the meeting may be conducted at a general meeting at a time when a quorum is not present.
- 4.5 If at any time during the general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.6 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting, if convened on the requisition of members, will be terminated, but in any

other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present constitute a quorum.

4.7 If at a general meeting:

- (a) there is no Chairperson, Vice-Chairperson, or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or the Chairperson and all the other directors present are unwilling to act as chair, the members will choose one of their members to be chair;
- (b) it is adjourned from time to time and from place to place, no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (c) when a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as in the case of the original meetings;
- (d) except as provided in this Bylaw, it is not necessary to give more notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.8 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) confirm directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

4.9 A resolution proposed at a general meeting must be seconded and the Chairperson of a meeting may move, propose or vote on a resolution.

- 4.10 In case of an equality of votes the Chairperson will not have a casting or second vote in addition to the vote to which she/he may be entitled as a member and the proposed resolution will not pass.
- 4.11 A member present at the general meeting is entitled to one vote.
- 4.12 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.13 Voting is by show of hands. Voting by proxy is not permitted.

#### **PART 5 - DIRECTORS AND OFFICERS**

- 5.1 The Board of Directors will consist of one (1) Director appointed by Chief and Council of each Participating Nlaka'pamux Nation Band. Each Band may make its appointments by Band council resolution or other method determined by each Band. Each Band will deliver written notice of its appointed Director to the Secretary.
- 5.2 Fifty percent (50%) of the initial Directors will be appointed by their respective Bands for a two (2) year term, and the other fifty percent (50%) of the initial Directors will be appointed by their respective Bands for a one (one) year term. All Directors thereafter will serve two (2) year terms.
- 5.3 Directors will be eligible for re-appointment for so many terms as the appointing Bands determine.
- 5.4 Each Director will be entitled to cast one vote on each motion or resolution at a Director's meeting.
- 5.5 Should a Director be terminated or a vacancy occurs, the affected Band will fill the vacancy for the balance of the term.
- 5.6 The Directors will manage and administer the affairs of the Society. In addition to powers and authorities given by these Bylaws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such things on its behalf provided that such rules and regulations are consistent with the Constitution and Bylaws of this Society.
- 5.7 Each Director must:
- (i) act honestly and in good faith and in the best interest of the Society;
  - (ii) comply with the Act, together with codes of conduct, conflict of interest guidelines or other policies established by the Board from time to time;
  - (iii) exercise the care, diligence and skill of a reasonable and prudent person in exercising the powers and performing the functions of a director; and
  - (a) make all reasonable efforts to devote the time necessary to attend all meetings of the board and its committees and to prepare adequately in order to participate fully in those meetings.
- 5.8 No Director may serve as a paid staff member of the Society on a permanent basis.



- 5.9 A person ceases to be a Director of the Society:
- (a) by delivering her/his resignation in writing to the Chief and Council of his/her Band, with a copy to the Society;
  - (b) upon her/his death;
  - (c) on being removed by her/his Band;
  - (d) by not attending three (3) consecutive meetings without notification; or
  - (e) on expulsion by a special resolution of the Directors passed at a Board of Directors meeting.
- 5.10 A written notice to the Director of the special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- 5.11 The Society will notify the expelled Director's Band of the expulsion.

#### **PART 6 - PROCEEDINGS OF DIRECTORS**

- 6.1 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will not be less than fifty percent plus one (50% + 1) of the Directors then in office.
- 6.3 The Chairperson will chair all meetings of the Directors, but if at a meeting the Chairperson is not present within thirty (30) minutes after the appointed time for holding the meeting, the Vice-Chairperson will chair; and if neither is present the Directors present may choose one of their number to chair that meeting.
- 6.4 The Secretary, on the request of a Director, will convene a meeting of the Directors.
- 6.5 At the first meeting of Directors held immediately following the confirmation of a Director(s) at an annual or other general meeting of members, or for meetings of the Directors, it is not necessary to give notice of the meeting to the new Director(s) for the meeting to be constituted, if a quorum of the Directors is present.
- 6.6 Except where otherwise provided by these Bylaws, questions arising at a meeting of the Directors and committees of Directors will be decided by a majority of votes.
- 6.7 In case of an equality of votes the Chairperson does not have a second or casting vote.
- 6.8 Resolutions proposed at a meeting of Directors or committee of Directors need not be seconded and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is a valid and effective as if regularly passed at a meeting of Directors.

- 6.10 At least seven (7) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period, and notices may be sent by email.
- 6.11 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

#### **PART 7 - COMMITTEES**

- 7.1 The Directors may delegate any, but not all, of their powers to committees consisting of the Directors and others as necessary.
- 7.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and will report every act or thing done in exercise of those powers at the earliest meeting of the Directors to be held next after it has been done.
- 7.3 A committee will elect a chair of its meetings, but if no chair is elected, or if at a meeting the person elected as chair is not present within thirty (30) minutes after the time appointed for holding the committee meeting, the Directors present who are members of the committee will choose one of their number to chair that meeting.
- 7.4 The members of a committee may meet and adjourn as necessary.

#### **PART 8 - DUTIES OF OFFICE**

- 8.1 The Chairperson is responsible for:
- (a) presiding at all meetings of Directors and is an ex-officio member of all committees;
  - (b) preserving proper decorum, to keep order, and facilitating procedures; and
  - (c) in co-operation with the Health Services Administrator preparing an agenda for each meeting (and providing the agenda to each Director prior to the meeting).
- 8.2 The Vice-Chairperson will perform all duties of the Chairperson in her/his absence.
- 8.3 The Treasurer will chair the Finance and Audit committee and is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
  - (b) keeping accounting records in respect of the Society's financial transactions;
  - (c) preparing monthly financial statements and providing them to the Board and members as required; and
  - (d) making the Society's filings respecting taxes.
- 8.4 The Secretary is responsible for:
- (a) conducting the correspondence of the Society;
  - (b) issuing notices of meetings of the Society and Directors;

- (c) keeping minutes of all meetings of the Society and Directors; and
- (d) having custody of all records and documents of the Society except those required to be kept by the Treasure.;

8.5 In the absence of the Secretary the Directors will appoint another person to act as secretary at that meeting.

8.6 The Board may hire a Health Services Administrator who will, subject to general policies set by the Board and the annual budget approved by the Board, have the following authority and responsibilities:

- (a) to manage the conduct of the day to day business operations of the Society,
- (b) to hire, direct and supervise Society employees,
- (c) to retain and monitor the services provided by any contractors or consultants of the Society, and
- (d) to carry out the duties and perform the functions of the health services administrator as set out in the contract of employment between the Society and the Health Services Administrator.

8.7 The Health Services Administrator will report to the Board.

8.8 The Board is responsible for overseeing the work of the Health Services Administrator and for setting any general policies for the conduct of the operations and for management of the Society.

**PART 9 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

9.1 The Society may, subject to the Act, pay reasonable remuneration to a director for carrying out his or her duties as director, or reimburse a director for reasonable expenses incurred by the director in carrying out his or her duties as director.

9.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by any one of the Chairperson, Vice-Chairperson, Secretary or Treasurer together with the Health Services Administrator, if there is a Health Services Administrator

**PART 10 - BORROWING**

10.1 Upon approval by a ¾ majority of the Board, and in order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or re-payment of money in such a manner as they decide.

**PART 11 - INDEMNITY AND PROTECTION OF DIRECTORS**

11.1 Subject to the Act, the Board must take all reasonable steps to cause the Society to indemnify a current or former director against all penalties incurred by reason of that person being or having been a current or former director of the Society. In this Bylaw, director does not include the Health Services Administrator.

- 11.2 The Board must cause the Society to purchase and maintain general liability insurance for the Society and insurance for the benefit of any person who is serving or has served as a director of the Society against liability incurred by that person while acting as director. In this Bylaw, director does not include the Health Services Administrator.

#### **PART 12 - AUDITING**

- 12.1 The books, accounts and records must be audited at least once each year by a Chartered Accountant or a Certified General Accountant who will be appointed as the Auditor of the Society by the members at each annual general meeting. The Auditor will be informed in writing of her/his appointment.
- 12.2 The Auditor will submit complete and audited financial statements of the Society for the previous year at each annual general meeting.
- 12.3 The books and records of the Society will be open to inspection by members of the Participating Nlaka'pamux Nation Bands at the office of the Society during working hours.
- 12.4 March 31<sup>st</sup> in each year will be the end of the fiscal year for the Society.
- 12.5 The Auditor may be removed by ordinary resolution of the members, and will be informed in writing of her/his removal.
- 12.6 No Director or employee of the Society may be appointed as Auditor of the Society.
- 12.7 The Auditor may attend general meetings.