

ASSOCIATION
PRÉVENTION SUICIDE
PREMIÈRES NATIONS
ET INUITS
DU QUÉBEC ET DU
LABRADOR



FIRST NATIONS
AND INUIT
SUICIDE PREVENTION
ASSOCIATION
OF QUEBEC AND
LABRADOR

GENERAL BY-LAWS

March 2017

TABLE OF CONTENTS

SECTION 1 GENERAL PROVISIONS

1.1	Definitions	5
1.2	Definitions of the Law	5
1.3	Interpretation of the Rules	5
1.4	Discretion	5
1.5	Adoption of By-laws.....	6
1.6	Primacy	6
1.7	Titles	6
1.8	Name	6
1.9	Head Office	6
1.10	Office.....	6
1.11	Seal.....	6
1.12	Objectives	6
1.13	Territory.....	7
1.14	Languages	7

SECTION 2 MEMBERS

2.1	Category of Members	7
2.2	Active Member	8
2.3	Associate Member.....	8
2.4	Honorary Member	8
2.5	Annual Fee.....	9
2.6	Membership Cards	9
2.7	Suspension or Exclusion of Members.....	9
2.8	Resignation	9

SECTION 3 GENERAL ASSEMBLY

3.1	Annual General Assembly	9
3.2	Notice of Convocation	9
3.3	Special General Assembly.....	9
3.4	General Assembly Chair.....	10
3.5	Quorum	10
3.6	Permanence of quorum.....	10
3.7	Adjournment.....	10
3.8	Agenda.....	10
3.9	Roles and Responsibilities of the General Assembly	11
3.10	Voting and Qualification.....	11
3.11	Election Procedures	12
3.12	Renunciation of Notification of Assembly.....	12

SECTION 4 BOARD OF DIRECTORS

4.1	Composition of Board of Directors	12
-----	---	----

4.2 Number of board members..... 12
 4.3 Vacancies..... 13
 4.4 Board of Directors Responsibilities 14
 4.5 Reimbursement of Expenditures 15
 4.6 Compensation of Directors and Others..... 15
 4.7 Meetings and Notices 16
 4.8 Quorum 16
 4.9 Chairperson..... 16
 4.10 Voting Process 16
 4.11 Resource Persons..... 17
 4.12 Adjournment..... 17
 4.13 Rules and Resolutions..... 17

SECTION 5 OFFICERS AND EXECUTIVE COMMITTEE

5.1 Nomination and Mandates..... 17
 5.2 Responsibilities 18
 5.3 Meetings and Notices 18
 5.4 Quorum 19
 5.5 President..... 19
 5.6 Vice-President..... 20
 5.7 Secretary..... 20
 5.8 Treasurer..... 20
 5.9 Secretary-Treasurer 21
 5.10 Officers..... 21
 5.11 Remuneration..... 21

SECTION 6 BANKING POWERS

6.1 Bank account 21
 6.2 Transactions..... 21

SECTION 7 SIGNATURE AND CERTIFICATION OF DOCUMENTS

7.1 Signature of documents..... 21
 7.2 Signing authorities..... 21
 7.3 Seal..... 22

SECTION 8 AUDITORS..... 22

SECTION 9 FISCAL YEAR..... 22

SECTION 10 INTERNAL GOVERNANCE 22

SECTION 11 REGISTRAR 22

SECTION 12 ACCESS TO MINUTES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE..... 22

SECTION 13 BYLAWS.....22

SECTION 14 DISSOLUTION.....22

SIGNATURES.....23

WORKS CITED..... 24

STATUTES AND BY-LAWS

1. GENERAL PROVISIONS

1.1 Definitions

Unless an expressed or contrary provision is stated or if the context does permit, in these bylaws,

- 1.1.1 «directors» designates the Board of Directors;
- 1.1.2 «aboriginal» designates all First Nations, Metis or Inuit persons;
- 1.1.3 «board» designates the Board of Directors;
- 1.1.4 «Inspector General» designates the Inspector General of Financial Institution charged with administering the Law;
- 1.1.5 «Law» designates the Companies Act C-38;
- 1.1.6 «Charter of Human Rights and Freedom» refers to Chapter C-12 of the Quebec Laws;
- 1.1.7 «by-law» designates one of the Association's by-laws in effect at the pertinent period.
- 1.1.8 « community worker » someone who works for the benefit of a community, esp (english specific purposes) for a social service agency; (Harper Collins Publishers Limited (GB), 2017)

1.2 Definition of the Law

Under reservation of what precedes, the definitions foreseen by the Law applies to the provisions of these by-laws.

1.3 Rules of Interpretation

The words used in the singular include the plural and vice-versa, those of masculine gender include the feminine and vice-versa, and the provisions that apply to physical persons apply also moral persons, notably corporations and other groups not incorporated.

1.4 Discretion

When the by-laws confer discretionary powers to directors, they may exercise this power as agreed upon and at the moment they deem to be in the best interest of the Association.

1.5 Adoption of By-Laws

The directors may adopt by-laws that are not contrary to the Law or the Constitution of the Association and may revoke, modify or put into effect any by-law of the Association. However the by-laws adopted by the administrators will be effective only at the next annual assembly of the members where they will have to be ratified, if not they will cease to be applicable at the date decided by assembly.

1.6 Primacy

In case of contradiction between the Law, the Constitution or by-laws, the Law prevails over the Constitution and by-laws, and the Constitution over the by-laws.

1.7 Titles

Titles used in the by-laws serve as references and should not be considered in the interpretation of the by-laws.

1.8 Name

The Association is designated under the name of:
Association Prévention Suicide Premières Nations et Inuits du Québec et du Labrador

First Nations and Inuits Suicide Prevention Association of Quebec and Labrador
hereafter referred to as 'the Association'

1.9 Head Office

The head office of the association is situated in Montreal, Quebec.

1.10 Office

The office of the Association is situated at 3177, rue St. Jacques West, Suite 202, Montreal, (Quebec) H4C 3K1.

1.11 Seal

The Association can have one or several Corporate Seals which are adopted and changed by the Board of Directors as they see fit.

1.12 Objectives:

1.12.1 Bring together people and organizations concerned and involved with the prevalence of suicide and other self-destructive behaviors (violence, abuse, addictions etc...) in Aboriginal communities.

1.12.2 Support the development of prevention and intervention models that are adapted to the specific realities faced by First Nations and Inuit communities and Aboriginal populations living in urban areas.

- 1.12.3 Encourage the sharing of information on initiatives and experiences in the prevention and intervention here or outside Quebec.
- 1.12.4 Encourage the creation of a support network and professional support for interveners.
- 1.12.5 Organize training activities (Under the Law on private education (L.R.Q., C.E-9) and its rules).
- 1.12.6 Encourage the “cultural” awareness training of non-Aboriginal workers (doctors, nurses, social workers, psychologists, teachers, etc).
- 1.12.7 Promote a better understanding by the general population of the historical and contemporary realities that have contributed to the prevalence of social problems, such as suicide, in Aboriginal communities
- 1.12.8 Receive donations, legacy and other contributions of the same nature in money, movable or immovable properties, administer these donations, legacies and other contributions with the goal of gathering funds for social and philanthropic ends and without intention of personal gain for its members.
- 1.12.9 Make guidelines and list of resources available to all first nations communities in Quebec and Labrador. That they be made readily available on their website and provide assistance for the startup.
- 1.12.10 The Association should provide technical support to the communities who wish to organize a local Dialogue for Life conference.
- 1.12.11 Conference workshops and topics presented and discussed will focus on current issues pertaining to youth and also have workshops for elders.

1.13 Territory

The activities of the Association will be carried out primarily in the territory of the province of Quebec and Labrador.

1.14 Languages

1.14.1 The Association is a bilingual organization.

1.14.2 For interpretation of the present by-laws, the French or English version may be used.

2. MEMBERS

2.1 Categories of members

There will be three categories of members:

- Active member
- Associate member
- Honorary member

2.2 Active Member

- 2.2.1 All persons or organization is an active member who responds to the following conditions:
- a) be directly involved in prevention or intervention activities dealing with the problem of suicide and other self-destructive behaviors in an Aboriginal setting (community or urban areas);
 - b) or be designated to represent a First Nations organization whose mission is parallel or complementary to that of the Association;
 - c) and has paid the annual fee;
 - d) and be accepted as a member of the Board of Directors;
 - e) and undertakes to respect the objectives and by-laws of the Association.
- 2.2.2 Given the fundamental stakes tied to the mission of the Association and in the spirit of article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), the number of non-Aboriginal active members may not surpass one quarter (1/4) of the active members of the Association.

2.3 Associate Member

- 2.3.1 An associate member of the Association may include all persons:
- a) who is in agreement with its objectives and its mission and who wish to participate in the life and activities of the Association (meetings, training, committees, etc.);
 - b) who has paid the annual fee;
 - c) who is accepted as an associate member by the Board of Directors;
 - d) and who undertakes to respect the objectives and by-laws of the Association.
- 2.3.2 The associate member has no vote during the annual general assembly and is not eligible for the Board of Directors.

2.4 Honorary Member

All persons having contributed in an exceptional manner to the mission or development of the Association. The honorary member is exempted from paying the fee. He has a right to speak but does not have the right to vote. He is not eligible to become a director.

2.5 Annual Fee

The active member and associate member must pay an annual fee set by the Board of Directors.

2.6 Membership Cards

The Board of Directors may, if it deems appropriate, to issue membership cards on conditions that it can determine. To be valid, these cards must carry the signature of the secretary of the Association or officer in power. The membership card is valid for one (1) year.

2.7 Suspension or Exclusion of Members

The Board of Directors may suspend or exclude a member if this person does not respect the objectives of the Association or the commitments undertaken upon becoming a member. The suspended or expelled member may appeal the decision during the next annual general assembly or a special assembly called for this reason.

2.8 Resignation

A member may resign by advising in writing or verbally the Board of Directors of the Association.

This notice takes effect when the Board of Directors of the corporation accepts the resignation.

The person who has resigned may not reclaim all or part of his annual fee or a part of the assets of the Association.

3. THE GENERAL ASSEMBLY

3.1 Annual General Assembly

The annual general assembly of members takes place within one (1) year following the end of the fiscal year. The Board of Directors set the place, date and time of the assembly.

3.2 Notice of Convocation

A Notice of Assembly will be sent to all members at least forty-five (45) working days before the annual general assembly. This delay will be counted from the day the notice or the same is mailed. The notice must be mailed by regular delivery to each member to the last address posted in the Association's register. The Assembly can, by law, organize another way of convocation. The irregularities affecting the Convocation Notice of a General Assembly or its sending, the involuntary omission of sending such a notice or the fact that a notice does not get to a member does not affect the validity of a General Assembly of its members.

3.3 Special General Assembly

The Board of Directors or one third (1/3) of its members can at any time call a Special General Assembly at the time, place and date that is established. The Board of Directors proceeds by a resolution, but one third of the members or more must produce a written request signed by the one third or more members calling the assembly. The Secretary is then required to send out a notification for this Assembly. There must be a 5 day delay between the notification and when the General Assembly is held. If the General Assembly does not convene and held in the 21 days following the notification which was tabled at the Association head office, then one third of the members, signing authorities of the notification or not, can convene a General Assembly consisting of the members present. The notification must announce the goals of the General Assembly.

3.4 General Assembly Chair

The President, or in their absence, the vice-president, or in the absence of both, all other Board Members, assumes the task of chairing General Assemblies of members of the Association. The Chair does not have a right to vote at a General Assembly of Members, except in the case of a tie vote, when there is a casting vote with regard to all business submitted to vote at the General Assembly of Members.

Notwithstanding the previous section, the General Assembly can nominate or elect a member or non-member of the Association to chair the General Assembly.

3.5 Quorum

The General Assembly consists of all active members who have paid their annual membership fee.

The quorum of the General Assembly of members consists of active members who are present.

3.6 Permanence of Quorum

If quorum is reached at the opening of a General Assembly of members, the Assembly can be legally held despite the fact that quorum is not maintained throughout the whole General Assembly.

3.7 Adjournment

Regardless of whether there is quorum or not, the Assembly of members can be adjourned by a majority vote of members present. The Assembly can resume at the day, time and hour determined by the members without further notice if quorum is reached. If quorum is not reached, a written notice must be sent 5 days before the set date of the meeting to be resumed. Any business that was being addressed at the General Assembly before it was adjourned can resume at the General Assembly where there is quorum. If there is no quorum reached at the resumption of the Assembly adjourned, then the Assembly is considered to have closed immediately after its adjournment.

3.8 Agenda

For all Annual General Assemblies, the agenda must consist minimally of the following points:

- a) Acceptance of the reports and the minutes from the last general assembly;
- b) Choosing an auditor(s);
- c) Approving the Audited Financial Statements;
- d) Approving by the General Assembly of the By-Laws (new or modified) adopted by the Directors since the last General Assembly;
- e) Election or re-election of Board of Directors Members, as well as three (3) substitute members to replace a Board member in the event that a seat of the Board of Directors becomes vacant.

3.9 Roles and responsibilities of the General Assembly

- 3.9.1. The General Assembly is sovereign concerning all questions brought for its consideration.
- 3.9.2 The Assembly receives and approves the reports from the Board of Directors.
- 3.9.3 The Assembly elects Board members and substitute Board members of its Board of Directors.
- 3.9.4 The Assembly approves the Financial Statements.
- 3.9.5 The Assembly discusses all business judged to be for the best of the Association and makes decisions which are felt to be required.
- 3.9.6 The Assembly designates the auditor(s) for the Association.
- 3.9.7 The Assembly ratifies any amendments to the present by-Laws of the Association and/or any new by-laws. In this case, these changes or new by-laws must be ratified by 2/3 of the members present at the Assembly.
- 3.9.8 The Assembly delegates to the Board of Directors the powers necessary or required to adequately and acceptably carry out the objectives of the Association.
- 3.9.9 The Assembly provides direction to the Association.

3.10 Voting and qualifications

- 3.10.1 Other than where required by Law, in the Constitution or By-Laws of the Association, each active member who is registered at the Assembly has the right to vote during an Assembly held by its members. Voting by proxy is not permitted. The members who have the right to vote are determined by the list of

registered members of the Association at the beginning of the Assembly.

3.10.2 Any questions submitted are voted through with a majority (50%+1) of the votes, unless contradictory to the law or present by-laws, and with a show of hands unless a secret vote has been requested by one member present at the Assembly and who has the right to vote.

3.10.3 Taking into account the fundamental stakes tied to the mission of the Association and in the spirit of Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), if the number of non-native active members surpasses one quarter (1/4) of the total number of active members present at the Assembly, the number of non-native votes will be readjusted in proportion so that the total value of the non-native vote does not exceed 25% of the total votes of active members at the Assembly.

3.11 Election Procedures

3.11.1 Nominations of election committee

Before starting an election, the General Assembly nominates 2 people who are eligible and impartial to form an election committee, consisting of a president who has the mandate to chair the election process and a secretary. The candidates for the election committee are nominated by a verbal proposition duly supported.

3.11.2 Opening elections

The chair of the election requests a resolution to open the nomination period for elected officers.

3.11.3 Nominations.

Nominations are called by members present at the General Assembly by voiced nominations duly supported.

Opening and closing of nominations for elected officers are individually done for each position.

An active member who has paid his membership fees can be put forward as a nominee, even if they are not present at the General Assembly, if a letter of acceptance of his nomination is given to the chair of the election.

3.11.4 Ballot

A simple majority of all the votes is needed to elect a candidate. If there are more than 2 candidates for a position and if neither receives a majority vote, a second vote is done after having eliminated the candidate who received the least votes and voting continues until one candidate receives the majority of the vote.

3.12 Renunciation of Notice of Assembly

An Assembly of members can be held for any reason, at any time and at any place, without notice, if all the members who have the right to a notice are present at the Assembly or if all the absent members have signaled written consent to the Secretary of the Association that such an Assembly be held without notice. All members present at the Assembly can relinquish the notice of Assembly, either before or after the aforementioned Assembly.

4. BOARD OF DIRECTORS

4.1 Composition of Board of Directors

4.1.1 The composition of the Board of Directors must aim for a diversified representation of all of the different nations, communities and urban areas, always taking into account the availability, the motivation of the members and what their potential contribution would be to the Association.

4.1.2 Taking into account the fundamental stakes linked to the mission of the Association and in the spirit of Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), the number of non-native Board Members cannot account for more than 1/4 of the number of total Board Members.

4.2. Number of Board Members

4.2.1. Taking into consideration that the Association is above all an organization representing front line community workers in the prevention of suicide and other social problems in Aboriginal Communities in Quebec, that the composition of the Board of Directors return to being composed of community workers representing as many as possible of the 11 Nations and the Inuit of Quebec as well as the two Nations of Labrador (Innu of Labrador and Inuit of Nunatsiavut) a representative for the urban areas, a non-aboriginal, and a youth representative, bringing the total to sixteen (16) board members.

4.2.2. The Board Members will go to elections annually.

4.3 Vacancies

4.3.1 There is a vacancy of a seat on the Board if this Board Member:

- a) steps down from administrative responsibilities and gives a written notice to the Secretary of the Association, or by being absent for 3 consecutive Board Meetings without any valid reason;
- b) withdraws from the Association in accordance with article 2.8;
- a) finishes their mandate without it being renewed or if another Board member has been designated to replace them;
- c) is dismissed by the Board of Directors;
- d) is recognized by the Court as being crazy or not in their right mind;

- e) is bankrupt, has suspended their payments or agreements with their creditors;
- f) Is dead.

4.3.2 Should the aforementioned be the case, the Board of Directors can nominate all persons qualified to the vacant seat.

4.3.3 All Board Members who will be leaving maintain their duties until the closing or adjournment of the Assembly of the Board of Directors at which time their resignation is approved or decided upon, depending on the circumstances.

4.4 Board of Directions Responsibilities

4.4.1 The Board of Directors acts/operates by resolution, unless where set out by the Law or by the by-laws which require them to act in accordance with the By-Laws.

4.4.2 Subject to article 4.4.1, the Board of Directors can adopt resolutions, in particular:

- a) to create advisory committees, if they deem it necessary, and to nominate, hire or relieve an Board member of their duties, determine their mandate and salary;
- b) to nominate, hire or relieve officers which compose the Board of Directors of the Association, and to determine their mandate and salary;
- c) to hire, train, evaluate and dismiss employees, and others of the Association, and to determine their responsibilities and salary;
- d) to determine the time and place of General Assemblies, as well as Board of Directors meetings;
- e) to determine the procedures for the aforementioned meetings, should the procedures are not already established by the present rules;
- f) to follow through on the objectives of the Association;
- g) to conduct all Association business with all reports, except for business, where by Law or present By-laws, are to be addressed solely by the Annual General meeting of members.

4.4.3 The Board of Directors are given full discretion to manage the business of the Association, to conclude in the name of the Association all contracts which are permitted by Law and taken into account of the present By-Laws, to exercise all powers and all actions that the letter of patent or Association By-Laws permit.

- a) The First Nations and Inuit Suicide Prevention Association of Quebec and Labrador will address all complaints that are written and signed in a consistent and punctual fashion, in compliance with the Civil Code of

Quebec R.S.P.E.I. 1998, c. S-7, s (1) (g). A general limitation period is set at 3 years, from the date of the subject of the complaint.

- b) The Board of Directors will not enter into a conflict of interest, by being on the sponsoring selection committee for nominated family members to attend the Dialogue for Life conference. Board members must be impartial in making their choices for sponsorship and fairly support the entire nation they represent.
- c) The First Nations and Inuit Suicide Prevention Association of Quebec and Labrador adopts a clear and consistent policy that bullying, in all its shapes and forms will not be tolerated. This can be grounds for dismissal of an employee, board member or conference participant, if and when proven, through a written complaint.

4.4.4 The Board of Directors is mandated to take all measures judged necessary to permit the Association to acquire, accept, solicit or receive legacies, donations or funds of any nature and from anywhere, with the goal of promoting and achieving the Association's objectives.

4.5 Reimbursement of expenditures

4.5.1 Board Members are not allowed, under their title, to receive any fixed salary, but the Board of Directors can reimburse normal or special expenses of its members and can adopt a policy regarding this issue.

4.5.2 This article concerning reimbursement of expenses does not prevent administrators to act as an officer for the Association and to receive compensation or remuneration while acting as an officer.

4.6 Compensation for Board Members and others

An administrator or officer of the Association or person who has taken or will take on commitments on behalf of the Association, as well as their heirs, executors, administrators and movable and immovable property, in this order, are, when required, and at all times regarded as being liable and must be covered, and this includes funds belonging to the Association:

- a) of all fees, charges and expenses regardless if this officer, board members or support person or undergo with a course or occasion of an action, lawsuit or procedure brought or exerted against him because of actions committed or of things accomplished or permitted by him for the execution of his functions or that it has to do upon known as the engagement; and
- b) of all other fees, charges and expenses that a member has or are subject to while on business, doing or in relation to business for the Association, except for that which is a result from the member's negligence or their

voluntary omission.

4.7 Meetings and notices

- 4.7.1 The Board of Directors meetings take place at the address designated every now and again by the Board of Directors.
- 4.7.2 The Board of Directors will plan as many as twelve meetings a year for the good functioning of the Association and Dialogue for life Conference.
- 4.7.3 The Board of Director meetings are called for by the President, the Secretary or by at least half of the Board Members.
- 4.7.4 A notice of the date, time and place of all Board of Director meetings must be sent by mail to each Board member at least twenty days before the date of the Board meeting or verbally told at least three days before this date. The notice must include the agenda.
- 4.7.5 No notice of Board of Directors meetings is required if all Board Member who are attending this meeting or have provided a written consent that renounces the need of a notice either before or after the meeting.
- 4.7.6 If all Board Members are in general agreement or in regards to a specific meeting, an administrator can participate at a Board of Directors or committee meetings, if they use technology, mainly the telephone, permitting all participants to speak amongst themselves. The Board Member who is participating by calling in to a meeting is therefore regard as having attended at the aforementioned meeting.
- 4.7.7 The board of Directors will plan out 12 meetings a year for the good functioning of the Association and Dialogue for Life.

4.8 Quorum

The quorum for all Board of Director meetings is five (5).

4.9 Chairperson

The President of the Board of Directors or in their absence, the vice-president or any other Board member designated by the Board of Directors can preside over the Board of Directors meetings.

4.10 Voting Process

- 4.10.1 Except where otherwise noted in the by-laws of the Association, all questions submitted to a Board of Directors meeting and which requires a vote, is then decided on with a majority vote, each Board Member having a right to a vote.
- 4.10.2 The vote is taken with a show of hands, except if the majority of Board Members

present insist on a secret vote.

4.10.3 In the case of a tie vote, the Chair of the meeting can exercise a casting vote as well as their regular vote.

4.10.4 All Board members who are interested in the question to be debated or put to a vote at a Board of Directors meeting must state their interest in front of the Board of Directors and abstain from voting on this question or put it to a discussion.

4.11 Resource persons

The Board of Directors can appoint, as support personnel, all people or group of people who would be of assistance with the Board of Directors meetings.

4.12 Adjournment

The President of the meetings can, with the consent of the Board members present, adjourn and set the time, place and hour of all Board of Director meetings which they determine without having to give notice to the Board Members of when the follow up meeting is.

4.13 Rules and Resolutions

4.13.1 All rules and resolutions by Board Members are adopted during Board of Director meetings duly convened.

4.13.2 Nevertheless, the signature of all Board of Director Members on all rules or resolutions adopted by Board Members gives these rules and resolutions the same validity and the same affect as if the rule or resolution were unanimously adopted by all Board Members during a Board of Directors Meetings convened for this purpose.

5. OFFICERS AND EXECUTIVE COMMITTEE

5.1 Nominations and mandates

5.1.1 The officers of the Association consists of the executive committee which include a francophone co-president, an anglophone co-president, an Inuit co-president, a vice-president to the Youth file (or vice-president youth representative), a Secretary-Treasurer, or Secretary and a Treasurer.

5.1.2 The officers are nominated and dismissed by the Board of Directors among the Administrators, except the Secretary, the Treasurer or the Secretary-Treasurer, who not necessarily Administrators.

5.1.3 Should an Executive Board Member resign, the vacant seat will be filled by one of the Board Members designated by the Board of Directors.

5.1.4 Except for a dismissal or resignation of a Board Member, officers maintain their duties for the duration of the their mandate as a Board Member, except the secretary, the Treasurer or the Secretary-Treasurer, who if they are not Administrators, maintain their duties until they are replaced by the Board of

Directors following their dismissal or resignation.

- 5.1.5. In the case where a Board Member is absent or unable to follow through on their duties for reasons deemed sufficient by the Board of Directors, the former can delegate their duties as Board Member to all other Board Members or Administrators.
- 5.1.6 The Board of Directors can dismiss all Officers by a majority vote, with justifiable cause.
- 5.1.7 All officers who have been dismissed are therefore dismissed of their duties as a member of the Executive Committee and as a Member of the Board of Directors.
- 5.1.8 The Board of Directors can appoint, from time to time, all other officers of the Association.
- 5.1.9 Taken into account the fundamental stakes tied to the mission of the Association and in the spirit of the Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), one non-native Administrator can be appointed among the officers of the Executive Committee.

5.2 Responsibilities.

The Board of Directors is responsible for the managing and administration any business of the Association, as well as the financial affairs of the Association, subject to audits, by general management and authority of the Board of Directors and within the limits stated in their mandate.

5.3 Meetings and Notices

- 5.3.1 The Executive Committee meets when there is a request from one of its members, as often as needed, and at the meeting place which is set by the President. The Executive Committee establishes all proper procedures with the present By-Laws to govern their meetings.
- 5.3.2 A notice of where, the date and time of every meeting of the Executive Committee must be sent in the mail to each Officer at least 14 days before the date of the meeting or advised verbally with each Officer at least 3 days before the set date.
- 5.3.3 No notice is needed of an Executive Committee meeting for Officers who are attending this meeting or who have relinquished such a notice either before or after such a meeting.
- 5.3.4 If all the members of the Executive Committee are consenting, in a general manner or with regard to a specific meeting, a member of the Committee can participate at the meeting of the Executive Committee by using technology, namely by phone, enabling all participants to communicate orally among each

other. The said member is therefore regarded as having attended the meeting.

5.4 Quorum

The majority of officers will constitute quorum for all meeting of the Executive Committee.

5.5 President.

5.5.1 The President is the Chief Officer of the Association and is the voice of the collective members. Under this title, the president must:

- a) preside over all General Assemblies, the Board of Directors and Executive Committees;
- b) represent the Association in all current business and all other business which is entrusted to them by the Board of Directors;
- c) ensure the supervision of the work done by the Association and the realization of its objectives;
- d) prepare, with the help of the Secretary, the agenda for the General Assemblies, the Board of Directors and Executive Committee;
- e) supervise sending the notices required for General Assemblies, Board of Directors meetings and those of the Executive Committee;
- f) ensure that all those who participate in the General Assemblies, Board of Directors and Executive Committee meetings have the opportunity to express their point of view and opinion;
- g) implement or ensure the implementation of resolutions adopted by the members, the Board of Directors and by the Executive Committee;
- h) immediately follow up on the management or executive employees;
- i) carry out all responsibilities with which are entrusted with by the Board of Directors.

5.5.2 Taken into account the fundamental stakes tied to the mission of the Association and in the spirit of the Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), a non-native Administrator cannot be appointed as President.

However, in exceptional circumstances, a non-native Administrator can be designated as Co-President in conjunction with an Aboriginal Administrator, if the running the Association and achievement of its objectives can benefit greatly from it.

5.6 Vice-President

The Vice-President must:

- a) replace the President should they be absent or unable to follow through;
- b) exercise all other duties which have been given to them by the Board of Directors.

5.7 Secretary

The Secretary must:

- a) send out all notices of meetings for General Assemblies, Board of Directors and Executive Committee;
- b) attend all General Assembly, Board of Director and Executive Committee meetings and to take minutes at each meeting;
- c) ensure that the minutes are recorded and kept in binders solely for this purpose;
- d) assist the President of the Board of Directors in preparing the Agenda for all General Assembly, Board of Directors and Executive Committee meetings;
- e) ensure that the Agenda is distributed;
- f) keep the Corporation seal and the patent letters of the Association;
- g) certify that all documents are originals which are sent by the Association;
- h) follow through all other responsibilities which are entrusted to them by the Board of Directors.

5.8 Treasurer

5.8.1 The treasurer must:

- a) supervise all financial business of the Association, which includes banking transactions, paying of accounts, preparation of Financial Statements and control of revenue and expenses of the Association;
- b) Maintain a complete and precise book-keeping record of all assets, liabilities, receipts and expenses of the Association in a ledger for this effect and deposit all funds, securities, stocks and shares and all other effects of value as credit of the Association in a chartered bank account, caisse populaire or financial company or in the case of securities, stocks

and shares, to entrust them to an insurance broker duly registered who is designated by the Board of Directors;

- c) Spend the Association funds by request of the competent authority by paying the appropriate amounts and to provide the President and the Board of Directors, when it is requested, an account of all transactions and a balance sheet of the financial situation of the Association;
- d) exercise all other duties which have been given to them by the Board of Directors.

5.9 Secretary-Treasurer

In the case where one person occupies the title of Secretary-Treasurer, both job descriptions apply to the same person.

5.10 Officers

All other Board Members sitting of the Executive Committee must fulfill their duties.

5.11 Remuneration

All remuneration and payable allowance to the Officers of the Association are voted by the Board of Directors.

6. BANKING POWERS

6.1 Bank account.

A bank account or financial account can be opened in the name of the Association in all chartered bank, Caisse Populaire or financial company chosen by the Board of Directors.

6.2 Transactions.

All withdrawals or all other transactions which effect all bank accounts or financial company of the Association must be made by the person or persons designated for this purpose by the Board of Directors.

7. SIGNATURE AND CERTIFICATION OF DOCUMENTS

7.1. Signature of documents.

Under the previous article, contracts, documents or other acts needing the signature of the Association are signed by the President under the resolution of the Board of Directors and engages, once signed, the Association without all other formalities.

7.2 Signing authorities.

The Board of Directors is authorized, on occasion, to designate one or more

administrators to sign certain contracts, documents or written instruments.

7.3 Seal.

The seal of the Association may be affixed when required, to any contract, document or acts of the Association.

8. AUDITORS

At each General Assembly of members, the Members nominate one or more auditors for the auditing of the accounts of the Association. The Auditor must make a report to the members at the General Assembly. They remain as the auditor until the next General Assembly, unless the Board of Directors can fill any unforeseen vacancies of the auditor's position. The remuneration of the auditor is fixed by the Board of Directors.

9. FISCAL YEAR

The fiscal year of the Association will begin April 1st and will end on March 31st of the following year.

10. INTERNAL GOVERNANCE

The members of the Board of Directors will in no instance intervene directly to an employee of the Association without addressing the issue with the President first.

11. REGISTRAR

The directors must see to the keeping of the Association's registries foreseen in the by-laws or applicable by law.

12. ACCESS TO MINUTES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

The directors have the right to receive minutes of the Board of Directors and the of meetings of the Executive Committee and to consult the minutes and all other books and registries of the Association.

13. BY-LAWS

The Board of Directors can establish By-laws compatible with those concerning the management and the functioning of the Association and which they judge useful, with the condition that these by-laws are effective until the next General Assembly of members of the Association and if they are not ratified during this General Assembly, which ends at the moment that are not applicable.

14. DISSOLUTION

In the event the liquidation and distribution of the assets of the Association, the assets will be given to an organization exercising an analogous activity.

SIGNATURES

In faith whereof, we signed in _____

The _____ day of _____ 201__

Secretary

President

Date

Date

Works Cited

Harper Collins Publishers Limited (GB)2017 *Collins Definition of 'community worker'*

Légis Québec C-12 *Charte des droits et libertés de la personne*

Légis Québec C-38 *Companies Act*