

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**

**Proposed amendments (June 16 – 17, 2018)**

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## STATUTES AND BY-LAWS

### 1. GENERAL PROVISIONS

#### 1.1.1 Definitions

In all by-laws and resolutions of the Corporation, unless the context otherwise requires:

- 1.1.2 “Act” means the *Companies Act C-38 (Quebec)*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time;
- 1.1.3 “Association” means the First Nations and Inuit Suicide Prevention Association of Quebec and Labrador;
- 1.1.4 “Board” means the Board of Directors of the Corporation, the incorporated legal entity that is the Association;
- 1.1.5 “By-Law” means this By-Law and all other By-Laws of the Association as amended and which are, from time to time, in force and effect;
- 1.1.6 “Charter of Human Rights and Freedom” refers to Chapter C12 of the Quebec Acts;
- 1.1.7 “Community worker” means a person who works for the benefit of the community, typically a front-line worker in the fields of health, social services or education.
- 1.1.8 “Corporation” means the Association, as incorporated under the *Companies Act C-38*;
- 1.1.9 “Director” means a member of the Board of Directors;
- 1.1.10 “Indigenous” means all First Nations, Métis or Inuit persons;
- 1.1.11 “Inspector General” means the Inspector General of Financial Institutions charged with administering the Act;
- 1.1.12 “Member” means a member of the Association and “Members” or “Membership” means the collective membership of the Association.
- 1.1.13 “Officer” means an officer of the Association.
- 1.1.14 “President” means the President of the Association and Chair of the Board of Directors and, unless the context requires otherwise, includes the Vice – President assuming the duties and functions in the event of the President’s absence or incapacity, or when the office is vacant.

## 1.2 Definition of the Act

Under reservation of what precedes, the definitions foreseen by the Act [apply](#) to the provisions of these By-Laws. <<Can be eliminated by including 1.3.1. below.>>

## 1.3 Rules of Interpretation

In the interpretation of this By-Law, unless the context otherwise requires, the following shall apply:

- 1.3.1 Except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- 1.3.2 The words used in the singular include the plural and *viceversa*;
- 1.3.3 Words of masculine gender include the feminine and *viceversa*; and,
- 1.3.4 The provisions that apply to physical persons apply also to moral persons, notably corporations, an individual, sole proprietorship, partnership, unincorporated Association, body corporate, and a natural person.

### **Add in:** [Relation to Resolutions](#)

[Nothing in this by-law prevents the passage or adoption of any resolution, except to the extent that it would require or permit the taking of an action that is contrary to a provision of this by-law.](#)

## 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 [amend, adopt or repeal](#) By-Laws that are not contrary to the Act 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 [directors](#) will be effective [only following confirmation by a special resolution of the members at the next \(annual\) assembly of the members where they will have to be ratified; failing ratification, they will cease to be applicable at the date decided by assembly. \(What is the intent? Do you want amendments to be effective until the next meeting, or only after? Check French version.\)](#)

## 1.6 Primacy

In case of contradiction between the Act, the Constitution or By-Laws, the Act 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:

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

The French name of the Association is:

Association Prévention Suicide Premières Nations et Inuits du Québec et du Labrador

## 1.9 Head Office

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

## ~~1.10 Office~~

~~The office of the Association is situated at~~

## 1.10 Seal

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

## 1.11 Objectives:

1.11.1 The general objective of the Association is to support and accompany the Indigenous peoples of Quebec and Labrador, as individuals, families, communities and nations, on their individual and collective healing journey, based on their distinct cultural ways.

1.11.2 The objectives are as stated in the Letters Patent, and as amended from time to time by resolution of the Members.

It is suggested that you drop the following articles from the By-Law so that you have the flexibility of changing these from time to time. Normally, a corporation uses its Vision and Mission to give effect to its objects/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 Indigenous 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 Indigenous 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 Act on private education (L.R.Q., C.E-9) and its rules).~~
- ~~1.12.6 Encourage the “cultural” awareness training of non-Indigenous 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 Indigenous 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.~~

## **1.12 Territory**

The activities of the Association will be carried out primarily in the territory of the [province](#) of Quebec and in Labrador [of the province of Newfoundland and Labrador](#).

## **1.13 Languages**

- 1.13.1 The Association is a bilingual organization [and uses French and English as its working languages](#).
- 1.13.2 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:

- 2.1.1 Active members;

- 2.1.2 Associate member;
- 2.1.3 Honorary members.

## 2.2 Active Member

2.2.1 Any person or organization is an active member who responds to the following conditions:

is directly involved in prevention or intervention activities dealing with the problem of suicide and other selfdestructive behaviors in an Indigenous setting (community or urban setting);

- b) or is designated to represent a First Nations an Indigenous organization whose mission is parallel or complementary to that of the Association;
- c) has paid the annual fee;
- d) is accepted as a member by the Board of Directors;
- e) and undertakes to respect the objectives and By-Laws of the Association.

2.2.2 Given the objectives 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 nonIndigenous active members may not surpass one-quarter (1/4) of the total active members of the Association.

2.2.3 An active member has the right to vote at all meetings of the members and is eligible to be nominated as a director of the Board.

## 2.3 Associate Member

2.3.1 An associate member of the Association may include any person:

- a) who is in agreement with its objectives and who wishes to participate in the work 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 voting rights during the annual general assembly meetings of the members, and is not eligible to be a Director of the Corporation.

## 2.4 Honorary Member

Any person having contributed in an exceptional manner to the objectives or activities mission or development of the Association may be designated an Honorary Member by the Board. 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

To be in good standing, the active members and associate members must pay the annual fee set by the Board of Directors. <<Are you keeping this? No one has paid!!!>>

## 2.6 Membership Cards (Is there any real value to this?)

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

## 2.7 Suspension or Exclusion of Members (Termination of Membership)

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 purpose.

## 2.8 Resignation

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

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 any part of the assets of the corporation.

(Suggest the following to replace the paragraphs 2.7 and 2.8.)

### Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (a) the Member ceases to maintain the qualifications for membership set out in sections 2.1, 2.2, or 2.3.;

- (b) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member is removed as a Member of the Corporation in accordance with section on Discipline;
- (d) the Member's term of membership expires, if any; or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

### **Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

## **3. ~~THE GENERAL ASSEMBLY~~ MEETINGS OF MEMBERS**

### **3.1 Notice of Convocation for Members' Meetings**

A Meeting Notice of ~~Assembly~~ will be sent to all members at least fortyfive (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 Act, 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.

**Suggest the following**  
**Notice of Members' Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 45 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 3.2 (b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 3.2 (b).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 45 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business. The Notice will provide the text of any Special Resolution or By-law to be submitted to the meeting.

**(Consider) Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

**3.2 ~~Annual General Assembly~~ (Annual General Meeting)**

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

**Suggest the following**

An annual general meeting of Members shall be held at such time as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

**3.3 Agenda for the Annual General Meeting**

The agenda for the Annual General Meeting must consist minimally of the following items:

- a) Approval of the ~~reports and the~~ minutes from the last annual general meeting;
- b) Approval of the Annual Report for the last fiscal period;
- c) Approval of the Audited Financial Statements for the last fiscal period;
- d) Appointment of the auditor(s);
- e) Approval by the Members ~~General Assembly~~ of any proposed changes to the By-Laws; ~~(new or modified)~~ adopted by the Directors since the last General Meeting. Any changes to the By-Laws must be ratified by 2/3 of the members present at the meeting;
- f) Election or re-election of the 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;
- g) The appointment of the Officers of the Corporation.

**3.4 ~~Special General Assembly~~ Special Members' Meeting**

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 of the active members calling the assembly. The Secretary is then required to send out a notification for this Assembly. There must be a minimum 5-day delay between the notification and the day the General Assembly is held.

If the Special General Assembly does not convene and held within the 21 days following the deposition of the written request which was tabled at the Association's head office,

then one third of the **active** members, **whether or not they were** signing authorities of the notification, can convene a General Assembly consisting of the members present. The **meeting notice** must announce the goals of the General Assembly.

### 3.5 **Chair of the Members' Meetings**

The chair of a meeting of the Members shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

The Chair does not have a right to vote at a **Members' meeting**, except in the case of a tie vote, when the Chair shall cast the deciding 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.~~

### 3.6 **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.~~

**A quorum at any meeting of the Members shall be five (5) active Members.**

### 3.7 **Permanence of Quorum**

If quorum is reached at the opening of a Members' meeting, ~~General Assembly of members~~, the **Meeting Assembly** can be **legally held despite the fact that quorum is not maintained throughout the whole General Assembly Meeting**. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

### 3.8 **Adjournment**

Regardless of whether there is quorum or not, the ~~Assembly of~~ **Members' meeting** can be adjourned by a majority vote of members present. The **meeting 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 date the ~~set date of meeting~~ **is** to be resumed. Any business that was being addressed at the ~~General Assembly~~ **Members' meeting** before it was adjourned can resume at the next **Members' meeting General Assembly** **at which** there is quorum. If there is no quorum reached at the resumption of the **adjourned Members' meeting**, ~~Assembly adjourned~~, then the **meeting Assembly** is considered to have closed immediately after the **adjournment of the prior meeting**.

**3.9 Roles and responsibilities of the General Assembly (This article is not necessary; it is covered in 3.3 above.)**

- ~~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.~~

**3.9 Voting and qualifications**

- 3.9.1 Other than where required by the Act, in the Constitution or the By-Laws of the Corporation, each active member who is registered at the Members' Meeting has the right to vote. 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 Meeting.
- 3.9.2 Any questions submitted are voted and approved by a majority (50%+1) of the votes, unless contradictory to the Act or present By-Laws, and with a show of hands unless a secret vote has been requested by an active member present at the Meeting.
- 3.9.3 (NEW) Any active member participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted, in the case of a secret vote.

- 3.9.4 In consideration of the objectives, vision and mission of the Association, and with respect for the spirit of Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), if the number of non-Indigenous active members surpasses one quarter (1/4) of the total number of active members present at the Meeting, the number of non-Indigenous votes will be adjusted in proportion so that the total value of the non-Indigenous vote does not exceed 25% of the total votes of active members at the Meeting.

### 3.10 Election Procedures

<<This section will be reviewed and updated after the Board has discussed the option of using a Board Matrix and recommendations from a Governance Committee, which would call for candidates in advance of the AGM.>>

The following procedures will be followed for the election of directors and officers of the Corporation.

#### 3.11.1 Appointment of the Election Committee

Before starting the elections, the Annual General Meeting nominates two (2) people (members) 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 and approved through a resolution. ~~by a verbal proposition duly supported.~~

#### 3.11.2 Opening elections

The chair of the Election Committee 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 Meeting Notice for Members' Meetings of Assembly**

A meeting of the 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 Meeting Assembly, or if all the absent members have signaled written consent to the Secretary of the Corporation that such a meeting Assembly be held without notice. All members present at the meeting can relinquish the notice of meeting, either before or within 10 calendar days following the aforementioned meeting.

## **4. BOARD OF DIRECTORS**

### **4.1 Powers of the Board**

4.1.1 Subject to the Act and the By-Laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation consistent with its objectives.

4.1.2 The Board is given full discretion to manage the business of the Corporation, to conclude in the name of the Corporation all contracts which are permitted by the Act and consistent with the exercise of all powers and actions that the letters patent or By-Laws permit. (Formerly 4.4.3)

4.1.3 The Board 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 Corporation's objectives.

### **4.2 Number and qualifications of Board Members**

4.2.1 The number of directors shall be a minimum of eleven (11) and a maximum of sixteen (16). The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Corporation.

4.2.2 Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an "ineligible individual", as defined in the *Income Tax Act*, shall be a Director.

4.2.3 The composition of the Board of Directors must aim for a diversified representation of the different Indigenous peoples in Quebec and Labrador, including those living in urban settings, always taking into account the qualifications, availability, and motivation of the members, and their potential contribution to the Association.

4.2.2.1 The qualifications required of the combined members of the Board are identified in the matrix of skills and personal qualities established by the

Board and approved by the members.

- 4.2.4 Taking into consideration that the objectives of the Association pertain to the prevention of suicide and ~~related other~~ social problems in Indigenous Communities in Quebec and Labrador, the composition of the Board of Directors is normally composed of:
- a) Front-line community workers representing as many as possible of the 11 First Nations and the Inuit of Quebec as well as the two Nations of Labrador (the Innu of Labrador and the Inuit of Nunatsiavut);
  - b) A representative for the urban areas;
  - c) One (1) non-Indigenous director;
  - d) A youth representative.
- 4.2.5 In consideration of the objectives of the Association, and with respect for the spirit of Article 20 of the Charter of Human Rights and Freedoms (Légis Québec, 1996), the number of non-native directors on the Board cannot account for more than one quarter (1/4) of the number of total Board directors.

### 4.3 Election of Directors and Term

- 4.3.1 Directors shall be elected by the Members by Ordinary Resolution at the Annual Meeting of Members, at which an election of Directors is required. *Every election of Directors shall be carried out with reference to the report of the nominating committee.*
- 4.3.2 The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members provided that no Director shall hold office for longer than a four (4) year term, or for more than three (3) consecutive terms.
- 4.3.3 Subject to article 4.3.2, directors are eligible for re-election. To ensure continuity of expertise on the Board, in any election, at least one third (1/3) of directors elected must have one (1) year of service, or more, as a director.
- 4.3.4 If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- 4.3.5 The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies of the Board. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.
- 4.4 (NEW) Resignation **A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.**

### 4.5 (NEW) Removal of Directors

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a

qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

#### 4.6 Vacancies on the Board

4.6.1 There is a vacancy of a seat on the Board if a Board Director:

- a) ~~Steps down from administrative responsibilities and gives a written notice to the Secretary of the Association, Resigns or is absent for 3 consecutive Board Meetings without any valid reason;~~
- b) ~~Is no longer a Member of~~ Withdraws from the Association in accordance with article 2.8;
- a) Finishes her mandate without it being renewed or if another Board member has been designated to replace her;
- c) ~~Is dismissed~~ removed from the Board of Directors;
- d) ~~Fails to meet the qualifications set forth in article 4.2.2. Is bankrupt, has suspended their payments or agreements with their creditors;~~
- e) Is deceased.

4.6.2 Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

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

4.6.3 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. (Not helpful; covered in 4.3.4.)

#### 4.7 Resolutions of the Board

4.7.1 The Board of Directors operates by resolution, unless otherwise set out by the Act or by the By-Laws. ~~which require them to act in accordance with the By-Laws.~~ (Unnecessary and confusing.)

4.6.1.1 (NEW) The Board will endeavor to pass resolutions on the basis of consensus agreement.

4.7.2 Subject to article 4.6.1, the Board of Directors can adopt any resolution required to assure the effective governance and management of the Corporation, consistent with its objectives. <<and in particular to:

- a) ~~Create advisory committees;~~
- b) ~~Nominate, hire or relieve a Board member of his duties, and determine her mandate and salary;~~
- c) ~~Hire, train, evaluate and dismiss employees, and others of the Association, and to determine their responsibilities and salary;~~
- d) ~~Determine the time and place of General Assemblies, as well as meetings of the Board of Directors;~~
- e) ~~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) ~~Conduct all Association business with all reports, except for business, where by Act or present By-Laws, are to be addressed solely by the Annual General meeting of members.~~

~~4.7.3 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 Act and taken into account of the present By-Laws, to exercise all powers and all actions that the letters 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. <<These items should be covered by the Board Operating Policies, which must also include a Conflict of Interest Policy.>>~~

~~4.7.4 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. <Included at 4.1.3>>~~

#### **4.8 Reimbursement of expenditures**

4.8.1 **Consistent with the Act**, Board Directors are not permitted to receive any salary, but the Board of Directors can reimburse normal or special expenses of the Directors, and can adopt a policy regarding this issue.

4.8.2 ~~This article concerning reimbursement of expenses does not prevent administrators (directors) to act as an officer for the Association and to receive compensation or remuneration while acting as an officer. <<Not allowable>>~~

#### **4.9 Compensation Indemnification for Board Directors and others**

A **Director** administrator or officer of the **Corporation** or person who has taken or will take on commitments on behalf of the Corporation, 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:

**Suggest: with the indemnification described in section \_\_\_\_ of the Act.**

- a) Of all fees, charges and expenses regardless if this officer, board director or support person or undergo with a course or occasion of an action, Act suit 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.

#### **4.10 Meetings and notices**

4.10.1 The Board of Directors meetings take place **at the location determined** by the Board of Directors.

4.10.2 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. **(Consider: 4 regular quarterly meetings, and any other special meetings, as required.)**

4.10.3 The Board of Director meetings **may be called at any time by** the President, the Secretary or by at least half of the Board Members.

4.10.4 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 **20 days before the date of a regular quarterly Board meeting, and no less than four (4) days prior to the time a special meeting** of the Board **is to be held**. The notice must include the agenda.

4.10.5 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.

#### **4.11 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

~~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.

#### **4.12 Quorum**

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

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#### **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;
- b) ensure the supervision of the work done by the Association and the realization of its objectives;
- c) prepare, with the help of the Secretary, the agenda for the General Assemblies, the Board of Directors and Executive Committee;
- d) supervise sending the notices required for General Assemblies, Board of Directors meetings and those of the Executive Committee;
- e) 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;
- f) implement or ensure the implementation of resolutions adopted by the members, the Board of Directors and by the Executive Committee;
- g) immediately follow up on the management or executive employees;
- h) 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 Indigenous Administrator, if the running the Association and achievement of its objectives can benefit greatly from it.

## **5.6 VicePresident**

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 SecretaryTreasurer**

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 Act.

### **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

Harper Collins Publishers Limited (GB)2017 *Collins Definition of 'community worker'*  
Légis Québec C-12 *Charte des droits et libertés de la personne*  
Legis Quebec C-38 *Companies Act*