

## BYLAWS

### SOUTHERN STL'ATL'IMX HEALTH SOCIETY

#### 1 INTERPRETATION

##### Definitions

1.1 In these Bylaws, unless the context otherwise requires,

- (a) "Act" means the *Canada Not-for-profit Corporations Act*;
- (b) "Band" means a band as defined by the *Indian Act*, R.S.C. 1985, c. I-5;
- (c) "Band Council Resolution" means a written resolution signed and adopted by a quorum of Council at a duly convened meeting or through a process of the Band;
- (d) "Board" or "Board of the Directors" means the board of directors of the Society including the Officers;
- (e) "Chair" means the chair of the Society;
- (f) "Chief" means the Chief duly elected from time to time under the Band's election process;
- (g) "Council" means the council of a Band, comprised of the Chief and Councillors duly elected from time to time under the Band's election process;
- (h) "Directors" means the directors of the Society;
- (i) "Health Director" means the senior employee of the Society;
- (j) "Individual Member" means a Member that is an individual and a registered voter of a Member Nation;
- (k) "Member" means a member of the Society;
- (l) "Member Nation" means a Member that is one of the following Bands:
  - i. N'Quatqua;
  - ii. SAMAHQUAM; and
  - iii. Skatin;
- (m) "Officers" means the officers of the Society including the Chair, Vice-Chair, Secretary and Treasurer, and such other officers as may be appointed from time to time;
- (n) "Ordinary Resolution" means an ordinary resolution of the Members;
- (o) "Secretary" means the secretary of the Society;
- (p) "Society" means the Southern Stl'atl'imx Health Society;

- (q) “Special Resolution” means a special resolution of the Members;
  - (r) “Treasurer” means the treasurer of the Society; and
  - (s) “Vice-Chair” means the vice-chair of the Society.
- 1.2 The definitions contained in the Act will, with the necessary changes and so far as applicable, apply to these Bylaws.

### **Interpretation**

- 1.3 In these Bylaws and in all other Bylaws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender will include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons will include firms and societies.

## **2 GENERAL**

### **Corporate Seal**

- 2.1 The Directors may provide a common seal for the Society and they will have power from time to time to destroy it and substitute a new seal in place of the destroyed seal.
- 2.2 The common seal will be affixed only when authorized by Board resolution.

### **No Profit from Activities of the Society**

- 2.3 No part of the Society’s profits or of its property or accretions to the value of the property may be distributed directly or indirectly, to a Member, a Director or an Officer except in furtherance of the Society’s activities or as otherwise permitted by the Act.

## **3 CONDITIONS OF MEMBERSHIP**

### **Classes of Membership**

- 3.1 Membership in the Society will be limited to the following classes:
- (a) N’Quatqua class, which consists solely of the N’Quatqua community, and which has the right to receive notice of, and to send a representative to attend at, any annual or special general meeting and which has the right to vote solely for the purposes of appointing two (2) Directors.
  - (b) SAMAHQUAM class, which consists solely of the SAMAHQUAM community, and which has the right to receive notice of, and to send a representative to attend at, any annual or special general meeting and which has the right to vote solely for the purposes of appointing two (2) Directors.
  - (c) Skatin class, which consists solely of the Skatin community, and which has the right to receive notice of, and to send a representative to attend at, any annual or special general meeting and which has the right to vote solely for the purposes of appointing two (2) Directors.

- (d) Individual Members class, which consists of all the registered voters of the Bands referred to in subsections (a), (b), and (c) above and which has the right to receive notice of, and to attend at, any annual or special general meeting and which has the right to vote on all matters of the Society except for the purposes of appointing Directors.

#### **Application to Become a Member**

- 3.2 An Individual Member will be admitted to the Society upon the Board receiving the Individual Member's application for membership.
- 3.3 The Board will review the application for membership of a Member Nation and inform the applicant of the Board's decision regarding the application.

#### **Individual Membership Term**

- 3.4 Membership of Individual Members will terminate at the commencement of the annual general meeting each year.

#### **Compliance with Constitution, Bylaws, and Policies**

- 3.5 Each Member will uphold the constitution of the Society and comply with these Bylaws and the policies of the Society.

#### **Withdrawal of Membership**

- 3.6 An Individual Member may withdraw from the Society by delivering a written resignation to the Society or to the Secretary.
- 3.7 A Member Nation may withdraw from the Society as follows:
  - (a) At least six (6) months before the current financial year end of the Society, the Member Nation will:
    - i. deliver to the Society written notice of the Member Nation's intent to withdraw; and
    - ii. begin consultation with the Society, the other Member Nations, and the First Nations Health Authority for a period of at least ninety (90) days.
  - (b) Prior to the current financial year end of the Society, the Member Nation will:
    - i. host at least one community meeting where the registered voters of the Member Nation will vote on whether the Member Nation will withdraw from the Society, as evidenced by a Band Council Resolution; and
    - ii. deliver to the Board a Band Council Resolution in favour of withdrawal.
  - (c) The Member Nation will remain a Member until the following financial year end of the Society.

#### **Expulsion of Member**

- 3.8 A Member may be expelled by a vote of at least seventy-five percent plus one (75% + 1) of the Individual Members present at a general meeting. Notice of the meeting must contain the reasons

for the proposed expulsion. Any Member proposed for expulsion will have the right to be heard at the general meeting before the resolution is put to a vote.

#### **Membership Not Transferable**

3.9 Membership is not transferable.

### **4 MEETINGS OF MEMBERS**

#### **Meeting of Members**

4.1 An annual general meeting will be held each year.

4.2 An annual general meeting will be held within six (6) months after the Society's financial year.

4.3 Any general meeting will be held at such time and place as the Board may decide.

4.4 Any general meeting may be held by teleconference or by other electronic means that permit Members to communicate adequately with each other. The Council of each Member Nation must agree to such participation. Each Member Nation will have equal access to the technology to be used and must consent in advance to the specific means of communication to be used. Any Member participating in a meeting in accordance with this provision will be deemed to be present at the meeting upon having the chair of the meeting add the Member's name to a sign-in sheet of those present.

4.5 A quorum of Directors or the Chair or Vice-Chair may, whenever they deem fit, convene a general meeting. The Chair or Vice-Chair will only be authorized to call a general meeting if it is required by these Bylaws or by the Act or for the proper governance of the Society.

4.6 The Board will hold a general meeting on the written request of ten (10) Members.

4.7 The Board will give at least twenty-one (21) days' written notice of a general meeting to the Members.

4.8 Notice of a general meeting will specify the date, time, and location of the meeting, and in the case of special business, will set out the text of the Special Resolution and state the general nature of that business

4.9 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate the proceedings of that meeting.

#### **Special Meeting of Members**

4.10 Every general meeting other than the annual general meeting is a special meeting.

### **5 PROCEEDINGS AT GENERAL MEETINGS**

#### **Business at Annual General Meetings**

5.1 Annual general meeting business includes:

(a) the report of the Board;

- (b) consideration of the financial statements;
- (c) the report of the auditor;
- (d) the appointment of the auditor;
- (e) the appointment of Directors; and
- (f) such other business as, under these Bylaws, should be transacted at an annual general meeting, or any other business, which is brought under consideration by the report of the Directors issued with the notice of the meeting.

### **Quorum at General Meetings**

- 5.2 A quorum of any general meeting will be ten (10) Members.
- 5.3 Members may be included in quorum and participate in a general meeting by electronic means or teleconference, as if they are present at a meeting.
- 5.4 No business, other than the selection of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- 5.5 If a quorum is present at the opening of a general meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 5.6 If, within thirty (30) minutes of the time appointed for a general meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week, at the same time and location, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the appointed for the meeting, the Members present will constitute a quorum.

### **Absence of Chair**

- 5.7 Subject to section 5.8, the Chair, or if the Chair is absent, the Vice-Chair or one of the other Directors present will act as chair of a general meeting.
- 5.8 If at a general meeting:
  - (a) there is no Chair, Vice-Chair or other Director present within fifteen (15) minutes after the time appointed for the meeting; or
  - (b) the Chair and all other Directors present are unwilling to act as chair,the Members present must choose one of their number to be the chair.

### **Adjournment of Meeting**

- 5.9 A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.10 Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as in the case of the original meeting.

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

### **Member Voting**

5.12 A Member present at a general meeting is entitled to one (1) vote.

5.13 An Ordinary Resolution will be passed if at least fifty percent plus one (50% + 1) of the Members present vote in favour of it.

5.14 A Special Resolution will be passed if at least sixty-six percent plus one (66% + 1) of the Members present vote in favor of it.

5.15 Prior to taking a vote, the Members will strive to achieve a consensus on any resolution before them unless the Act or these Bylaws provide otherwise. A consensus on a resolution is achieved where there is substantial agreement among the members regarding the resolution and no member is in opposition to the resolution.

5.16 Consensus decisions or votes will be recorded by the chair conducting an oral poll of the Members participating by teleconference and by show of hands for those present at the meeting and recording on the sign-in sheet those in favour of, and those against, the resolution that is the subject of the decision or vote.

5.17 Despite any other section of these Bylaws, for the purposes of the appointment of Directors, a Member Nation may, by means of a written proxy, appoint a proxyholder to attend and act at a specific general meeting, in the manner and to the extent authorized by the proxy. The proxy must be issued pursuant to a Band Council Resolution of the Member Nation. A proxyholder must be an Individual Member.

5.18 In the case of a tie vote, the chair may not cast a second vote and the resolution will be deemed to be defeated.

5.19 Special Resolutions or Ordinary Resolutions consented to in writing by all Members will be valid as if passed at a duly called and held general meeting.

## **6 DIRECTORS**

### **Qualification of Directors**

6.1 Directors will be at least nineteen (19) years old.

6.2 A Director will have expertise and experience in at least one of the following fields:

- (a) previous board experience – understands governance roles and responsibilities;
- (b) financial literacy – financial experience including accounting, audit statements, and knowledge of budgeting;
- (c) Stl’atl’imx culture, protocols, and language;
- (d) health – has an understanding of the First Nations health and the British Columbia health system including health programs, challenges and health issues;

- (e) business – experience or knowledge of running a company or organization;
- (f) program delivery – experience in the planning, creating, designing and implementing social and health programs;
- (g) policy development – experience in the process of creating, implementing, and evaluating policies; or
- (h) other expertise and experience – including human resources management and development, information management and technology, knowledge of laws and legal proceedings, or

will have an interest in helping the Stl’atl’imx community improve its health outcomes.

6.3 A Director must not have been convicted of any offence involving:

- (a) physical or sexual violence;
- (b) psychological or emotional abuse;
- (c) family neglect; or
- (d) financial abuse.

6.4 A Director will not be:

- (a) Chief of a Member Nation;
- (b) an employee of a Member Nation in an executive or leadership position, such as a band administrator, chief administrative officer, or band manager; or
- (c) an employee or contractor of the Society.

#### **Number of Directors**

6.5 The Society will have a minimum of three (3) Directors and a maximum of six (6) Directors, with a minimum of one (1) and a maximum of two (2) Directors appointed by each Member Nation as follows:

- (a) One individual jointly appointed by the Council and administration of the Member Nation, as evidenced by a Band Council Resolution; or
- (b) One individual nominated by the registered voters of the Member Nation at a community meeting of the Member Nation, as evidenced by a Band Council Resolution.

#### **Appointment**

6.6 Directors will be appointed at the annual general meeting.

6.7 The chair of the meeting will read the names of the individuals appointed as Directors by each Member Nation under section 6.5 and confirm the individuals as the Directors.

### **Commencement of Office**

- 6.8 Directors will take office at the adjournment of the annual general meeting at which they are appointed.

### **Term of Office**

- 6.9 The term of office for Directors is four (4) years.

### **Transition Period**

- 6.10 For transition purposes, at the first appointment of directors after the adoption of these Bylaws, at least one Director will be appointed to a two-year term and at least one Director will be appointed to a four-year term so that the Directors will serve staggered terms. Any Director appointed to a two-year term may serve as an Officer for a two-year term.

### **Criminal Record and Vulnerable Sector Checks**

- 6.11 Each Director will provide information concerning any criminal convictions or criminal record suspensions and authorize criminal records checks and vulnerable sector checks by the Society upon becoming a Director and on an annual basis.

### **Termination or Removal of Directors**

- 6.12 The office of a Director will be automatically vacated:
- (a) if the Director has been absent from three (3) consecutive Board meetings without being authorized by the Board and at a special meeting, at least seventy-five percent plus one (75% + 1) of the Individual Members present pass a Special Resolution that removes the Director from office;
  - (b) if the Director has resigned the Director's office by delivering a written resignation to the Society or to the Secretary;
  - (c) if the Director is found by a court to be of unsound mind;
  - (d) if the Director ceases to be qualified as a Director under sections 6.3 or 6.4, whether prior to or after becoming a Director;
  - (e) if the Member Nation that appointed the Director ceases to be a Member;
  - (f) if the Director becomes bankrupt or suspends payment or compounds with the Director's creditors, whether prior to or after becoming a Director; or
  - (g) if the Director dies.
- 6.13 A Director's written resignation will take effect on the later to occur of:
- (a) the time the Director sent the resignation to the Society; and
  - (b) the time specified in the resignation.

### **Vacancies**

- 6.14 Any vacancy on the Board arising from the resignation, death, incapacity, or removal of a Director during the Director's term of office will be filled by appointment of the Council of the Member Nation that appointed the Director, as evidenced by a Band Council Resolution.
- 6.15 A replacement Director appointed by a Member Nation to fill a vacancy holds office only until the next annual general meeting.

### **Remuneration**

- 6.16 The Directors may be remunerated for being or acting as a Director and must be reimbursed for all expenses necessary and reasonably incurred by the Director while engaged in the affairs of the Society.

## **7 POWERS OF DIRECTORS**

### **Conduct of Directors**

- 7.1 A Director, in exercising power and performing functions as a Director, will:
- (a) act honestly and in good faith and in the best interests of the Society; and
  - (b) exercise the care, diligence, and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.

### **Exercising Powers**

- 7.2 The Board may exercise all such powers and do all such acts and things as the Society is authorized to exercise and do.

### **Duties of Directors**

- 7.3 The duties of the Board will be to manage the affairs of the Society and without limiting the generality of the foregoing, the Board will:
- (a) establish and monitor the policies of the Society;
  - (b) approve and oversee the implementation of the strategic, financial, and operational plans;
  - (c) ensure all programs, services and projects are managed in accordance with all applicable laws, regulations and contractual requirements;
  - (d) provide for merit-based recruitment, annual evaluation, succession planning and performance management of the Health Director, including termination of the employment relationship with the Health Director;
  - (e) develop, implement and review the vision, mission statement, goals, and operating principles of the Society;
  - (f) set and maintain organizational and operational goals for the Society formulated with staff and Members;

- (g) where requested by the Health Director, assist in securing sufficient resources for the Society to operate its programs and services; and
- (h) evaluate the programs and services of the Society to ensure that they are consistent with the objectives and purposes of the Society and that its programs and services are effective and relevant to membership needs.

### **Expenditures**

- 7.4 The Directors will have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer the right to employ and pay salaries to employees. The Directors will have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the purposes of the Society in accordance with such terms as the Board may prescribe.

### **Authority and Autonomy of Member Nations**

- 7.5 The Directors will recognize and respect the authority and autonomy of each of the Member Nations from which the Society's membership is drawn, and will recognize and respect that each of those Member Nations is entitled to the benefits of its reasonable share of community health resources. Where considered by the Board appropriate, and with the agreement of those Member Nations, the Directors may allocate resources beyond those Member Nations' resource allocations.

### **Borrowing Powers**

- 7.6 The Board is hereby authorized, from time to time:
- (a) to borrow upon the credit of the Society upon such terms, covenants and conditions at such time, in such sums, to such an extent and in such manners as the Board in its discretion may deem expedient;
  - (b) to limit or increase the amount to be borrowed;
  - (c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
  - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any of the real or personal property of the Society, and the undertaking and rights of the Society.

### **Receipt of Funds, Gifts and Donations**

- 7.7 The Board will take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Society.

### **Engaging Employees and Contractors**

- 7.8 The Board may appoint such agents and engage such employees and contractors as it will deem necessary from time to time and such persons will have such authority and will perform such duties as will be prescribed by the Board at the time of such appointment.

### **Conflict of Interest**

- 7.9 The Directors will conduct themselves in a professional manner to avoid a conflict of interest.
- 7.10 A Director who is directly or indirectly interested in a proposed contract or transaction with the Society will disclose in writing fully and promptly the nature and extent of the Director's interest to the Board and comply with these Bylaws and any conflict of interest guidelines of the Society.
- 7.11 A Director who has disclosed a conflict of interest regarding a contract will leave the meeting, if any, when the contract is discussed or voted on, refrain from any action intended to influence the discussion or vote, and refrain from voting on any resolution with regard to the contract but will be considered present for the purposes of establishing quorum.

### **Remuneration**

- 7.12 The Board will submit a proposal for the remuneration for the Directors, Officers and committee members at the annual general meeting and the Members may, by Ordinary Resolution, confirm, reject, or amend the remuneration.

## **8 MEETINGS OF DIRECTORS**

### **Board Meetings**

- 8.1 Board meetings may be held as follows:
- (a) at any time and place determined by the Directors provided that seven (7) days' notice of such meeting will be given to each Director;
  - (b) at least four (4) times per year; and
  - (c) with each Director being authorized to exercise one (1) vote.

### **Place of Board Meetings**

- 8.2 The Board may meet together at such places as they think fit for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

### **Notice of Board Meetings**

- 8.3 Any Director may waive in writing notice of the meeting. The attendance of a Director at a Board meeting will constitute a waiver of notice of the meeting.
- 8.4 The accidental omission to give notice of a Board meeting to, or the non-receipt of notice by, any of the Directors entitled to receive notice does not invalidate the proceedings of that meeting.

### **Meetings by Teleconference or Electronic Means**

- 8.5 Board meetings may be held by teleconference or by other electronic means that permit the Directors to communicate adequately with each other.
- 8.6 A Director may participate in a Board meeting by teleconference or other electronic means and a Director participating in such manner is deemed to be present at that meeting and will be counted in the quorum therefor.

### **Quorum for Board Meetings**

- 8.7 The quorum for the transaction of business at a Board meeting of is three (3) Directors, at least one Director representing each Member Nation.

### **Chair of Board Meetings**

- 8.8 The Chair will be the chair of all Board meetings, but if at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-Chair or one of the Directors present will act as chair.

### **Voting**

- 8.9 Each Director present at a Board meeting will have one (1) vote.
- 8.10 In the case of a tie vote, the chair of the Board meeting will not have a second vote and the resolution will be deemed to be defeated.
- 8.11 A Board resolution will be passed if at least fifty percent plus one (50% + 1) of the Directors present vote in favour of it.
- 8.12 Prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them. A consensus on a resolution is achieved where there is substantial agreement among the Directors regarding the resolution and no Director is in opposition to the resolution.
- 8.13 Voting by proxy is not permitted.

### **Attendance at Board Meetings**

- 8.14 Directors are reasonably required to attend all Board meetings.
- 8.15 Directors may be absent from Board meetings if notice is given to the Board and arrangements are made to ensure that the Director is informed of transacted Board business. A Director will not be absent for more than three (3) consecutive Board meetings, unless authorized by the Board, and unless authorized may be compelled to resign and may cease to be a Director in accordance with section 6.12.

## **9 INDEMNITIES OF DIRECTORS**

- 9.1 Every current or former Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of their office or in respect of any such liability; and
  - (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9.2 The Society may secure and maintain liability insurance for its Directors and Officers.

## **10 OFFICERS**

### **Appointment of Officers**

10.1 The Chair, Vice-Chair, Secretary and Treasurer are the Officers.

10.2 Officers must be Directors.

10.3 The same person may hold any two offices, except that the Chair and Vice-Chair may not be the same person.

10.4 Officers will be appointed by Board resolution at the first Board meeting after each annual general meeting.

### **Term of Office**

10.5 Officers will hold office for four (4) years from the date of appointment or until their successors are appointed by the Board.

10.6 Officers will be subject to removal by Board resolution at any time.

### **Resignation of Office**

10.7 Any Officer may resign at any time by delivering a written resignation to the Chair or Secretary or to a Board meeting.

### **Vacancies**

10.8 The Directors may at any time appoint a Director to fill any Officer vacancy. Any Officer so appointed will serve the remainder of the term of the Officer being replaced.

## **11 DUTIES OF OFFICERS**

### **Powers and Duties of Officers**

11.1 From time to time, the Board may, by resolution, amend the powers and duties of any Officer or Officers.

### **Chair**

11.2 The Chair will:

- (a) preside at all meetings of the Members and the Directors;
- (b) supervise the other Officers in the execution of their duties;
- (c) supervise the implementation of the constitution of the Society and the Bylaws;
- (d) see that all orders and resolutions of the Board are carried into effect; and
- (e) exercise general care and supervision of the affairs of the Society.

### **Vice-Chair**

- 11.3 The Vice-Chair will carry out the duties of the Chair during the Chair's absence or upon request, and when so acting, will have all the powers and be subject to all the responsibilities of the Chair and will perform such other duties as will from time to time be imposed upon the Vice-Chair by the Board.

### **Treasurer**

- 11.4 The Treasurer will:
- (a) have the custody of the funds and securities of the Society;
  - (b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society;
  - (c) deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
  - (d) disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements;
  - (e) render financial statements to the Directors, Members and others when required; and
  - (f) perform such other duties as may from time to time be directed by the Board.

### **Secretary**

- 11.5 The Secretary will:
- (a) conduct the correspondence of the Society;
  - (b) issue notices of meetings of the Members and the Directors;
  - (c) keep minutes of all meetings of the Members and the Directors;
  - (d) have custody of all records and documents of the Society;
  - (e) have custody of the common seal of the Society;
  - (f) maintain the register of Members; and
  - (g) perform such other duties as may from time to time be directed by the Board.
- 11.6 In the absence of the Secretary from a meeting, the Directors will appoint another person to perform the duties of the Secretary at the meeting.

### **Secretary – Treasurer**

- 11.7 The Directors may combine the offices of Secretary and Treasurer into an office to be known as Secretary-Treasurer and the Secretary-Treasurer will perform all of the duties of the Secretary and of the Treasurer

## **12 COMMITTEES**

### **Appointment**

- 12.1 The Board may appoint committees whose members will hold their offices at the will of the Board.

### **Board Delegation of Power**

- 12.2 The Board may delegate, by resolution, any, but not all, of its powers to any committee consisting of a majority of Directors.
- 12.3 A committee formed to exercise the delegated powers of the Directors will follow any rules imposed on it by the Board, and will report every act or thing done in exercise of those powers to the earliest Board meeting held after it has been done.

### **Committee Expenses**

- 12.4 The Board will provide every committee with a budget for honoraria and travel. No committee will exceed its budget without prior authorization from the Board.
- 12.5 The chair of each committee will provide an oral or written report at each Board meeting, including a summary of deliberations and recommendations for the Board.

## **13 HEALTH DIRECTOR**

- 13.1 The Directors will hire and determine the tenure and remuneration of the Health Director. Within general terms of reference as determined by the Directors, the Health Director's duties will include:
- (a) hiring and determining the tenure, duties, and remuneration of all employees and contractors of the Society;
  - (b) responsibility for the administrative coordination of all activities of the Society and its employees; and
  - (c) reporting to and attending all Board meetings.
- 13.2 The Health Director will not be a member of the Council of a Member Nation or a Director.

## **14 CONTRACTS AND EXECUTION OF DOCUMENTS**

### **Signing Authority**

- 14.1 Contracts, documents or any instruments in writing requiring the signature of the Society will be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.
- 14.2 The Directors will have the power from time to time by resolution to appoint any Officer or any person on behalf of the Society to sign specific contracts, documents, and instruments in writing.
- 14.3 The Directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society.

### **Use of Common Seal**

- 14.4 The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by Board resolution.

## **15 FINANCIAL YEAR**

- 15.1 The financial year end of the Society will be March 31<sup>st</sup> of each year or on such other date as may be fixed from time to time by Board resolution.

## **16 AUDITORS**

### **Appointment of Auditor**

- 16.1 The Members will, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Society who will hold office until the next annual general meeting or until the appointment of the auditor's successor.
- 16.2 The Board may fill any vacancy in the office of the auditor.
- 16.3 The remuneration of the auditor will be fixed by the Board.

## **17 FAX TRANSMISSION AND COUNTERPARTS**

- 17.1 Any document or resolution signed in writing by a Member or a Director and transmitted by fax or email will be deemed to be an original document or resolution.
- 17.2 Ordinary Resolutions and Special Resolutions consented to in writing by Members and resolutions consented to in writing by the Directors may be in counterparts each consented to in writing by one Member or Director or more than one Member or Director, which together will be deemed to constitute one resolution.

## **18 AMENDMENTS OF BYLAWS**

- 18.1 These Bylaws will not be repealed, altered or added to except by Special Resolution.

## **19 BOOKS AND RECORDS**

- 19.1 The Board will see that all necessary books and records of the Society required by the Bylaws or by any applicable statute or law are regularly and properly kept.

## **20 RULES AND REGULATIONS**

- 20.1 The Board may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations will have force and effect only until the next annual general meeting when they will be confirmed, and failing such confirmation at such annual general meeting of Members, will at and from that time cease to have any force and effect.