

# CHARTER AND GENERAL BY-LAWS

AS ADOPTED AT THE SPECIAL ASSEMBLY HELD ON JULY 13, 2017



FIRST NATIONS OF QUEBEC  
AND LABRADOR HEALTH  
AND SOCIAL SERVICES  
COMMISSION

COORDINATION

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CHARTER REVIEW CONDUCTED BY

The members of the FNQLHSSC Board of Directors

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The use of the masculine gender in this document is intended to simplify the text, and is without prejudice against women.

This document is available in French.

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***Note to reader:* A discrepancy was found in article 7.2 in the English version. The error was corrected in accordance with the French version.**

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## **PREAMBLE**

No activity of the First Nations of Quebec and Labrador Health and Social Services Commission (FNQLHSSC) should be prejudicial to the rights and claims of the First Nations.

## **MANDATE**

The FNQLHSSC is a First Nations organization which received its mandate from the Assembly of Chiefs of Quebec and Labrador as expressed in a resolution dated April 18, 1994, which is annexed to this document as Annex 1.

### **1. Designation**

The First Nations of Quebec and Labrador Health and Social Services Commission.

### **2. Head office**

The head office of the FNQLHSSC is located at 250 Place Chef-Michel-Laveau, suite 102, Wendake, G0A 4V0. It is located at any other address, within the territories of any of the member First Nations communities, which the Board of Directors can determine by way of resolution after having consulted with the Assembly of Chiefs of Quebec and Labrador.

### **3. Vision and mission**

#### **3.1 Vision**

First Nations individuals, families and communities are healthy, have equitable access to quality care and services, and are self-determining and culturally empowered.

#### **3.2 Mission**

To accompany Quebec First Nations in achieving their health, wellness, culture and self-determination goals.

### **4. Goals**

More specifically, the FNQLHSSC's goals are as follows:

1. To ensure that the First Nations of Quebec and Labrador freely exercise their inherent right to control health and social services program delivery to the citizens of their respective nations.
2. To provide technical support for research, as well as the development and promotion of community health and social services systems and models, upon request from First Nations communities.
3. To ensure that First Nations government delivery systems respect the fundamental needs of First Nations citizens.

4. To promote the free exchange of information and ideas concerning all aspects of health and social services development initiatives of communities.
5. To ensure that all First Nations are supported in their community development in order to exercise their jurisdiction over health and social services.
6. To study, promote, protect and develop in every possible way the material, cultural and social interests of the members, nations and respective communities; and to that end organize meetings, conferences and opportunities to exchange points of view and establish a secretariat to serve as a liaison between members.
7. To be a technical advisor and consultant for First Nations communities and the Assembly of First Nations Quebec-Labrador (AFNQL) in the area of health and social services.

## **5. Interpretation**

### **5.1 Definitions and interpretation**

Unless there exists a provision which expressly contradicts the following definitions or unless the context clearly indicates otherwise, in these by-laws:

“FNQLHSSC” collectively refers to the members and administrators;

“Executive” designates the president of the FNQLHSSC, the vice-presidents, the secretary-treasurer, and any other director whose title and functions can be determined by resolution by the Board of Directors of the FNQLHSSC;

“Director” means a member of the Board of Directors;

“Simple majority” means fifty per cent plus one of the votes cast in a meeting;

“Member of the FNQLHSSC” designates a First Nations community member of the AFNQL who pursues the objectives of the FNQLHSSC, as well as the three associations identified in article 10.1;

“By-laws” refers to the present by-laws or constitution as well as any other by-law or constitution in effect at the FNQLHSSC;

“First Nation representative” refers to a registered member of a community so named in accordance with the provisions under article 10.

## **5.2 Rules of interpretation**

In the by-laws, the singular includes the plural and vice-versa, the neutral includes the masculine and the feminine and vice-versa, and terms applying to physical persons also apply to moral persons, such as corporations and any other non-incorporated organizations.

In the case of discrepancy between the French and English versions of the Charter, the French version takes precedence.

## **5.3 Titles**

The titles used by the by-laws serve merely as references and shall not be construed as being an interpretation of terms of provisions found in such by-laws.

## **6. Directors**

### **6.1 Composition**

The affairs of the FNQLHSSC shall be administered by a Board of Directors composed of seven directors elected amongst the members. The Board of Directors shall be composed of First Nations members who meet the qualification criteria indicated in paragraph 6.2.

### **6.2 Qualifications**

Only members of the FNQLHSSC, in accordance with the by-laws, qualify for the Board of Directors.

#### **ELIGIBILITY**

Only health and/or social services directors delegated by their Band Council in accordance with the provisions of paragraph 10.1 have the right to sit on the Board of Directors of the FNQLHSSC. A director whose term of office has expired is eligible for reappointment. The directors must be First Nations and of at least 18 years of age and able to enter into contracts.

#### **PROFILE FOR BOARD MEMBERS**

The Board members must have among others, the following qualifications:

- Must have knowledge and experience in the area of First Nations health and social services as well as isolated, semi-isolated and urban regions of Quebec and Labrador;
- Must be a health and/or social services director in one of the FNQLHSSC's member communities;
- Integrity, excellent credibility and a good reputation in the community that the director represents;
- Have good knowledge of the laws and by-laws, as well as the customs that the concerned director may be subject to.

### **6.3 Elections**

The directors are elected for two years by a simple majority of the votes cast at the annual general assembly of the members of the FNQLHSSC who, one year, elect four members and three members the following year.

### **6.4 Term of office**

Unless the office of an incumbent director ends before term, a director shall hold office for two years or until his successor is elected. A director whose term of office has expired may be re-elected.

### **6.5 Resignation**

A director may, at any time, resign from office by forwarding a letter of resignation, by registered mail, to the head office of the FNQLHSSC to the attention of the executive director. The resignation takes effect at the date specified in the letter, and if no date is indicated, upon its reception at the head office of the FNQLHSSC.

### **6.6 Dismissal**

An end of a term on the Board of Directors will occur, if the concerned member:

- a) Presents the resignation to the Board of Directors in writing;
- b) Passes away or becomes unable to take care of himself or his assets, because of, but not limited to, a disease, a deficiency or impairment due to age that alters his mental capacity or his physical capacity to express his will;
- c) Loses the required qualifications and stops being eligible in conformity with paragraph 6.2 of the by-laws and in compliance with the FNQLHSSC Directors Code of Ethics and Professional Conduct;
- d) Is discharged by way of vote by a simple majority of the Board of Directors members, because of three consecutive absences from Board meetings, without a valid reason;
- e) Is found guilty of theft, fraud, defalcation, tax evasion, or any other criminal infraction, whether it is statutory or regulatory with fraudulent or dishonest aspects.

With the exception of the aforementioned point (d), any director may be dismissed from office before term, with cause, by the members having the right to elect him at a special meeting called for this purpose, through a resolution adopted by a simple majority. The director who is the object of the resolution of dismissal shall be notified of the place, date and time of such a meeting within the same delay as is required for its calling. He must have the opportunity to attend and to speak, or, in a written statement to be read by the assembly president, express the reasons why he is opposed to the resolution proposing his dismissal.

### **6.7 End of term**

A director's term of office comes to an end when he resigns, he is dismissed, his regular term ends or if he ceases to represent his community or organization by written confirmation of his superiors

or, ipso facto, when he is no longer qualified to serve as a director as specified under section 6.2 or if he is not re-elected.

### **6.8 Replacement**

A vacancy on the Board of Directors may be filled by the directors by way of a simple resolution. To achieve this, the Board of Directors may appoint or not a candidate, who must be a delegate from his community at the preceding annual general assembly that received the most votes during the election; however, the replacement will only finish his predecessor's non-expired term or until his successor or replacement is ready to take his place. If there is no continuing candidate, the Board of Directors shall only fill the vacancy at the elections that will be held at the next annual general assembly.

### **6.9 Remuneration**

The directors have the right to the reimbursement of expenses, in accordance with FNQLHSSC rates, incurred while carrying out their respective duties. Furthermore, if it is necessary to hold a Board of Directors meeting on a holiday or a weekend, an honorarium of \$150.00 per day could be paid to each of the attending directors, unless these fees are already covered by another organization.

### **6.10 Indemnification**

The FNQLHSSC may, by way of a resolution of the Board of Directors, indemnify any member or director, past or present, who acts honourably on the FNQLHSSC's behalf, of all costs, charges and expenses of any nature incurred by any civil, criminal or administrative action or lawsuit to which he was involved because he is a member or director of the FNQLHSSC.

In order to cover these amounts, the FNQLHSSC must obtain insurance for its Board of Directors, Executive Director and managers. They also have the right to receive, without need of approval from the members, advances or the reimbursement of any costs, charges or fees incurred or caused by the FNQLHSSC affairs or related to them, as previously stated, with the exception of those that are the result of their own negligence or voluntary omission.

### **6.11 Conflict of interest**

Any director who has, in any way whatsoever, personally, directly or indirectly, interest in a litigation, contract or proposed contract with the FNQLHSSC, a case or any other cause involving the FNQLHSSC or one of its members, shall divulge his interest to the Board of Directors for review. Any director must make all decisions in the best interests of the FNQLHSSC, only, and not in his own interests or those of the First Nation that he represents. At all times, the director represents the interests of the FNQLHSSC and not those of the people who elected him.

Each director must avoid placing himself in a position of conflict between his own personal interests and those of his duties as director and must comply with the FNQLHSSC Directors Code of Ethics and Professional Conduct. He must denounce, without delay, to the FNQLHSSC any interests he possesses in a business, an association or in a contract or any other act that could

place him in a position of conflict of interest. He must also denounce all the rights he can carry out against the FNQLHSSC, while indicating their nature and their value.

A director can, even while exercising his duties, acquire, directly or indirectly, rights in the FNQLHSSC's assets or contacts with the FNQLHSSC, as long as he flags this fact to the directors immediately, while indicating the nature and the value of the rights he is acquiring, while requesting that this fact is included in the minutes of the Board of Directors meeting where this discussion occurs.

A director who is interested in the acquisition of an FNQLHSSC's asset or a contact or for any other cause, must denounce his interest and abstain from the deliberations and from the related vote and, if he votes anyway, the vote must be voided. At the request of the president or any director, the interested director must leave the assembly while the Board of Directors deliberates and votes on the acquisition of the contract in question or for any cause in which the director is interested

## **7. Role and authority of the Board of Directors**

### **PRINCIPLE**

Other than the role and the authority stemming from the mandates that are usually vested upon the Board of Directors by law, the Board of Directors exercises the following authority:

- a) they have the complete authority to manage the internal affairs of the FNQLHSSC, to pass any type of contract in the best interests of the FNQLHSSC, and in general to exercise all the powers and take any actions that these by-laws allow them to exercise and undertake;
- b) They can also commit to expenses that target the promotion of the FNQLHSSC's interests;
- c) They can take any actions that they judge necessary that enable the acquisition, acceptance, solicitation or reception of legacies, grants, gifts or donations of any kind with the objective of promoting and achieving the FNQLHSSC's goals.

## **8. Board of Directors meetings**

### **8.1 Notice of meeting**

Meetings of the directors may be convened at any time by the president, or by four directors. A notice specifying the place, date and time of such meetings shall be sent to each director by mail, telegraph, fax or any other technological method – notably by email, at his latest address as shown in the records of the FNQLHSSC and in a confidential manner. If the address of a director is not shown in the records of the FNQLHSSC, a notice of meeting may be sent to the address where, in the judgement of the sender, it is most likely to be received promptly by the director. A notice of meeting shall indicate the place, date and time of the meeting and this information shall be sent at least ten working days prior to the scheduled date. The presence of a director at a meeting covers the lack of notice regarding this director.

## **8.2 Annual General Assembly**

A meeting of the newly elected Board of Directors shall be held each year immediately after the annual general assembly of the members, without any notice of meeting, provided that a quorum exists, for the purpose of electing or appointing officers or other managers of the FNQLHSSC and to transact any other business that may come before it.

## **8.3 Place**

Board of Directors meetings shall be held at the head office of the FNQLHSSC, or, if all the directors consent, at any other place which the president or directors may determine.

To ensure that the Board of Directors meetings are as cost efficient as possible, the directors can, if the majority consents, participate in a Board of Directors meeting through any method that allows each participant to communicate orally between each other, such as by conference call or videoconference. They are then considered as having participated in the meeting.

## **8.4 Quorum**

Quorum for Board of Directors meetings is set to a majority of the directors that are in their term, meaning four directors if there is a total of seven directors. This quorum must be maintained throughout the entire duration of the meeting.

## **8.5 Vote**

Each director has the right to one vote for any issues submitted to the Board of Directors, which will be decided by a simple majority of the voting directors. The right to vote by the directors cannot be exercised by proxy. The vote is taken verbally unless the chairman of the meeting requests a ballot.

## **8.6 Resolution in lieu of a meeting**

A written resolution signed by all the directors entitled to vote during Board of Directors meetings or Executive Committee meetings is as valid as if it had been passed at such meeting. A copy of each of these resolutions shall be kept with the minutes of the meetings of the Board of Directors or its Executive Committee.

## **8.7 Adjournment**

The president of the Board of Directors can, with the consent of the majority of the directors present, adjourn the meeting until quorum is obtained or for any other reason. The reconvening of any meeting so adjourned may take place without formal notification once quorum has been reached; once reconvened, the directors can proceed with the business for which the meeting was originally convened.

## **8.8 Access to minutes**

The minutes of the Board of Directors meetings or its Executive Committee can be consulted at

any time by the Board members. They can be consulted by a member of the FNQLHSSC who submits a clear and detailed written request. The minutes and resolutions are prepared and signed at the Board of Directors meetings or through mail.

## **9. Powers and roles of executive members**

### **9.1 Nomination and qualifications**

Amongst themselves, the directors shall elect the executive, comprised of a president, two vice-presidents and a secretary-treasurer.

### **9.2 Term of office**

The members of the executive are elected for one year, but stay in function until their successors are chosen by the Board of Directors during the annual general assembly, except for the right of the directors to dismiss before a term has come to an end.

### **9.3 Resignation and dismissal**

Any executive member may resign from office by forwarding a letter of resignation by mail to the head office of the FNQLHSSC to the attention of the executive director. The directors may dismiss any executive member of the FNQLHSSC at any time and may elect or appoint another in his place. The dismissal of an executive member, however, is subject to the provisions of the employment contract between the director and the FNQLHSSC, if such contract exists.

### **9.4 Powers and duties**

The directors shall determine the powers of executive members and the Executive Director of the FNQLHSSC. They may delegate to the latter all of their powers, except those reserved exclusively for the directors or those which require the approval of the members of the assembly. The members and other directors also have the powers stemming from the Charter. On an exceptional basis, in the case of absence, incapacity, refusal or negligence to act or for any other motive that the directors deem reasonable, the Board of Directors may delegate the powers of a member or director to any other member or director for a period of time which they deem appropriate.

### **9.5 President**

The president of the FNQLHSSC shall be chosen among the directors. He presides at all Board of Directors meetings as well as at meetings of the members, if present. The president of the FNQLHSSC, under the control of the Board of Directors, shall supervise, administer and generally manage its affairs. He shall exercise such other powers and perform such other duties as determined by the directors. When his presence is required, he is the representative of the Board of Directors to the Assembly of Chiefs of the First Nations of Quebec and Labrador and other outside organizations. He may also delegate some of his powers to the Executive Director of the FNQLHSSC.

## **9.6 Vice-presidents**

The vice-presidents of the Board of Directors shall assist the president of the Board of Directors in his duties; and in the case of the president's absence or incapacity to act, one of the two vice-presidents of the Board of Directors will replace the president and exercise all related powers and duties. The choice will be made by the directors.

## **9.7 Secretary-treasurer**

The secretary-treasurer attends Board of Directors meetings as well as meetings of members of the association. He signs the minutes of the meetings, and fulfils all the duties that are attributed to him through these by-laws or the Board of Directors. He makes sure that the head office of the FNQLHSSC keeps the corporate seal, the minute book and other corporate documents in a safe place.

The secretary-treasurer sees to the quality and makes sure that the activities are carried out in compliance with the policies and procedures in force, such as the holding of funds of the association and its books of account. He makes sure that a detailed statement of assets and liabilities and a statement of receipts and disbursements of the association are produced in one or several books intended for this purpose. He also makes sure that the funds of the association are deposited in a financial institution that is determined by the Board of Directors.

## **9.8 Ex-officio position**

This position is reserved exclusively for the Chief of the AFNQL for matters relating to his duties in the areas of health and social services. This position does not have the right to vote.

# **10. Members**

## **10.1 Composition of the general assembly**

In a spirit of continuity and permanence, each community and the three associations, members of the FNQLHSSC, will appoint a health or a social services representative at the annual general assembly. The membership will consist of:

- a First Nation representative from each First Nation community in Quebec and Labrador, member of the FNQLHSSC, who is appointed by his Band Council amongst the health or social services technicians working in their community, or by any other person so nominated by the Band Council. Furthermore, to become eligible as a director, it is necessary to be qualified in accordance with article 6.2;
- a First Nation representative of the Native Treatment Centres;
- a First Nation representative of the *Regroupement des centres d'amitié autochtones du Québec*;
- a First Nation representative of the Quebec Native Women.

All representatives must obtain a proxy from their organization or Band Council. The representative stops representing the concerned member when he loses his representative status of a First Nation community or one of the three affiliated regional organizations, as mentioned in article 6. and its sub-articles that he is supposed to represent.

## **10.2 Suspension and expulsion**

The general assembly may, by a resolution adopted by at least two-thirds of its members at a special meeting convened for this purpose, suspend for a period that it determines or expel any member who does not respect the by-laws of the FNQLHSSC or who acts contrary to the interests of the FNQLHSSC. The member who is the object of a suspension or an expulsion must be advised of the place, date and time of the meeting within the same delay as provided for the calling of the special meeting as agreed by a majority of members. He may attend the said meeting and present his motives for opposing the resolution proposing his suspension or expulsion.

## **11. Assemblies of members**

### **11.1 Annual general assembly**

The annual general assembly of the FNQLHSSC shall be held at the head office of the FNQLHSSC, or at any other place, date and at time that the Board of Directors determines by resolution. The annual general assembly shall be held at least once in each calendar year no more than fifteen months after the last annual general assembly. This assembly shall be held to approve the financial statements and the auditor's report, to receive information and to carry out any other business that it may transact. Furthermore, any annual general assembly may be convened as a special general assembly and may carry out any business that may be transacted at a special general assembly.

### **11.2 Special general assembly**

A special general assembly of the members may be convened by the majority of directors or by the president, at the head office of the FNQLHSSC or elsewhere, as they determine.

### **11.3 Calling of meetings by the members**

A special meeting of the members of the FNQLHSSC can be convened at the request of at least 20 of its members. This request must indicate in general terms the purpose of the meeting, be signed by those members requesting the meeting and be submitted to the head office of the FNQLHSSC. Upon reception of such a request, it is incumbent on the president or the secretary-treasurer to convene the meeting in conformity with the by-laws of the FNQLHSSC. If calling of the meeting has not commenced within 21 days, the members requesting the meeting or a director may convene the meeting within 12 weeks and in accordance with the standard procedures of the FNQLHSSC. All reasonable expenses incurred by the members or the director in convening such a meeting shall be reimbursed by the FNQLHSSC.

#### **11.4 Notice of a meeting**

A notice for each annual or special general assembly of the members must be sent to the Chief, the Executive Director as well as to the health/social services directors of the member communities and to the Boards of Directors of the member organizations, who have the right to attend assemblies. Such notice shall be sent by mail, email or by fax to such members at the address indicated in the books of the FNQLHSSC at least 30 days prior to the meeting. If the address of a member is not shown in the records of the FNQLHSSC, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the member.

#### **11.5 Content of notice**

A notice of a meeting of members must indicate the place, date and time of the meeting. A notice of an annual meeting does not necessarily have to specify the purpose of the meeting unless it is convened to confirm a by-law or to decide on any other matter which must be submitted to a special general assembly. The annual assembly must serve to examine the financial, directors' and auditor's reports, and to make appointments for the following year as well as for ratification of the adopted by-laws and resolutions or actions taken by the Board of Directors, the executive or other members or representatives of the FNQLHSSC since the last annual assembly.

A notice of a special general assembly shall indicate the nature of the special business to be transacted in sufficient detail to permit each member to form sound judgment thereon and the text of any special resolution to be submitted to the assembly.

#### **11.6 Waiver of notice**

An annual or a special general assembly of members may be held at any time and for any purpose without the notice prescribed in the current by-laws, if 50% of the members so consent. Such waiver of notice may take place either before, during or after the meeting. Moreover, the attendance of a member at an assembly is the equivalent of a waiver, unless he is attending for the express purpose of objecting to the holding of the assembly while specifying the irregularity in its notice.

#### **11.7 Irregularities**

Irregularities in the notice of a meeting or in its delivery as well as its accidental omission or the non-receipt of notice by any member shall not affect the validity of a meeting of members of the FNQLHSSC.

#### **11.8 Assembly chairman**

The chairman of an FNQLHSSC assembly may not vote as a regular member. He shall have the right to cast the deciding vote in the case of a tie. The president of the FNQLHSSC, or the vice-president, may be the assembly chairman at an assembly of members. If they so desire, the members have the right to choose an assembly chairman from among the members.

## **11.9 Quorum**

Unless the Charter indicates otherwise, the presence of 50% plus one of the members at an assembly of members shall constitute a quorum. Once a quorum has been attained at the opening of a meeting of members, the members present may proceed with the business of the meeting. Quorum does not need to be maintained during the assembly.

## **11.10 Adjournment**

Whether or not a quorum has been obtained at the opening of an assembly of members, the members present may adjourn the meeting through a majority vote. Once the assembly is resumed, the members can proceed with the business for which the adjourned assembly was originally convened.

## **11.11 Vote**

Any question submitted to an assembly of members of the FNQLHSSC shall be decided at first by consensus, otherwise, by a vote cast by a show of hands, unless a ballot is requested or unless the chairman of the assembly designates another manner of voting.

At any assembly of members, the statement by the chairman that a resolution has been adopted or rejected unanimously or by a particular majority constitutes conclusive evidence of the adoption or rejection of such resolution without requiring further evidence as to the number or percentage of votes cast in favour of or against it. Voting by proxy shall not be permitted at assemblies of the members of the FNQLHSSC.

## **11.12 Vote by ballot**

Voting shall be by secret ballot if the chairman of the assembly or at least 10% of the regular members present so request. Each member shall give the election supervisor, who is selected by the assembly chairman, the ballot on which he has indicated the manner in which he has cast his vote.

## **11.13 Election supervisors**

The assembly chairman may appoint one or more persons, who need not be directors or members of the FNQLHSSC, to act as assembly election supervisors.

## **11.14 Resolutions in lieu of assembly**

Written resolutions signed by all the members who are entitled to vote on that resolution at an assembly of members are as valid as if they had been adopted at an assembly. A copy of these resolutions shall be kept with the assembly minutes.

## **11.15 Representation**

In the spirit of equality amongst communities, only one representative per community may be at

the table. However, if supported by a Band Council Resolution, a representative could alternate with another representative on particular issues – as long as at any given time only one representative per community has the right to speak and vote.

### **11.16 Observers**

Any officially recognized First Nation member or person working for a First Nation and who is not employed by the provincial or federal government may participate as an observer.

## **12. Fiscal year and auditor**

### **12.1 Fiscal year**

The fiscal year of the FNQLHSSC shall end on March 31st of each year, or at any other date that the directors may determine.

### **12.2 Auditor**

The members appoint an auditor at their annual assembly. His remuneration shall be set by the members or by the Board of Directors if this power has been delegated to them by the members. No director or employee of the FNQLHSSC can be appointed as its auditor. If, for any reason, the auditor ceases to perform his duties before the end of his term, the directors may appoint his replacement, who shall perform the duties of auditor until the expiry of his predecessor's term.

## **13. Contracts, bills of exchange and banking**

### **13.1 Contracts**

In the absence of a decision by the Board of Directors to the contrary - deeds, contracts, securities, obligations and other documents requiring the signature of the FNQLHSSC may be signed by the president or by any vice-president and the Executive Director. The Board of Directors may also authorize, by resolution, any person to sign any document in the name of the FNQLHSSC.

### **13.2 Bills of exchange**

Cheques and other bills of exchange drawn, accepted or endorsed in the name of the FNQLHSSC shall be signed by any director so authorized by the Board of Directors by resolution. Any of these directors alone may endorse bills of exchange for deposit in the account of the FNQLHSSC or may give bills of exchange to its bank or financial institution for collection. Any such director duly authorized may have discussions, make settlements and establish credit limits on behalf of the FNQLHSSC with its bank or financial institution. Such directors duly authorized may also receive all cancelled cheques, bank statements and sign any form of settlement of account, receipt or verification required by such bank or financial institution.

### **13.3 Deposits**

The funds of the FNQLHSSC shall be deposited to its credit in one or more banks or financial institutions within Canada designated by the directors.

### **14. Declarations**

The president, any director or any other person authorized by the president are respectively authorized to appear and to answer for the FNQLHSSC with respect to all writs, orders, interrogatories upon articulated facts issued by any court; to answer in the name of the FNQLHSSC with respect to any seizure by garnishment in which the FNQLHSSC is garnished and to make any affidavit or sworn declaration relating to such seizure or to any proceeding to which the FNQLHSSC is made a party; to make demands of abandonment or petitions for winding-up or sequestration orders against any debtor of the FNQLHSSC, to attend and vote at any meeting of the creditors of the debtors of the FNQLHSSC; to grant proxies and to undertake, with respect to such proceedings, any action they deem in the best interests of the FNQLHSSC.

### **15. Miscellaneous**

#### **15.1 Language**

The FNQLHSSC shall publish all documentation in French and English. Unless specified otherwise for a position, staff and consultants working for the FNQLHSSC must be bilingual (in both official languages).

#### **15.2 Modifications to the Charter**

This Charter and General By-laws can be modified only by vote or simple majority at a special general assembly held to this end and must then be ratified by the Assembly of Chiefs of the First Nations of Quebec and Labrador.

### **DECLARATION OF THE PRESIDENT**

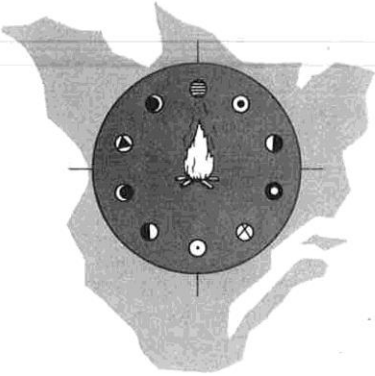
The preceding represents the full text of the General By-laws of the FNQLHSSC, duly adopted in accordance with the Charter (May 1997).

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#### **THE PRESIDENT**

**As adopted and ratified by the members at the annual general assemblies on May 1997 and September 2007 and modified by the Board of Directors and ratified by the special assemblies on September 9, 2014, and on July 13, 2017.**

## APPENDIX 1: AFNQL resolution



Secrétariat  
de l'Assemblée des  
Premières Nations  
du Québec  
et du Labrador

Secretariat of the  
Assembly of the  
First Nations  
of Quebec  
and Labrador

430 Koska, Village des Hurons, Wendake, QC G0A 4V0  
Tél.: (418) 842-5020 / 842-5274 FAX: 842-2660

### RESOLUTION NO. 6/94

#### FIRST NATIONS HEALTH AND SOCIAL SERVICES

- WHEREAS** the Crown has a special fiduciary responsibility and obligations with regard to the Aboriginal and Treaty Rights of First Nations, including especially in regards to health and social services in return for tolerating their use of, and peaceful settlement of our lands;
- WHEREAS** First Nations were self-reliant in matters of health and well-being and have been deprived of their traditional health and well-being by the imposition of the models and institutions of non-Aboriginal health and social services;
- WHEREAS** First Nations have for many years suffered the ill-effects of the imposition by the federal and provincial governments of reactive and inappropriate health and social services;
- WHEREAS** First Nations can only regain their health and well-being through social services which are culturally-appropriate, preventive and community based;
- WHEREAS** First Nations possess and intend to exercise inherent jurisdiction over and responsibility for the planning and delivery of their health and social services;
- WHEREAS** the AFNQL General Assembly by its resolution # 3/94 of April 14, 1994 has approved the creation of the First Nations of Québec and Labrador Health and Social Services Commission to advance the inherent right of First Nations to design and deliver culturally-sensitive health and social services;
- AND FINALLY WHEREAS** the federal government will respect its said obligations and will not defer to and impose provincial jurisdiction on First Nations in matters of health and social services,

- 2 -

RESOLUTION NO. 6/94

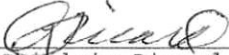
NOW THEREFORE, BE IT HEREBY RESOLVED THAT the AFNQL General Assembly:

1. Endorses the efforts of the First Nations of Québec and Labrador to exercise inherent jurisdiction over and responsibility for the planning and delivery of their health and social services.
2. Endorses the efforts of the First Nations of Québec and Labrador to plan and deliver culturally-appropriate, preventive and community based health and social services.
3. Calls upon the governments of Canada and Québec to cooperate in these matters, notably by:
  - a) transferring upon request health and social services to First Nations, including all resources, facilities and files;
  - b) refraining from the assertion of jurisdiction over health and social services and respecting the confidentiality of the First Nations;
  - c) cooperating with First Nations health and social services authorities with regard to delivery of such services.

PROPOSED BY: Grand Chief Rose-Mary Sunday, Akwesasne

SECONDED BY: Interim Chief Camille Jeannotte, Gaspé

CARRIED: April 15, 1994 - Québec

  
Ghislain Picard  
Regional Chief

## VISION

First Nations individuals, families and communities are healthy, have equitable access to quality care and services, and are self-determining and culturally empowered.

## MISSION

To accompany Quebec First Nations in achieving their health, wellness, culture and self-determination goals.



FIRST NATIONS OF QUEBEC  
AND LABRADOR HEALTH  
AND SOCIAL SERVICES  
COMMISSION