

# FIRST NATIONS OF NORTHERN MANITOBA CHILD AND FAMILY SERVICES AUTHORITY

## BY-LAW NO. 1 October 21, 2011

A by-law relating generally to the transaction of the business and affairs of **FIRST NATIONS OF NORTHERN MANITOBA CHILD AND FAMILY SERVICES AUTHORITY**

### SECTION 1 – INTERPRETATION

1.01 **Definitions** – In this by-law, unless the context otherwise requires:

- (a) **“Agency”** means a Child and Family Services Agency mandated under *The Child and Family Services Authorities Act* and serving within the Northern First Nations communities under the auspices of the Northern First Nations Child and Family Services Authority;
- (b) **“Authority”** means the **First Nations of Northern Manitoba Child and Family Services Authority** established by *The Child and Family Services Authorities Act*;
- (c) **“Authorities Act”** means *The Child and Family Services Authorities Act* and any statute that may be substituted therefore, as from time to time amended;
- (d) **“Appointing Body”** means MKO pursuant to section of the Authorities Act;
- (e) **“appointment”** means an appointment to the board evidenced in writing by the Appointing Body;
- (f) **“Board”** means the Board of Directors of the Authority;
- (g) **“by-laws”** means this by-law and all other by-laws of the Authority from time to time in force and effect;
- (h) **“signing officer”** means, in relation to any instrument, any person authorized to sign the same on behalf of the Authority as determined by resolution of the Board from time to time;
- (i) **“MKO”** means Manitoba ~~Keewatinook Ininew Okimowin~~.

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## **SECTION 2 – FUNDAMENTAL BUSINESS MATTERS**

- 2.01 **Objectives of the Authority** – The objectives of the Authority shall include:
- (a) The management, administration, accountability and transparency of Child and Family Services for the First Nations of Northern Manitoba;
  - (b) The preparation of and operation under a long term strategic plan which will set out the vision, mission and goals of the Authority and an annual plan with specific goals and targets for that fiscal year; and
  - (c) Operating pursuant to fiscally and administratively sound policies and programs that meet all legal requirements and all professional standards which are developed and delivered in a culturally appropriate manner for the First nations of Northern Manitoba.
- 2.02 **Powers of the Authority** – The Authority, through its Board and pursuant to the provisions of the Authorities Act, shall have the power:
- a. To maintain, control and manage the affairs, administration, operation, maintenance, policies, procedures, programs and related activities of Child and Family Services for Northern First Nations in the Province of Manitoba;
  - b. To disburse funds in accordance with and pursuant to the annual budget from separate and distinct band accounts established for the management of the Authority's budget; and
  - c. To disburse any other grants, fees, donations or other monies received by the Authority in the course of the operation of its programs and activities pursuant to authorized and approved programs and policies.
- 2.03 **Corporate Headquarters** – The corporate headquarters of the Authority shall be housed in such location as may be determined by resolution of the Board of Directors from time to time.
- 2.04 **Head Office** – The Head Office of the Authority shall be located on Nisichawayasihk Cree Nation, in the Province of Manitoba or at such other place as the Board shall designate from time to time.
- 2.05 **Registered Office** – The registered office of the Authority for the purposes of receiving and filing of legal documents in the Province of Manitoba shall be the offices of its solicitors from time to time, or at such other place as the Board shall designate from time to time.
- 2.06 **Fiscal Year** – The fiscal year of the Authority shall end on the 31<sup>st</sup> day of March in each year.
- 2.07 **Negotiation of Agreements** – Subject to the provisions of the Authorities Act, the Board of Directors shall be responsible and have the authority to enter any contract or agreement necessary for the operation of the Authority, whether such contract or agreement is with the

Government of the Province of Manitoba or its agencies, or with any Child and Family Services Agency providing services to Northern First Nations in the Province of Manitoba, or with any other person, firm, corporation or other entity doing business with the Authority. The Board may, from time to time in its sole discretion, appoint such person or persons as the Board deems appropriate to negotiate and enter into contracts on behalf of the Authority.

- 2.08 **Policies** – The Board may from time to time create and approve formal written policies and any such policies or policy manuals shall thereafter govern the affairs of the Authority as envisaged by such policies;
- 2.09 **Professional Services** – The Board may delegate to designated officers or employees of the Authority the responsibility to hire legal, technical and/or professional services, either on a general retainer or for specific tasks, and may enter into service contracts on behalf of the Authority to have work completed to specifications.
- 2.10 **Signing Authorities for General Operations** – For purposes of carrying on the general day-to-day operations of the Authority, the Chief Executive Officer or the Chief Financial Officer of the Authority shall have signing authority.
- 2.11 **Execution of Contracts** – Contracts, documents and other instruments in writing requiring execution by the Authority shall be signed by any two Directors or Officers of the Corporation designated for that purpose by the Board, under corporate seal and all contracts, documents and other instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time, by resolution in writing, to appoint and authorize any Director or Directors, Officer or Officers, or any other person or persons to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.
- 2.12 **Corporate Seal** – The Authority shall have a corporate seal in the form impressed in the margin hereof. Any signing officer may affix the corporate seal to any document requiring the same.
- 2.13 **Banking** – The bank account of the Authority shall be kept at such Chartered Bank, Credit Union or Trust Company as the Board may from time to time designate, and all cheques, drafts and withdrawals by way of overdraft or otherwise and all other bills of exchange and promissory notes may be signed on behalf of the Authority by the officers designated by the Board from time to time.

### **SECTION 3 – BOARD OF DIRECTORS**

- 3.01 **Number of Directors** – The Authorities Act provides that the Authority may have a minimum of three (3) and a maximum of eleven (11) Directors.
- 3.02 **Quorum** – The quorum for the transaction of business at any meeting of the Board of Directors shall consist of 50% of the Board plus one (1) Director. If within one hour from the time scheduled for any meeting, a quorum is not present, such meeting shall be rescheduled.

3.03 **Nominations of the Board of Directors** – Subject to the section 3.05 hereof, the Board shall be composed of a minimum of three(3) directors who are nominees of at least three(3) of the Agencies which are governed by the Authority.

**3.04 Qualifications of Board Members**

3.04.1 The Northern Authority shall be governed in the spirit and intent of the Aboriginal Justice Inquiry-Child Welfare Initiative, accordingly, members of the board of directors will be individuals who are residents of Manitoba that are members at large of one of the communities served by the agencies mandated by the Northern Authority and who:

- a. are committed to the objectives of the Northern Authority to oversee the delivery of child and family services by mandated agencies for the best interests of children, families and communities, and
- b. have the ability to actively participate in Board deliberations, and
- c. are willing to respect other directors and to share power in the group process, and
- d. hold a professional designation in a field that is relevant to the powers, duties and responsibilities of the Northern Authority, or possess extensive experience in child and family services, finance, human resources, or administration, and
- e. are familiar with indigenous language and culture.

3.04.2 The following persons are not eligible to be a members of the Northern Authority board of directors:

- a) A member of the Legislative Assembly;
- b) A director of Manitoba Keewatinowi Okimakanak Inc.;
- c) A director of the Assembly of Manitoba Chiefs;
- d) A director of the Manitoba Metis Federation Inc.;
- e) A Director of Child and Family Services;
- f) A director, officer or employee of an agency;
- g) A spouse or common law partner of (a) to (f);

3.05 Each Board member shall be required to provide the Authority with a personal resume at the commencement of his/her term of office.

3.06 **Appointment of Directors** – Pursuant to the provisions of the Authorities Act the Board of the Authority shall, at all times, be appointed by MKO. With the consent of and in order to assist the MKO in their selection of suitable candidates for appointment to the Board of the Authority, the Authority may establish and distribute to each Agency the selection process to be used in submitting names of community members to serve on the Board of the Authority in the form of recommendations to MKO.

3.07 **Term of Office of Board** –Members of the Board of the Authority shall serve three (3) year terms. There shall be no limitation on the number of terms that may be served by a Director.

Upon the term being expired a Director's term shall automatically be extended so that the Director shall continue to serve on the Board until a member is ratified by the appointing body.

3.08 **Removal of Directors** – Subject to the provisions of the Authorities Act, a Director may be removed only by the Appointing Body. In the event a written complaint is received by the Board of the Authority demanding the removal of a Director for just cause (as herein defined), the Board shall investigate the complaint using the following procedures:

- a. Notify the Director against whom a complaint is made in writing of the nature of the complaint in sufficient detail to clearly disclose the nature of the complaint, and requesting a response in writing to the complaint and/or the attendance by such Director at a meeting to answer such complaint;
- b. Convene a Special Meeting of the Board within thirty (30) days of the receipt of the complaint, notify the Director in question of the date, time and place of the meeting to be held to determine whether or not there is just cause for removal of the Director.
- c. The Director named in the complaint shall have the right to appear personally or be represented at the such meeting of the Board for the purpose responding to the complaint made against such Director;
- d. If the Board determines that there is not sufficient just cause for recommending the removal of such Director, then the Board shall notify the Director.
- e. If the Board determines that there is sufficient just cause for recommending the removal of such Director the Board shall immediately suspend the Director and make a recommendation in writing to MKO that such a Director be removed from office and requesting a decision on the issue from MKO within thirty (30) days of their receipt of the Board's recommendation.

3.09 **Definition of Just Cause** – The following matters, among others, may constitute just cause for recommending the removal of a Director from the Board:

- a. claiming of false travel and/or business expenses;
- b. misconduct;
- c. breach of confidentiality;
- d. missing three consecutive Board meetings without a valid reason;
- e. conviction for any criminal or hybrid criminal offence;
- f. failure to disclose any conflict of interest;
- g. failure to abide by directions of the Board on conflict of interest issues;
- h. failure to responsibly perform the duties of a Director;
- i. breach or failure to perform a duty or observe a responsibility of a Director;
- j. other serious offences which may be identified from time to time by the Board.

- 3.09.1 **Agency Employment or Becoming Council Member-** Members of the Board who become disqualified under Section 3.04.2 (a) to (g) may serve on the Board until replaced by MKO for a maximum period of 6 months, providing that any conflict of interest is always avoided by the Member.
- 3.10 **Vacation of Office** – A Director automatically ceases to hold office if:
- a. a Director resigns by notice in writing to MKO with a copy to the Board of the Authority;
  - b. a Director misses three (3) consecutive Board meeting without a valid reason given in writing and delivered to the Board Chairperson or Vice Chairperson in advance of the third meeting;
  - c. a Director is found to be of unsound mind;
  - d. a Director is convicted of an indictable offence or hybrid criminal offence or any offence against a person;
  - e. a Director is dismissed for “just cause”.
  - f. a Director dies.
- 3.11 **Vacancies** – In the event of a vacancy occurring on the Board of Directors, the vacancy shall be filled for the unexpired term by MKO from the community which the Director causing the vacancy was representing, in accordance with the provisions of Section 3.05 of this by-law.
- 3.12 **Powers and Duties of the Board** – The Board of Directors shall exercise all such powers and perform all such duties as are not expressly prohibited by statute or these by-laws as amended from time to time. The Board is specifically empowered to:
- a. Select or cause to be selected , and remove or cause to be removed from time to time, the Chief Executive Officer of the Authority and to define or cause to be defined the duties and fix or cause to be fixed the remuneration of the Chief Executive Officer as may be necessary for the carrying on of business of the Authority;
  - b. Exercise all powers of the Authority granted to it under the Authorities Act, and such powers as are ancillary or incidental thereto;
  - c. Oversee in general all the business and affairs of the Authority.
- 3.13 **Operating Procedures of the Board** – The Board of Directors shall establish its own operating procedures as well as the establishment of committees to monitor, evaluate and assess the various programs that are delivered or administered by the Authority and the procedures under which such committees shall operate.

- 3.14 **General Meetings of the Board** – The Board shall meet a minimum of ten times in each year
- 3.15 **Annual Meetings of the Board** – An annual meeting of the Board shall be held each year within six (6) months following the fiscal year end of the Authority, on such date, at such time and at such place as may be determined by the Board from time to time for the purpose of receiving the Annual Report on the business and affairs of the Authority for the preceding fiscal year, Audited Financial Statements, and transacting such other business as may properly come before the meeting.
- 3.16 **Special Meetings of the Board** – A special meeting of the Board may be called at any time by any member of the Board or by the Chief Executive Officer, provided however that:
- a. the Board is notified of the reason for the special meeting;
  - b. the Board shall determine who, other than members of the board, may be present at the meeting; and
  - c. authority to declare the meeting as validly called and constituted is vested in the Chairperson of the Board unless overridden by a majority vote of the Directors.
- 3.17 **Notice of Meetings** - Notice of a general or annual meeting of the Board shall be given to each Director at the Directors' usual place of business or residence at least five (5) days prior to the date set for the meeting. Notice of a special meeting shall be given to each Director at the Directors' usual place of business or residence at least twenty-four (24) hours prior to the time set for the meeting. Notice shall be given by personal service, by telephone, facsimile, or other electronic means and shall state the date, time and place of the meeting, and in the case of a special meeting, the nature of the business to be transacted at such special meeting.
- 3.18 **Adjourned Meeting** – Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 3.19 **Failure to Give Notice** – The decisions made at any meeting of the Board shall not be invalidated by reason of any omission to give notice or proper notice of the meeting, unless it can be shown that such default would have reversed the result of the vote or ballot conducted at such meeting.
- 3.20 **Waiver of Notice of Meeting** – The Board may meet at any time without formal notice if all the Directors are present, or those absent have waived notice and have signified their consent in writing to the meeting being held in their absence and the meeting is then or subsequently confirmed by a resolution in writing of the Board. Notice of any meeting may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.
- 3.21 **Proxies** – Directors must be personally present at a meeting in order to be entitled to vote. A Director is not entitled at law to appoint a proxy.

- 3.22 **Meetings by Telecommunication** – If all of the directors consent, notice provisions have been complied with and a quorum of Directors participates, an annual, general or special meeting of the Board may be held by means of such telephone or other telecommunications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.
- 3.23 **Irregularity** – Any irregularity in any meeting or notice thereof may be waived by resolution of the Board, and any decision resulting from such a meeting shall be valid, provided that it can be shown that decisions made at such meeting were not affected by the irregularity and would have been made in the absence of such irregularities.
- 3.24 **Defects** – All acts of a Director at any meeting of Directors shall be valid and binding, notwithstanding that it is subsequently determined that there was a defect in the appointment of any such Director, or that such person was not qualified to be a Director, nor shall any resolution passed at a meeting of Directors be declared invalid because of a non-material omission in the passing of such resolution.
- 3.25 **Appointment of Chairperson** – The Board shall appoint a Chairperson from amongst the members of the Board to preside at meetings of the Board. At any meeting of the Board thereafter, if the Chairperson is absent, the Board may designate any other member of the Board to assume the duties of the Chairperson for that meeting.
- 3.26 **Votes to Govern** – At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chairperson of the meeting shall be entitled to a second or casting vote.
- 3.27 **Ex-Officio Directors** – The Board may appoint Ex-Officio Directors who shall be non-voting members of the Board, to sit on the Board for a specified term, and may limit or describe the duties or authorities of such Ex-Officio Directors but who may otherwise participate in Board activities. The Chief Executive Officer shall automatically be an Ex-Officio Director of the Authority.
- 3.28 **Former Board Members** – Former members of the Board may be invited to sit as an Ex-Officio Board members to provide advice and continuity to the Board.
- 3.29 **Honorarium** – The Board may from time to time and at the sole discretion of the Board award honorarium to members of the Board, Ex-Officio Directors, former Directors sitting on the Board as Ex-Officio Directors, Officers and Employees of the Authority.
- 3.30 **Directors to Provide Report** – The Board shall provide periodic reports to the MKO and The Northern Child and Family Services Agencies governed by the Authority.

#### **SECTION 4 – OFFICERS**



- 4.01 **Appointment** – The Board may appoint one or more of its members or other persons as Officers of the Authority, including but not limited to Chairperson and Vice Chairperson. The Board may specify the duties and term of any officer appointed by the Board. The Chief Executive Officer for the purposes of this by-law shall be deemed to be an officer and an Ex-Officio Director of the Authority.
- 4.02 **Term of Office** – Unless otherwise specified by the Board at the time of the appointment, an officer shall hold office until the next annual meeting of the Authority or until such time as such officer ceases to be a member of the Board, or until a successor is appointed in his or her place and stead.
- 4.03 **Removal of Officer** – Any officer may be removed at any time by resolution passed by a majority vote of the Board of Directors, with or without cause.
- 4.04 **Delegation of Duties** – In case of the continued absence or inability to act of any officer or for any other reason the Board deem sufficient, the board may delegate all or any of the powers of an officer to any other officer or any director by resolution passed by a majority vote of the Board of Directors.
- 4.05 **Vacancy** – In the event an officer resigns or is unable to act, the Board shall, within one (1) month of the date on which the office becomes vacant, meet and appoint a successor from amongst the members of the Board.
- 4.06 **Chairperson** – Unless otherwise designated by the Board, the duties of the Board Chairperson shall be as follows:
- a. to preside at all meetings of the Board of Directors, unless some other member of the Board is appointed by the meeting to preside at such meeting;
  - b. to be an ex-officio member of all committees appointed by the Board;
  - c. to perform such other duties as are required of a chairperson or as may be required from time to time by the Board of Directors.
- 4.07 **Vice Chairperson** – Unless otherwise designated by the Board, the duties of the Vice Chairperson shall be as follows:
- a. in the absence or inability to act of the Chairperson, to discharge all of the duties of the Chairperson;
  - b. in the event the office of Chairperson is vacated, to act as Chairperson until such time as the Board appoints a successor;
  - c. to exercise such further powers and duties as the Board may from time to time determine;
  - d. to perform such other duties as the Board may designate.

- 4.08 **Other Officers** – The duties of any alternate or additional officers appointed by the Board shall be defined by the Board at the time of such appointment and may be varied from time to time thereafter.
- 4.09 **Committees** – The Board may appoint committees as required to carry on such special duties as are delegated by the Board. Members of a committee appointed by the Board shall, unless otherwise provided, hold office until dissolved by the Board of Directors.

## **SECTION 5 – ADMINISTRATION AND EMPLOYEES**

- 5.01 **Chief Executive Officer** – The Board shall from time to time by resolution appoint a person to act as Chief Executive Officer of the Authority, which resolution shall set out the terms of employment and the remuneration to be paid to the Chief Executive Officer. The Board shall delegate to the Chief Executive Officer full authority to manage and direct the business and affairs of the Authority, except such matters and duties as by law must be transacted or performed by the Board.
- 5.02 **Duties of Chief Executive Officer** – The Chief Executive Officer shall be responsible for the day-to-day administration and operations of the Authority, and, without restricting the generality of the foregoing, shall:
- a. report regularly to the Board, provide to the Board all information it may require regarding the affairs of the Authority, and assist the Board in preparing budgets and reports and developing policies;
  - b. implement the policies and operating procedures approved by the Board;
  - c. hire, supervise, evaluate employees, take disciplinary action when necessary and terminate employment where appropriate;
  - d. be responsible for program supervision, financial management, and act as liaison with other organizations related to the management of the Authority;
  - e. undertake responsibility for other related duties as the Board may from time to time designate in writing.
- 5.03 **Staff and Personnel** – Subject to limits contained in annual budgets and approved policies and programs, the Board shall determine the number of personnel required to carry out the functions of the Authority from time to time.

## **SECTION 6 – DISCLOSURE AND CONFIDENTIALITY**

- 6.01 **Confidentiality** – Subject to this by-law, the medical, financial and personnel records of employees, staff, visitors or clients of the Authority are confidential and no person shall requisition, obtain, disclose or communicate such records in any form to any person except:
- a. to the Chief Executive Officer, or to a person employed, retained or consulted by the Board for the purpose of and as necessary to administering and delivering services and programs and services;
  - b. to the client, the client’s authorized family members or the client’s legal guardian representative, provided that the release of the information to any such persons has been approved in writing by the Chief Executive Officer.

The Chief Executive Officer may, in writing setting out reasons, refuse disclosure of records or parts of records where the identity of a person who has supplied information in confidence may be revealed, or where there are reasonable grounds to believe the disclosure might result in serious physical or psychological harm.

- 6.02 **Confidential Oath and Duty** – Every director, officer and employee of the Authority shall be required to sign a sworn Oath of Confidentiality pursuant to which each such director, officer and employee undertakes to protect and honour the confidentiality and privacy of the clients of the Authority and all proceedings and matters reviewed and discussed at meetings of the Board. It shall be the duty of every director, officer and employee to comply with the confidentiality provisions of this by-law. Breach of confidentiality may be grounds for dismissal.
- 6.03 **Books and Records** – All members of the Board of Directors shall be entitled to inspect the books and records maintained by the Authority during normal business hours.

## **SECTION 7 – CONFLICT OF INTEREST**

- 7.01 **Conflict of Interest** – The Board may determine and prescribe conflict of interest guidelines and requirements in accordance with the following principles:
- a. **Employees:** Persons employed by the Authority shall not be eligible to sit as members the Board of Directors of the Authority.
  - b. **Board Members:** Members of the Board of the Authority cannot also hold a position as a member of the Board of Directors of an Agency.

- c. **Disclosure:** All directors, officers and employees of the Authority shall disclose to the Board verbally and in writing all direct and indirect, actual or potential conflicts of interest as soon as any such person becomes aware of such actual or potential conflict of interest.
- d. **Failure to Disclose:** A director, officer or employee who knowingly fails to disclose to the Board in writing a conflict of interest at the time any such person becomes aware of any such conflict, may be subject to such penalties as the Board may find to be appropriate, which penalties may include removal of a director from the Board or termination of the officer or employee.
- e. **Outside Disclosure:** Any other person or party may notify the Board of an actual or potential conflict of interest of any director, officer or employee by providing to the Board a signed, written statement setting out the particulars of such actual or potential conflict of interest.
- f. **Board of Review:** On receiving a signed, written statement with respect to any actual or potential conflict of interest, the Board shall review the matter and determine whether or not an actual conflict of interest exists, and shall advise the affected director, officer or employee of such decision in writing, and may take such other measures as the Board deems necessary to safeguard the interests of the Authority.
- g. **Non-Participation:** A director, officer or employee of the Authority affected by a conflict of interest shall not participate in any discussions that deal with the matter with respect to which a conflict exists, shall not be entitled to be present at any meeting and shall absent themselves from any part of a meeting at which the alleged conflict of interest is being reviewed; shall not be entitled to vote on any matter involving the alleged conflict of interest and shall at all times refrain from attempting to influence the outcome of the review, unless and until the affected director, officer or employee receives written confirmation from the Board that he or she is not in a position of conflict of interest.
- h. **Quorum:** In the event the exclusion of a director due to a review of a potential conflict of interest affecting such director results in there not being a quorum of Directors present at the meeting of the Board called to review the matter, then notwithstanding the quorum provisions of this by-law, the remaining Directors shall constitute a quorum for the purpose of determining whether or not a conflict of interest exists in the circumstances.
- i. **Appeal:** In the event the Board is unable to determine whether or not a conflict of interest exists, or an affected director, officer or employee is not satisfied with the determination of the Board, the matter may be referred to legal counsel or to an independent third party mutually agreed upon between the Board and the affected director, officer or employee, with a request for a determination in writing, which determination shall be binding upon the Board and the affected director, officer or employee.

## **SECTION 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

8.01 **Limitation of Liability** – No Director or Officer shall be liable for:

- a. the acts, receipts, neglects or defaults of any other Director or Officer or employee;
- b. for joining in any receipt or other act for conformity;
- c. for any loss, damage or expense happening to the Authority through the insufficiency or deficiency of title to any property acquired for or on behalf of the Authority;
- d. for the insufficiency or deficiency of any security in or upon which any of the moneys of the Authority shall be invested;
- e. for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Authority shall be deposited or lodged;
- f. for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Authority;
- g. for any other loss, damage or misfortune whatsoever unless such loss, damage or misfortune are occasioned by such person's failure to exercise the powers and to discharge the duties of their office of trust, honestly in good faith and in the best interest of the Authority, or to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.02 **Indemnity** – The Authority shall indemnify a Director or Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the Authority, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred in respect of any civil, criminal or administrative action or proceedings to which such person is made a party by reason of being or having been a Director or Officer of the Authority or such body corporate, if;

- a. such person acted honestly and in good faith with a view to the best interest of the Authority; and
- b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

8.03 **Insurance** – The Board shall use its best efforts to ensure that the Authority has and maintains adequate insurance coverage, and at a minimum:

- a. The Authority shall purchase comprehensive liability insurance which shall include primary coverage for the Authority, the Board, the Directors and employees, including facilities and equipment directly administered by the Board;

- b. The Authority shall require professionals and contractors to maintain adequate insurance coverage through their professional or other associations, and such coverage shall be a requirement in every contract entered into by the Authority with any such professionals and/or contractors; and
- c. Directors and officers insurance for the benefit of any Director or officer against any liability incurred by him/her in his/her capacity as a Director or officer of the Authority except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the Authority.

## **SECTION 9 – AUDIT**

- 9.01 **Appointment of Auditor** – The Board shall appoint an auditor or auditors duly qualified to undertake the task of auditing the financial records of the Authority, to hold office until a successor is appointed, unless previously removed by resolution of the Board at a special meeting.
- 9.02 **Remuneration** – The remuneration of the auditor or auditors shall be determined by the Board.
- 9.03 **Access to Information** – The auditor or auditors shall at all reasonable times have access to the books, accounts and vouchers of the Authority, and the Officers of the Authority shall provide to the auditor or auditors such information and explanations as may be necessary to enable them to perform their duties.
- 9.04 **Duties of Auditors** – The auditor or auditors shall make a full audit of the books and accounts of the Authority at least once in each fiscal year, and to ascertain and certify the correctness of the balance sheet in accordance with generally accepted accounting principles and to provide the Board with audited financial statements and an auditor’s report.
- 9.05 **Approval of Financial Report** – The Board of the Authority shall receive and examine the Financial Statements and Auditor’s Report and shall acknowledge their approval of the Financial Statements and Auditor’s Report by resolution passed at a duly convened meeting of the Board.

## **SECTION 10 – GENERAL PROVISIONS**

- 10.01 **Compliance with By-law Provisions** – This by-law shall govern and apply to the operation and administration of the Authority, the Board, the Officers and Employees of the Authority, all of whom shall be required to comply with the provisions of this by-law. The Board is hereby authorized to take any reasonable action necessary to ensure that this by-law and the programs and policies of the Authority are complied with by all persons governed by this by-law.

- 10.02 **Prevailing Authority** – In the event there is a conflict between the provisions of the Authorities Act and this by-law, the provisions of the Authorities Act shall at all times prevail.
- 10.03 **Severability** – In the event that any provision contained in this by-law contravenes the provisions of the Authorities Act, or a court of competent jurisdiction or other body with jurisdiction determines that any provision herein is unlawful or beyond the jurisdiction of the Authority, such provisions shall be severable from this by-law and the remainder of the terms of this by-law or any other by-laws enacted by the Board and any policies and procedures mandated under this by-law or any amendment thereto or any other by-law enacted by the Board from time to time shall remain in full force and effect.
- 10.04 **Amendment** – This by-law may be amended, added to or repealed in whole or in part by resolution passed by a majority vote of the Board at a duly constituted meeting of the Board called for such purpose.
- 10.05 **Dissolution** – Upon the dissolution of the Authority and after payment of all of its debts and liabilities, any remaining property and assets of the Authority shall be transferred in accordance with the provisions of the Authorities Act and any other relevant legislation governing the Authority.
- 10.06 **Effective Date** – This by-law shall come into effect on the date it is enacted and adopted by the Board.

**ENACTED AND ADOPTED** by the Board, on the 21<sup>st</sup> day of October 2011.

Certified true copy as of the date stated on Page 1.  
Northern Authority

\_\_\_\_\_  
Joe Guy Wood, Chair

*Walter Wastesicoot*  
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Walter Wastesicoot, Treasurer

*G. Gossfeld McDonald*  
\_\_\_\_\_  
Gail Gossfeld-McDonald, Member

*Ron Fidler*  
\_\_\_\_\_  
Ron Fidler, Vice-Chair

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Daisy Monias, Member

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Sydney Garrioch, Member