

SOCIETY ACT

CONSTITUTION & BYLAWS

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

Dated October 24 , 2012

SOCIETY ACT

CONSTITUTION

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

1. Name

1. The name of the society is **Ktunaxa/Kinbasket Child and Family Service Society**.

2. Purpose

- 2.1. The purpose of the Society is to provide community–driven and community–based services and programs designed to enhance the quality of family life of its members and those who receive service from the Society. The services and programs of the Society shall focus on:
 - (a) protecting and nurturing children in accordance with traditions as articulated by the Elders of the Ktunaxa Nation and, as relevant, the traditions of other Aboriginal Peoples (First Nation, Métis, Inuit) whose children receive services from the Society;
 - (b) strengthening the family life of members;
 - (c) helping families of the communities, especially in times of crisis;
 - (d) alleviating causes, circumstances and antecedents of child abuse including poverty, apathy, lack of recreational and support opportunities and resources;
 - (e) providing a range of child protection and family support services, in accordance with the *Child, Family and Community Service Act* of British Columbia;
 - (f) providing a continuum of community-based services for children, youth and families through defining Aboriginal needs, improving access and coordination of services, improving quality of service and the capacity to deliver, and eliminating gaps in services;
 - (g) providing services to children within the frame of current British Columbia legislation dealing with child welfare;
 - (h) acting as a charitable organization;
 - (i) implementing community-driven, culturally appropriate programs to promote and encourage emotional, social, and behavioral development in children and youth and to strengthen family life of members; and
 - (j) assisting the Communities in preparing for the transition to self-government.

3. Beliefs

- 3.1. The beliefs underlying the Society are as follows:
 - (a) Secure, self-sustaining, empowered, thriving and healthy communities are possible only through genuine community-based action;
 - (b) Communities know themselves best;
 - (c) Children are the future of First Nations and Aboriginal Peoples. It is the responsibility of every First Nation and Aboriginal person to ensure that this future is nurtured and cared for; that children grow up without fear of abuse, abandonment, neglect or deprivation of necessities of life;

- (d) Children have right to a culturally appropriate family and community living experience. When families fail to provide such experience, the community has responsibility to children in ensuring that such experience be made available to them through other means;
- (e) Families are the “real heart of the matter.” Enriched family life is the only way in which communities can become abuse and addiction free;
- (f) First Nations and Aboriginal people have the capacity, desire and aspiration to build self-sustaining communities;
- (g) It is acknowledged that there are Aboriginal People of many different Nations that reside within the boundaries of the Ktunaxa Nation traditional territory, including First Nations, Métis and Inuit people, who may require support and service from the Society and to this end, it is believed that all Aboriginal People should be eligible to receive an equitable level of service regardless of status or residency;
- (h) It is believed that all Aboriginal people of the region should be included in processes of planning and evaluation and that Aboriginal values must be integrated into all activities; and
- (i) It is believed that the impact of a decision on the collective will be considered paramount to those on the individual and that all Aboriginal people of this area should work together, nurturing and celebrating our common identity.

4. Values

- 4.1. Children are the most valuable resource of the Ktunaxa Nation, the Kinbasket People and Aboriginal People in general.
- 4.2. The Ktunaxa Nation and other Aboriginal Nations have traditionally considered children as the future, hence the linkage between the past glory and future aspirations and dreams of the Nation.
- 4.3. We, as Aboriginal People working together, value children’s rights as inviolable and sacred and believe that children have a right to:
 - (a) Safety;
 - (b) Culturally appropriate family and community living experience;
 - (c) Affection, love and understanding and material security;
 - (d) Adequate nutrition, housing and medical services;
 - (e) Special care if handicapped, be it physically, mentally or socially;
 - (f) Be among the first to receive protection and relief in all circumstances
 - (g) Be protected against all forms of neglect, cruelty and exploitation;
 - (h) Full opportunity for play, recreation and equal opportunity to education, to enable the child to fully develop her/his individual abilities;
 - (i) Develop her/his full potential in conditions of freedom and dignity; and
 - (j) Be brought up in a spirit of understanding, tolerance, friendship among peoples, peace, and universal brotherhood.
- 4.4. When decisions are being made regarding children the best interest of the children must be considered. When determining what is in the best interest of a child the following will be considered:
 - (a) Safety of the child;
 - (b) Wellbeing of the child that includes physical, emotional, and spiritual wellbeing of a child;

- (c) Preservation of sense of identity, belonging, acceptance, and connection of the child to his/her cultural community;
- (d) Views of the child considering factors such as maturity, developmental level, or level of understanding of the child;
- (e) Views of the family and ancestral community of the child;
- (f) Importance of continuity in connection of the child to his/her family and ancestral community;
- (g) Importance of continuity in care to the child;
- (h) Importance of continuity in family and community relationships that are significant or that may be significant in the future for the child;
- (i) The child's cultural, racial, linguistic, and spiritual heritage;
- (j) In permanency planning for a child relationships and potential for future relationships with family, extended family and community the preservation of such relationships;
- (k) If a child is not able to maintain a relationship with a parent or caregiver alternative relationships within the child's family, extended family and ancestral community must be maintained or developed recognizing the child's need for such relationships later in the child's life;
- (l) Timeliness of decision making must be balanced with time needed to ensure maintenance or development of relationships can occur, and
- (m) Delays in decision making must be connected to purposeful planning on the maintenance of a child's connection to family, extended family, and community.

5. Dissolution

- 5.1. The following procedures and steps shall apply to dissolution of the Society:
- (a) Step 1. All directors have voted for such dissolution at a special meeting. A Notice of this special meeting must be given to all directors in writing at least 30 calendar days prior to the meeting. The Notice shall accompany a detailed explanation of why such dissolution is necessary.
 - (b) Step 2: A motion of dissolution unanimously passed at the special meeting identified in Step 1 above shall be presented at a Society meeting. A minimum of 75% vote of the members shall be required to endorse the motion of dissolution passed by the Board.
- 5.2 If upon the winding up or dissolution of the Society there remains, after satisfaction of all of its debts, liabilities and obligations, any property or assets whatsoever, the same shall not be paid or distributed generally among the members but shall be paid or transferred to the Ktunaxa Nation Council so long as it is at that time, a charitable organization under the governance of the communities as identified in the Bylaws, or in the event such organization or a legal successor thereto no longer exists or does not wish to receive the property or assets, to all member communities named in the Bylaws on an equal basis.

The provisions of article 5.2 are unalterable.

SOCIETY ACT

BYLAWS

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

1. Name

The name of the society is “Ktunaxa/Kinbasket Child and Family Service Society,” hereinafter referred to as the “Society”.

2. Definitions

In these By laws,

- a. “Act” means *Society Act* R.S.BC 1979;
- b. “Aboriginal” means First Nation, Métis or Inuit;
- c. “Council” means the Council of any Aboriginal community identified in 2(g);
- d. “Board” means the Board of Directors of the Society;
- e. “President” means the President of the Board.; “Child” means a person 19 years of age and under;
- f. “Aboriginal Community” means any of the following:
 - i. Tobacco Plains,
 - ii. St. Mary’s,
 - iii. Lower Kootenay,
 - iv. Akisqnuk,
 - v. Shuswap,
 - vi. Kootenay Region Métis, and
 - vii. Kootenay Region Urban Aboriginal Peoples;
- g. “Culture” means mannerisms, beliefs, values and attitudes of a people (ways of thinking and doing), including historically specific traditions and practices as articulated by the community and recognized as normative behaviors or practices by the community leaders, elders and members.
- h. “Elders Advisory” means an advisory committee of the Board consisting of elders, which meets periodically to provide support and cultural direction to the Society;
- i. “Elders” means a member of community generally recognized as such by any of the communities listed in section 6;
- j. “Employee” means any person deemed to be an employee of Ktunaxa/Kinbasket Child and Family Service Society;
- k. “Executive Director” means a person who is appointed Executive Director of the Society by the Board;
- l. “Just Cause”, means having a justifiable reason for responding to an act or utterance that may cause a threat to the wellbeing of the Society or its membership;
- m. “Member” or “member of the Society” means any person who has become a member of the Society in accordance with Section 6 of these Bylaws;;
- n. “Notice” means the official notification of an upcoming event, and for the purpose of General Meetings, Special General Meetings and Annual General Meetings, notice shall be provided by way of a posting of the event’s details in the community newsletter, bulletin board and the Ktuqcqakyam newspaper;

- o. “Policies” means items or instruments enacted by the Board that serve as the basis for all procedures employed in management and administration of the Society’s affairs;
- p. “Programs” means services and programs mandated by a Council, the Tribal Council or the Society;
- q. “Society” means the Ktunaxa/Kinbasket Child and Family Service Society;
- r. “Tribal Council” means the Ktunaxa Nation Council;
- s. “Director” means member of the Board;
- t. “Volunteer” means a person working in a recognized position with a recognized function, without financial compensation.

3. Incorporation

- a. The Ktunaxa/Kinbasket Child and Family Service Society, composed of members described in section 6 of these Bylaws, is hereby incorporated under British Columbia’s Society Act.
- b. The Society is a continuing body notwithstanding any change or vacancy in its membership or its Board.

4. Powers

Subject to limitations set forth in section 5, the Society shall have the power:

- a. To appoint an Executive Director and other employees as may be necessary to conduct the daily administration and management of the affairs of the Society;
- b. To acquire and hold any real or personal property or any estate or interest in real or personal property or any rights or privileges of any kind or nature and to sell, lease or dispose of any property, rights or privileges;
- c. To provide consultation services to any acceptable organizations in furtherance of its objects, purposes programs, psycho-social supervision, preparation of management, program and financial assistance;
- d. To engage the services of any bank, treasury branch, trust company or credit union and to enter in agreements for that purpose;
- e. To engage the services of any stockbroker, investment counselor, lawyer or any other person with respect to any matters relating to its objects with respect to any matters relating to its objects or the exercise of its powers;
- f. To make by-laws for the proper administration of the Society;
- g. To enter into with any government authority or person any agreement that the Society deems necessary or useful to fulfill its objects;
- h. Generally, to do or cause to be done all things necessary or incidental to the operation of a charitable Society for purposes of achieving its objectives.

5. Limitations of Power

- a. The Board may not enact bylaws or develop policies contravening provisions of the *Child, Family and Community Service Act* of British Columbia;
- b. Without a quorum as defined in Section 19 of these Bylaws, the Board may not:
 - i. Borrow any funds;
 - ii. Invest its funds or property
- c. Notwithstanding subsections 5(2) (a), 5(2) (b) neither the Board nor the Society may authorize the expenditure of any of the capital of the Society for the purpose of paying the

management and administration expenses of the Society or for making contributions to other charitable organizations.

- d. The members may by special resolution restrict the borrowing powers of the Board. Such restriction shall not be made in perpetuity hence its expiry at the next annual general meeting.
- e. No debenture shall be issued without the sanction of a special resolution.

6. Membership

- a. The Society membership shall be composed of any person 16 years or older who has applied for membership and who is of Ktunaxa ancestry or, in accordance with community by-laws, a member of one of the following communities:
 - i. Tobacco Plains Indian Band, located near the town of Fernie in the province of British Columbia;
 - ii. St. Mary's Indian Band, located near the city of Cranbrook in the province of British Columbia;
 - iii. Lower Kootenay Indian Band, located near the town of Creston in the Province of British Columbia;
 - iv. Akisqnuq First Nation, located near the town of Windermere in the province of British Columbia;
 - v. Shuswap Indian Band, located near the town of Invermere in the province of British Columbia; and
 - vi. Kootenay Region Métis , British Columbia, as represented by the Kootenay Region Metis Governance Council.
- b. The Society will maintain membership policy approved by the Society Board that includes:
 - i. process for application for membership;
 - ii. fees for membership; and
 - iii. Term for membership.
- c. The Board shall maintain a list containing the names of all current members of the Society.

7. Exclusions

All members are in good standing except a member who:

- a. The Society Board has decided, for just cause, to exclude from membership in the Society;
or
- b. A member communicates in writing to the Board her/his intention to be excluded from membership in the Society.

8. Ownership

The ownership of the Society shall be vested, in perpetuity, in the membership, as defined in Section 6.

9. Society Meetings

The following procedures shall govern the meetings:

- a. General Meetings of the Society shall be held at the call of the President. All members are entitled to receive notice and to vote at General Meetings.

- b. Annual General Meetings shall be held once a year at a frequency of not more than fifteen months apart, at the time and place that the Directors decide. All members are entitled to receive notice and to vote at Annual General Meetings.
- c. Special General Meetings may be summoned by the President, or upon the call of a minimum of ten percent (10%) of the members through a written and duly signed “notice for Special General Meeting” delivered to the President and posted at least 30 days in advance of the meeting date. The notice of a Special General Meeting shall contain agenda, venue and time of the proposed general meeting. All members, defined in section 6 shall each have one vote at all Special General Meetings.
- d. There shall be no Proxy voting.

10. Quorum at Society Meetings

A quorum of the Society shall be five members, provided that this number consists of at least one member present from at least 5 of the 6 communities identified in Section 6.

11. Governance

- a. The Board shall have direction and control over the conduct of the affairs of the Society and may delegate its power and authority as may be prescribed by law.
- b. The Executive Director subject to the direction of the Board is responsible for the daily administration and management of the affairs of the Society.

12. Board of Directors

The Society Board of Directors shall be composed of:

- a. One person appointed from each of the communities named in Section 6, by way of a Resolution signed by the respective Band Council or Community Government;
- b. The Executive Director shall be Ex-officio to the Board; and
- c. The Ktunaxa Nation Council Social Sector Director shall be Ex-officio to the Board.

13. Board Responsibilities

The Board shall act as directorship agency for and on behalf of the Society and its ownership and exercise powers vested in Society in Section 4 with limitations spelled out in Section 5 and is responsible for:

- a. Developing the following governance policies:
 - i. Vision and mission
 - ii. Aim and target
 - iii. Personnel
 - iv. Program
 - v. Advocacy
 - vi. Finance
- b. Providing supervision (including hiring, firing, and performance evaluation) to the Executive Director;
- c. Exercising fiduciary responsibilities on behalf of the Society as a collective body;
- d. Conducting annual strategic planning session to determine programming focus.
- e. Acting in good faith and in the best interest of the Society.
- f. Adhering to the Society’s “Directors’ Code of Conduct”.

14. Appointments and term of directors

- a. The term of office of the Directors shall be for three years;
- b. Each member community will appoint a Board member and alternate; and
- c. The communities may choose to limit the number of times a director may seek re-appointment. These rules shall be specific to each community

15. Removal of directors

- a. The members may, having just cause, remove a director before the expiration date of her/his term of office by special resolution, and may request a community to select a successor to complete the term of office;
- b. A member community may, having just cause, choose to recall their representative on the Board by using their own traditional procedures and may select a successor to complete the term of office. The notice of recall of a director shall be presented to the Board in the format of a Band Council Resolution; and
- c. If a Board member fails to meet the requirement of the Aboriginal Operational and Practice Standards and Indicators he/she shall be removed from the Board.

16. Vacancies

- a. A vacancy on the Board of Directors for any cause including expiration of the term of appointment shall be filled by the respective entities named in section 6, in accordance with their own traditional procedures.
- b. Subject to limitation set forth in section 14 (b), a former member of the Board of Directors is eligible for re-appointment.

17. Qualifications

- a. Any person over the age of nineteen whom would be qualified to be a director of a society pursuant to the *Society Act* of British Columbia is qualified to hold the office as a Director; and
- b. Whom meets the requirements for a Board member as outlined in the Aboriginal Operational and Practice Standards and Indicators.

18. Board Meetings

The following procedures shall be followed at the Board meetings:

- a. Board shall have a minimum of six regular meetings each year.
- b. A special board meeting may be summoned by at least four directors through a written and duly signed "Notice for Special Board Meeting". This notice shall contain agenda, venue and time of the proposed special board meeting.

19. Quorum at the Board Meetings

- a. A minimum of three Directors present shall constitute a quorum for a board meeting.

20. Meeting Rules of Order

- a. Parliamentary procedure shall be used to maintain order at and decorum of all meetings.

21. Elders Advisory Committee

- a. Each constituent Community shall, by way of resolution or Board Motion, appoint one member to the Elders Advisory Committee;
- b. The Elders Advisory Committee is responsible for providing cultural advice and guidance to the Board and staff of the Society.
- c. The Elders Advisory Committee shall meet as required.

22. Society Management

- a. The Executive Director will be responsible for the daily management of the Society's affairs, as delegated by the Board of Directors and defined in a job description.

23. Head Office

- a. The head office of the Society shall be in the Province of British Columbia on the grounds of any community named in section 6(1), at a location determined by the Board.

24. Charitable Purpose

Notwithstanding any other provisions herein, the Society:

- a. Is established to operate exclusively for charitable purposes and no other purposes, and
- b. Shall be operated without purpose of gain for its members and all accretions of the Society of any kind shall be used in promoting its objects.

25. Non Profit operation

- a. The Society shall operate on a non – profit basis and subject to subsections (b) and (c), no part of the income or capital of the Society shall be paid to a person who is a Director in her/his capacity as Director, or to a member of the Society in her/his capacity as a member.
- b. The Society may contract with a member or a Director to provide professional services other than the function of member or Director, and pay her/him for such services.
- c. The Society may reimburse a Director or a member of the Elders Advisory for her/his actual and reasonable expenses, incurred in carrying out the duties of member or Director.

26. Audit and Statement

- a. The Society shall cause an annual audit of its accounts to be made by an independent auditor who shall be a chartered accountant who shall be appointed at the annual meeting of the Society.
- b. The duly audited financial statement shall be presented to the membership at the Annual general Meeting of the Society.
- c. The fiscal year of the Society shall be from April 1st to March 31st.
- d. The Society shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out; and shall cause an audited balance sheet and statement of revenue and expenditure of the Society for the preceding fiscal year; and investments, if any, held by the Society for the preceding fiscal year and investments, if any, held by the Society at the time of the audit for the year, to be laid before the first meeting of the Society held after the completion of the audit; and at the option of the Board may be published in one or more newspapers or newsletters circulated in the communities named in section 6.

27. Records

- a. All Society records should remain in custody of the Executive Director. A copy of these records shall be made available to members.

28. Liability of members or directors

- a. A member of Society or a Director or a person employed by the Society in her/his individual capacity is not liable for a debt or liability of the Society.

29. Amendments to bylaws

- a. These bylaws can be altered or amended through a special resolution presented in writing to the membership a minimum of thirty calendar days prior to such meeting where a vote to dispose such amendment may be held.