

PROVINCE OF BRITISH COLUMBIA
FORM 3
SOCIETY ACT

NANWAKOLAS COUNCIL SOCIETY
(the “Society”)

Constitution

1. The name of the Society is Nanwakolas Council Society.
2. The purposes of the Society are:
 - 2.1. To provide advisory and technical services to Members, as hereinafter defined, relating to:
 - 2.1.1. land and marine resource use planning;
 - 2.1.2. land and marine resource management;
 - 2.1.3. the development and implementation of ecosystem-based management;
 - 2.1.4. responding to resource development referrals;
 - 2.1.5. the coordination and facilitation of regional conservation management activities; and
 - 2.1.6. the recognition and protection of Aboriginal rights of the Members in respect of the activities set out in 2.1.1 to 2.1.5.
 - 2.2. To initiate, promote or facilitate economic development and growth opportunities for Members by providing advisory, technical and other services for purposes of assisting with, among other things:
 - 2.2.1. the creation of beneficial investment in Member business undertakings;

- 2.2.2 the establishment of business relationships and economic develop opportunities for Members;
 - 2.2.3 the referral of business opportunities to Members;
 - 2.2.4 the creation of entrepreneurial capacity in Members; and
 - 2.2.5 the coordination and facilitation of regional economic development opportunities for Members.
3. The Society's operations are not for profit. The profits resulting from any part of the activities of the Society, if any such profits arise, shall be used for the furtherance of the purposes of the Society, and no profits or any part thereof are to be divided among or paid to its members, nor are they to derive any personal benefit from such profits. The Society, for the furtherance of its purposes, may hold, invest or expend funds which are granted or donated to the Society, or are the result of appropriate profit-making activities, or are otherwise raised for or paid to the Society. For the furtherance of its purposes the Society may employ or hire such persons and on such terms, including remuneration, as it thinks appropriate. This provision is alterable.
4. The Society's assets and operations are not for the benefit of any individual person, family, councilor, elder or chief of any Member or First Nation (as hereinafter defined) nor for the personal benefit of any Director, officer, employee or volunteer of the Society. No funds or other assets of the Society are to be paid or otherwise transferred, directly or indirectly, to any such person or to an affiliate of any such person. This is not intended and is not to be interpreted so as to prevent the Society from:
- 4.1. Employment of or contracting with any such person for research, professional or other service to enable the Society to carry out its purposes.
 - 4.2. Reimbursement of proper expenses incurred by any such person insofar as he or she is authorized and acting for the Society.
 - 4.3. Paying honoraria to any Director or other volunteer on such basis as may be approved by the Board.
5. If the Society is wound up or liquidated pursuant to the **Society Act** (B.C.) or other applicable law, then subject to satisfaction of its liabilities all assets of the Society are to be transferred equally to those First Nations listed in Bylaw 2.1 and any amendment thereto.
6. Articles 4, 5 and 6 of the Constitution are unalterable.

BYLAWS

PART 1 INTERPRETATION

1.1. For all purposes of the Society's Constitution and Bylaws, except as otherwise provided or unless the context otherwise requires:

- 1.1.1. "Auditor" means the independent auditor holding office from time to time pursuant to Bylaw 11.
- 1.1.2. "Bank Signatory(ies)" means or mean the person(s) specified by Directors' Resolution pursuant to Bylaw 7.4.
- 1.1.3. "Board" means the Board of Directors of the Society.
- 1.1.4. "consensus" means a unanimous decision of all Directors, Member Delegates or Alternate Member Delegates present at a Board Meeting, Executive Committee Meeting, committee meeting or General Meeting, as the case may be.
- 1.1.5. "consensus process" may include but not be limited to: stating a need that must be met; determination of major points of agreement and disagreement; discussion of issues; canvassing a group for apparently agreement and express opposition; when a group indicates consensus, a decision may be proposed; consideration of the proposal; and written recording of the decision regarding the proposal;
- 1.1.6. "Contract Signatory(ies)" means or mean the person(s) specified by Directors' Resolution pursuant to Bylaw 6.4.
- 1.1.7. "Director" means an individual person but does not include a corporate person, or "Directors" mean individual persons but does not include corporate persons, of the Society appointed for the time being and from time to time in accordance with these Bylaws and the **Society Act**, as hereinafter defined, to act as Directors of the Society.

- 1.1.8. "Directors' Resolution" means, unless otherwise stated in these Bylaws, a resolution passed at a meeting of the Board by not less than a simple majority of those Directors entitled to vote at Directors' Meetings.
- 1.1.9. "First Nation" means an Aboriginal governing body, however organized and established by Aboriginal people within their traditional territory in British Columbia.
- 1.1.10. "First Nation Council" means a council of a Member that is either established pursuant to section 74 of *Indian Act*, R.S.C. 1985, c. I-5, or where section 74 of the *Indian Act*, R.S.C. 1985, c. I-5 does not apply to a Member, the council chosen according to the custom of the Member, or where there is not council, the chief of the Member chosen according to the custom of the member.
- 1.1.11. "General Meeting" means a meeting of the Members of the Society.
- 1.1.12. "Member" means one of, or "Members" mean more than one of, the members of the Society, being those First Nations set out in Bylaw 2.1, subject to Bylaw 2.2.
- 1.1.13. "Member Delegate" or "Alternate Member Delegate" means an individual person, but does not include a corporate person, who is appointed in accordance with these Bylaws as a delegate and representative of a Member First Nation, and who accepts such appointment in writing as a Member Delegate or Alternate Member Delegate of that First Nation.
- 1.1.14. "Records" mean the documents specified in Part 12 of these Bylaws.
- 1.1.15. "Resolution" means an ordinary resolution as defined in the **Society Act**, R.S.B.C. 1996, c. 44, and amendments thereto (the "Act").
- 1.1.16. "Special Resolution" means a vote passed by a 2/3 majority of the Members where the Society has 3 or fewer Members or has the meaning assigned by the Act if the Society has more than 3 Members.

1.2. For all purposes of the Constitution and Bylaws, except as otherwise provided or unless the context otherwise requires:

- 1.2.1. The index and the headings in the Constitution and Bylaws are for convenience of reference only.
- 1.2.2. All accounting terms not otherwise defined have the meanings assigned by generally accepted accounting principles.
- 1.2.3. All references to currency are deemed to mean Canadian currency.
- 1.2.4. All references to statutes mean statutes of British Columbia or statutes of Canada as amended from time to time and as indicated by the suffix (BC) or (Can).
- 1.2.5. Words importing the masculine gender include the feminine or neuter and words in the singular include the plural and vice versa.
- 1.2.6. The Constitution and Bylaws are to be interpreted according to the laws in force in British Columbia from time to time.

1.3. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

PART 2 MEMBERSHIP and MEMBER REPRESENTATION

2.1 Subject to Bylaw 2.2, the membership of the Society is limited to the following First Nations:

- Kwakiutl
- Mamalilikulla-Qwe'Qwa'Sot'Em
- 'Namgis
- Tlowitsis
- Da'naxda'xw Awaetlatla
- Gwa'sala-'Nakwaxda'xw
- We Wai Kai
- Kwiakah
- Comox.

2.2 Other First Nations may apply for membership in the Society and may be admitted to membership in the Society upon approval by Special Resolution of the then existing Members.

2.3 Application for membership in the Society must be evidenced by a Band Council Resolution ("BCR") or equivalent resolution in writing of the applicant First Nation delivered to the Society not less than 30 days in advance of an immediately proceeding General Meeting of the Members where a Special Resolution to admit an applicant First Nation as a Member is considered by the then existing Members.

2.4 Voting rights of Members are limited to each Member listed in Bylaw 2.1, subject to Bylaw 2.2, on the basis of one vote for each Member by its Member Delegate.

2.5 Membership is not transferable.

2.6 No initiation fees or annual membership fees or dues will be payable by any Member.

2.7 Membership in the Society will cease on the earlier of:

2.7.1 receipt by the Society of a BCR of that Member or equivalent resolution in writing of that Member authorizing the withdrawal of membership in the Society;

2.7.2 removal of a Member by Special Resolution of the other Members on the basis of either willful breach of the Constitution or Bylaws, or conduct determined likely to prevent achievement of the purposes of the Society, or for any other lawful reason; or

2.7.3 the winding-up of the Society.

2.8 Each Member of the Society shall all be a voting Member, entitled to one vote on each matter to be voted on at General Meetings of the Society, in accordance with these Bylaws.

2.9 Each Member will appoint, by way of a BCR or equivalent resolution in writing delivered to the Society not less than 14 days in advance of an annual General Meeting, one member delegate ("Member Delegate") to represent that Member at General Meetings of the Society.

2.10 A person who agrees to act as a Member Delegate or Alternate Member Delegate (as hereinafter defined) must represent only the interests of the Member appointing him or her. A Member Delegate or Alternate Member Delegate who accepts such appointment in writing will be entitled to receive notice of General Meetings and to attend, speak and vote on Resolutions and Special Resolutions on behalf of the appointing Member.

2.11 The initial Member Delegates of the Society are the applicants for incorporation of the Society.

2.12 The initial Member Delegates, and those persons who subsequently become Member Delegates or Alternate Member Delegates and who have not ceased to be Member Delegates or Alternate Member Delegates, will remain Member Delegates or Alternate Member Delegates at the pleasure of the appointing Member or as may otherwise be provided for in these Bylaws.

2.13 If a Member Delegate ceases to act in that capacity, the appointing Member may appoint a replacement or alternate Member Delegate ("Alternate Member Delegate") to exercise the Member's rights as set out in these Bylaws, subject always to acceptance in writing of the appointment by that Alternate Member Delegate.

2.14 The appointment of an Alternate Member Delegate shall be made in writing to the Secretary of the Society, or by such other means as the Secretary may approve. All Alternate Member Delegate appointments will be recognized as valid if received by the Secretary prior to the matter being put to a vote of the Members.

2.15 The Society will not be responsible for verifying the legal validity of any Member Delegate or Alternate Member Delegate appointment, or for ensuring compliance with any instructions given by a Member to a Member Delegate or an Alternate Member Delegate.

2.16 A person ceases to be a Member Delegate or Alternate Member Delegate to a Member of the Society:

2.16.1 on receipt by the Society of a BCR of that Member or equivalent resolution in writing of that Member confirming the termination of such person as its Member Delegate or Alternate Member Delegate;

2.16.2 by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

2.16.3 on his or her death; or

2.16.4 on having been a Member Delegate or Alternate Member Delegate not in good standing for 3 consecutive months, unless otherwise determined by Special Resolution of the Member Delegates in good standing passed at a General Meeting.

2.17 Each Member, Member Delegate and Alternate Member Delegate will uphold, observe and perform the obligations and duties of membership under the Constitution, the Bylaws and applicable law. Without limiting the foregoing, no Member, Member Delegate, or Alternate Member Delegate shall accept remuneration or other benefit from the Society, except as otherwise contemplated by the Society's Constitution and these Bylaws. A Member, Member Delegate or Alternate Member Delegate will cease to be in good standing, if and so long as that Member, Member Delegate, or Alternate Member Delegate is in default of any obligation or duty of membership under these Bylaws.

PART 3 MEETINGS OF MEMBERS REPRESENTED BY MEMBER DELEGATES

3.1. General Meetings of the Society must be held at the time and place, in accordance with the **Society Act**, as the Directors decide.

3.2. Every General Meeting, other than an annual General Meeting, is an extraordinary General Meeting.

3.3. The Directors may, when they think fit, convene an extraordinary General Meeting.

3.4. Notice of a General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

3.5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

3.6. The first annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and thereafter an annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual General Meeting.

3.7. Each Member, Member Delegate, and Alternate Member Delegate will be entitled to receive at least 14 days' written notice of any General Meeting stating the time and place of such meeting and including reasonable detail regarding each issue proposed for submission to a vote of the Members. Each Member, Member Delegate and Alternate Member Delegate will be entitled to waive, in writing, strict compliance with this Bylaw.

3.8. At General Meetings participation by electronic communication will be permitted insofar as lawful and practical.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

4.1.1 all business at an extraordinary General Meeting except the adoption of rules of order, and

4.1.2 all business conducted at an annual General Meeting, except the following:

4.1.2.1 the adoption of rules of order;

4.1.2.2 the consideration of the financial statements;

4.1.2.3 the report of the Directors;

4.1.2.4 the report of the auditor, if any;

4.1.2.5 the appointment of the auditor, if required;

4.1.2.6 the other business that, under these Bylaws, ought to be conducted at an annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 Business, other than the appointment of a chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.

4.3 If at any time during the meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum will be at least 4 Members Delegates present or such greater number as the Member Delegates may determine at a General Meeting.

4.5 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Subject to Bylaw 4.7, the President, the Secretary, or the Treasurer of the Society, or in the absence of all the officers, one of the other Directors present, must preside as chair of a General Meeting.

4.7 If at a General Meeting:

4.7.1 there is no President, Secretary, Treasurer, or other Director present within 15 minutes after the time appointed for holding the meeting; or

4.7.2 the President is unwilling to act as the chair, the Member Delegates present must choose one of their number to be the chair.

4.8 A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4.10 Except as otherwise provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

4.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

4.12 Questions or issues arising at a meeting of the members shall first be dealt with by consensus through a reasonable consensus process.

4.13 If no consensus is achieved at a meeting of members, questions or issues arising at such a meeting must be put to a vote of the members pursuant to these Bylaws.

4.14 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution shall not be passed.

4.15 A Member in good standing represented at a meeting of Members by its Member Delegate is entitled to one vote.

4.16 Voting is by a show of hands.

4.17 Voting by proxy is not permitted.

PART 5 DIRECTORS AND OFFICERS

5.1 Subject to Bylaw 5.7, each Member will appoint, by way of a BCR or equivalent resolution in writing delivered to the Society, one person to act as a Director and to represent that Member at Directors' Meetings of the Society.

5.2 A person who agrees in writing to act as a Director must represent only the interests of the appointing Member in accordance with these Bylaws. A Director who accepts such appointment in writing will be entitled to receive notice of General Meetings and Directors' Meetings and to attend, speak and vote on Resolutions and Special Resolutions on behalf of his or her appointing Member at Directors' Meetings.

5.3 Subject to Bylaw 5.8, each Director shall be entitled to one vote on each matter to be voted on at Directors' Meeting.

5.4 A Director shall not be a Member Delegate or Alternate Member Delegate of the Society.

5.5 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to:

5.5.1 all laws affecting the Society;

5.5.2 these Bylaws; and

5.5.3 rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting.

5.6 A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

5.7 The number of Directors of the Society shall be equal to the number of Members of the Society determined from time to time, plus one additional Director, selected by other Directors at the first Directors' Meeting immediately following each annual General Meeting, who will act as President of the Society (the "President") and the chair of Directors' meetings and General Meetings, except as may otherwise be provided by these Bylaws.

5.8 The President shall not be a Member Delegate and shall not represent a Member of the Society, and shall not be entitled to vote on each matter to be voted on at Directors' Meetings.

5.9 The President is to represent the Society and all Members in a reasonable and equitable fashion at all meetings of Member Delegates or of Directors and shall be the primary spokesperson for the Society.

5.10 The President may be remunerated, at the discretion of the other Directors evidenced by ordinary Resolution, for services rendered to the Society, including but not necessarily limited to acting as chair at Member and Directors meetings and acting as spokesperson for the Society.

5.11 Save and except for the President, each Director will serve until the Society is notified in writing by the Member that its Director is no longer entitled to serve in that capacity. Any such notice must be in writing to the Society Secretary and must include:

5.11.1 a copy of a BCR or equivalent resolution in writing of the subject Member confirming discontinuance of its Director; and

5.11.2 the full name, residential address, telephone number, facsimile number and email address, if any, of the Member's successor nominee as a Director of the Board.

5.12 No Director will be permitted to accept remuneration or any benefit from the Society except as may be contemplated by Section 4 of the Constitution and by Bylaw 5.10.

5.13 The term of office of each Director will commence upon receipt by the Society of the written notice and consent referred to in Bylaw 5.11, above and will cease on the earlier of:

5.13.1 receipt by the Society of written notice of discontinuance from a Member of its Director pursuant to Bylaw 5.11;

5.13.2 receipt by the Society of the written resignation of a Director;

5.13.3 the death of a Director;

5.13.4 the winding-up of the Society.

5.14 A Director appointed under Bylaws 5.1 and 5.2 holds office at the pleasure of his or her appointing Member, or as otherwise provided for in these Bylaws.

5.15 If a Director resigns his or her office or otherwise ceases to hold office, the Member represented by such Director shall appoint a new Director to the Society in accordance with Bylaw 5.11, and the remaining Directors must accept that new Director to take the place of the former Director, provided that the new Director so appointed is from the same Member nation as the Director who has resigned his or her position or has otherwise ceased to hold office as a Director.

5.16 An act or proceeding of the Directors is not invalid merely because there is less than the prescribed number of Directors in office.

5.17 A Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

5.18 At any annual General Meeting or extraordinary meeting the Member Delegates may, at their discretion, fix the terms and conditions of any remuneration or honourarium, which may be granted by the Society to each Director for the ensuing year. When considering the terms and conditions of such remuneration or honourarium that may be granted to each Director, the members may take into consideration, but not be limited to, factors such as necessary and reasonable per diem rates that may be payable to each Director, and the maximum number of days during the ensuing year for which per diem rates will apply.

PART 6 PROCEEDINGS OF DIRECTORS

6.1 The Directors may meet at the places or in the manner (including but not limited to telephone and video conferences) they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided however, that the Directors shall meet not less than quarterly in a calendar year.

6.2 Each Director is entitled to at least 3 business days' written notice of each meeting of the Board stating the time and place of the meeting and in reasonable detail each issue proposed for submission to vote. Each Director will be entitled to waive, in writing, strict compliance with this Bylaw.

6.3 The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum shall be at least 4 Directors qualified to vote at Directors' Meetings.

6.4 The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Secretary must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

6.5 A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.

6.6 Each Director is entitled to appoint an alternate to act as Director in her or his place in the event of inability to attend at any meeting of the Board, subject to approval of the alternate by Directors' Resolution. Upon such appointment being received by the Secretary and approved by Directors' Resolution, unless the alternate is already a Director (in which case approval by Directors' Resolution is not required), the alternate will be subject in all respects to the terms and conditions existing with reference to the other Directors and will be entitled to exercise and discharge all the powers. If the alternate is already a Director she or he will be entitled to cast more than one vote. If the Director making such appointment ceases to be a Director, the alternate will immediately cease to have any power or authority as an alternate Director. Each appointment of an alternate is subject to revocation at any time by the appoint or by notice in writing to the Secretary.

6.7 The Directors may delegate as they see fit any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.

6.8 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors members held after the act or thing has been done.

6.9 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.10 The members of a committee may meet and adjourn as they think proper.

6.11 The Directors shall establish an Executive Committee comprised of at least 4 Directors to be selected by the Board.

6.12 The President shall be a member and the chair of the Executive Committee.

6.13 The President shall not be entitled to participate in the development of recommendations to the Board. Notwithstanding the foregoing, the President shall be responsible for communicating the recommendations of the Executive Committee to the Board.

6.14 The Executive Committee will meet as and when required as determined by a Resolution of the Executive Committee members. The Executive Committee will regulate its own proceedings and will have the following mandate authorized by the Board:

6.14.1 receive, address, and make recommendations to the Board, on issues that the Board may refer to it; and

6.14.2 in situations where it is not practical to convene a meeting of the Board, manage and direct the affairs of the Society in a manner that is consistent with these Bylaws, any Directors' Resolutions, and any Resolutions or Specials Resolutions passed by the Members. In these situations, the Executive Committee shall report to the Board at the next Board meeting on any management direction provided by them regarding the affairs of the Society.

6.15 For a first meeting of the Directors held immediately following the appointment or election of a Director or Directors at an annual General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

6.16 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile transmission, email or other electronic correspondence, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

6.16.1 a notice of meeting of the Directors is not required to be sent to that Director; and

6.16.2 any and all of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

6.17 Questions or issues arising at a meeting of the Directors or committee of Directors shall first be dealt with by consensus through a reasonable consensus process, as may determined by the Directors from time to time.

6.18 If no consensus can be reached at a meeting of Directors or committee of Directors, questions or issues arising at such a meeting must be decided by a majority of votes.

6.19 In the event of a tie vote, the chair does not have a second or casting vote.

6.20 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.21 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective if regularly passed at a meeting of Directors.

PART 7 OFFICERS AND THEIR DUTIES

7.1 The officers of the Society shall be the President, Secretary, and Treasurer.

7.2 The offices of the President, Secretary and Treasurer shall be held by Directors of the Society.

7.3 At the first meeting of the Directors immediately following each annual General Meeting of the Society, the Directors shall appoint the President for the ensuing year, provided always that the President shall be neither a Director appointed by BCR or equivalent resolution in writing nor a Member Delegate.

7.4 At the first meeting of the Directors immediately following each annual General Meeting of the Society, the Directors, save and except the President, shall elect from among them the Secretary and Treasurer for the ensuing year.

7.5 The President presides at all meetings of the Society and of the Directors.

7.6 The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

7.7 The Secretary must carry out the duties of the President during the President's absence.

7.8 The Secretary, in his or her role as Secretary must do the following:

7.8.1 conduct the correspondence of the Society;

7.8.2 issue notices of meetings of the Society and the Directors;

- 7.8.3 keep minutes of all meetings of the Society and the Directors;
 - 7.8.4 have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - 7.8.5 have custody of the common seal, if any, of the Society;
 - 7.8.6 maintain the register of Members.
- 7.9 The Treasurer, in his or her role as Treasurer, must:
- 7.9.1 keep the financial records, including books of account, necessary to comply with the **Society Act**; and
 - 7.9.2 render financial statements to the Directors, the members and others when required.
- 7.10 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.
- 7.11 Any 1 officer and 1 other Director of the Society, may execute deeds, transfers, assignments, contracts and other instruments, on behalf of the Society, provided that the signing officer and signing Director do not represent the same Nation.

PART 8 STANDARDS FOR DIRECTORS AND OFFICERS

- 8.1 Each Director and Officer is required to:
- 8.1.1 Act honestly, in good faith and in the best interest of the Society.
 - 8.1.2 Exercise the care, diligence and skill of a reasonably prudent person.
- 8.2 A Director or Officer who is directly or indirectly interested in a proposed contract or transaction with the Society must:
- 8.2.1 Disclose fully and promptly the nature and extent of the interest to each Director and officer.
 - 8.2.2 Absent herself or himself from all deliberations regarding said contract or transaction.

8.2.3 Not vote or otherwise attempt to influence the decision-making process regarding said contract or transaction.

8.3 The Board will be responsible for the adoption and application of high ethical standards of business conduct that will:

8.3.1 justify and maintain confidence of the Members in the integrity of the Society.

8.3.2 not discourage experienced and competent persons from accepting positions of responsibility with the Society.

In so doing the Board may:

8.3.3 adopt standards that are more strict than those required by applicable law.

8.3.4 make rulings or give directions in individual cases that are more strict than the general standards that have been adopted by the Board.

8.4 The Board will be responsible for establishing policies and procedures for the guidance of individuals and to ensure that the Society observes appropriate standards of business conduct.

PART 9 SEAL

9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2 The common seal of the Society must be affixed only when authorized by a resolution of the Directors and then only in the presence of the person or persons specified in the resolution, or if no person is, or persons are, specified, in the presence of the President and Treasurer.

PART 10 FINANCING, BORROWING and BANKING

10.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment of money in the manner they decide, and in particular but without limiting that power, by issue of debentures.

10.2 The Society is not to borrow or secure payment of funds except as may be authorized by a Directors' Resolution. A lease of real or personal property will not be deemed a borrowing by the Society. However a debenture, mortgage or hypothecation must not be issued without authorization by Special Resolution.

10.3 The Board may arrange for financial management or investment management of its resources in order to exempt from taxation the interest or other income that may be earned on its capital.

10.4 The Society's banker is to be a Canadian chartered bank, a trust company licensed as such, or a British Columbia credit union. All cash receipts of the Society are to be deposited with its banker or with its fiscal agent.

10.5 No person(s) other than the Bank Signatory(ies) will have or be deemed to have authority, express or implied, to authorize any investment transaction, to sign any cheque or other negotiable instrument or to authorize any payment from the Society's bank account or fiscal agency account.

10.6 The Bank Signatory(ies) will be any 2 or more officer(s), Director(s) or other person(s) as may be specified by Directors' Resolution, which may refer to a specific investment/expenditure or class or amount of investment/expenditure or may be general in its application.

PART 11 AUDITOR

11.1 The Society must have an independent Auditor insofar as may be required pursuant to any funding or loan agreements that the Society enters into or may otherwise be required by law. The Auditor's term of office will be either until the next annual General Meeting, earlier resignation or removal.

11.2 The first Auditor is to be appointed by the Directors' who must fill all vacancies occurring in the office of auditor.

11.3 At each annual General Meeting the Society may appoint an Auditor to hold office until the auditor is re-elected or a successor is elected at the next annual General Meeting.

11.4 The Auditor may be removed by Resolution.

11.5 An Auditor must be promptly informed in writing of the Auditor's appointment or removal.

11.6 A Director or employee of the Society must not be its Auditor.

11.7 The Auditor will be entitled to receive notice of all General Meetings and to attend and speak at General Meetings but will not be entitled to vote.

PART 12 RECORDS

12.1 The Records of the Society are to be kept in loose leaf format by or under supervision of the Secretary and may include but not be limited to:

12.1.1 The Constitution and Bylaws as amended from time to time;

12.1.2 Minutes of proceedings at each General Meeting, each Board meeting and each meeting of the Executive Committee including the text of each resolution whether passed at a meeting or (where permitted) by consent resolution in writing;

12.1.3 Registers of voting members, Directors, officers and Executive Committee;

12.1.4 A chronological index and a copy of all contracts;

12.1.5 Financial statements;

12.1.6 Auditors reports;

12.1.7 Such, if any, other records as the Secretary determines appropriate;

12.2 The Records of the Society are to be open to inspection by its voting members at all reasonable times.

12.3 The Records of the Society are not to be open to public inspection, except as may be required by law.

12.4 The Secretary is to take such precautions as she or he determines appropriate to protect the Records from destruction, damage or disorder. She or he may stipulate for inspection by appointment, under supervision and subject to payment of such reasonable inspection fee as will indemnify the Society against incidental expense.

12.5 The Secretary is not authorized, except as may be required by law, to permit public inspection of:

12.5.1 Minutes of proceedings of the Directors without authority of a Directors' Resolution;

12.5.2 Any contract a term of which requires confidentiality to be maintained; or

12.5.3 Any other item(s) determined by Directors' Resolution to require confidentiality to be maintained.

PART 13 NOTICES

13.1 Each Member, Member Delegate, Alternate Member Delegate Director, Officer, and Executive Committee member and the Auditor is to provide the Secretary her or his mailing address and telephone, fax number(s) and email address(es) insofar as practical, which information is to be recorded on the appropriate register.

13.2 A notice may be given to a Member, Member Delegate, or Alternate Member Delegate either personally, by mail to the member at the Member's, Member Delegate's, or Alternate Member Delegate's registered address, by facsimile transmission to the member's facsimile number, if any, or by email to the member's email address, if any.

13.3 A notice:

13.3.1 sent by mail is deemed to have been given on the second day following the day on which the notice was posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle;

13.3.2 delivered personally is deemed to have been given on the day on which the notice was delivered, and in proving that notice has been delivered personally, it is sufficient to prove the notice was properly addressed and delivered to the last known address of that member;
or

13.3.3 sent by facsimile transmission or email is deemed to be given on the day on which notice was delivered, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the last known facsimile number or email address, as the case may be, of the Member, Member Delegate, or Alternate Member Delegate.

13.4 Notice of a general meeting must be given to:

13.4.1 every Member shown on the register of Members on the day notice is given

13.4.2 every Member Delegate and Alternate Member Delegate on the register of Member Delegates and Alternate Member Delegates;
and

13.4.3 the auditor, if Part 11 applies.

13.5 No other person is entitled to receive a notice of general meeting.

13.6 Notice of a general meeting shall specifying the time, date, and location of the meeting, and shall set out the agenda for the meeting.

PART 14
MEMORANDUM OF AGREEMENT

14.1 On being admitted to membership in the Society, each Member and Member Delegate is entitled to, and the Society must give the Member and the Member Delegate without charge, a copy of the then current Constitution and Bylaws of the Society.

14.2 These Bylaws must not be altered or added to except by Special Resolution.

14.3 No amendment to these Bylaws will be effective until filed with the Registrar of Companies (BC).