


T.K. SPARKS

BYLAWS OF NUU-CHAH-NULTH TRIBAL COUNCIL

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BYLAWS OF NUU-CHAH-NULTH TRIBAL COUNCIL

PART 1 – DEFINITIONS

1.1 In these Bylaws, unless the context otherwise requires:

- a) **“ARFA”** means the Aboriginal Recipient Funding Agreement (or such other funding agreement or agreements as may replace it);
- b) **“Business Corporations Act”** means S.B.C. 2002, c.57 as amended from time to time, or any successor legislation;
- c) **“Chief Councillor”** means the Chief Councillor of a Nuu-chah-nulth First Nation;
- d) **“Council”** means the Council, Executive Council or Legislature of a Nuu-Chah-Nulth First Nation, as the case may be;
- e) **“Director of Finance”** of the Society means the Director of Finance appointed pursuant to Bylaw 11.8;
- f) **“Directors”, “Board of Directors” or “Board”** means the Directors of the Society from time to time;
- g) **“Electoral Officer”** means an electoral officer of the Society appointed by the Directors from time to time;
- h) **“Executive Director”** means the Executive Director of the Society appointed pursuant to Bylaw 11.7;
- i) **“First Nation”** means a band as defined pursuant to the provisions of the *Indian Act* of Canada, or a Treaty Government as recognized by a Final Agreement;
- j) **“Fiscal Year”** of the Society means the period from April 1 of any year to March 31 of the next year, or such other fiscal period as may be determined by the Directors from time to time;
- k) **“Hawilth” (plural “Ha’wiih”)** means a hereditary Chief or Chiefs of a Nuu-chah-nulth First Nation;
- l) **“Member”** means a member of the Society from time to time;
- m) **“Nuu-chah-nulth First Nation”** means a First Nation, Tribe, Treaty Nation or Tribal Government described in Schedule “A” to these Bylaws;
- n) **“ordinary resolution”** has the meaning as defined in the *Societies Act*;

- o) **“President”** means the President of the Society elected pursuant to Bylaw 11.2;
 - p) **“person”** means an individual, partnership, association or body corporate;
 - q) **“registered address”** of a Member or Director means the address of a Member or Director as recorded in the respective registers of the Society from time to time;
 - r) **“Society”** means Nuu-chah-nulth Tribal Council;
 - s) **“Societies Act”** means S.B.C. 2015, c.18, as amended from time to time, or any successor legislation;
 - t) **“special resolution”** has the meaning as defined in the *Societies Act*; and
 - u) **“Vice-President”** means the Vice-President of the Society elected pursuant to Bylaw 11.2.
- 1.2 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography, electronic mail, text messaging and other modes of representing or reproducing words in a visible form.
- 1.3 Words importing the singular include the plural and vice versa, words importing male persons include female persons and words importing persons shall include corporations.
- 1.4 The meaning of any words or phrases defined in the *Societies Act* shall, if not inconsistent with the subject or context, bear the same meaning in these Bylaws.
- 1.5 The rules of construction contained in the *Interpretation Act* R.S.B.C. 1996, c.238, as amended from time to time, or any successor legislation, shall apply, mutatis mutandis, to the interpretation of these Bylaws.

PART 2 – MEMBERSHIP

- 2.1 The Members of the Society are those persons who are or subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.
- 2.2 Any Nuu-chah-nulth First Nation may appoint Members of the Society as follows: The Council of each Nuu-chah-nulth First Nation may from time to time appoint one First Nation person in such Nuu-chah-nulth First Nation as a Member of the Society for every 100 First Nation people in such Nuu-chah-nulth First Nation as at February 1 in each year, such appointees to be from among the Ha’wiih, Chief Councillor and Council of the particular Nuu-chah-nulth First Nation, provided that:
- a) where the population of a Nuu-chah-nulth First Nation is greater than 250, 350 and so on, the population of that First Nation shall be rounded up to the nearest 100;
 - b) where the population of a Nuu-chah-nulth First Nation is 250 or less, that Nuu-chah-nulth First Nation may in any event appoint three Members of the Society; and

- c) if there are not sufficient First Nations persons among the Ha'wiih, Chief Councillor and Council of a Nuu-chah-nulth First Nation to enable such Nuu-chah-nulth First Nation to appoint the number of Members contemplated in this Bylaw 2.2, its Council may appoint as Members of the Society such other First Nation persons who are in such Nuu-chah-nulth First Nation as the Council may determine.
- 2.3 Each Nuu-chah-nulth First Nation shall provide the Executive Director with written notice of any appointments of persons as Members of the Society in accordance with Bylaw 2.2 and, upon receipt of such notice by the Executive Director, such persons shall be deemed to be Members of the Society.
- 2.4 The Council of a Nuu-chah-nulth First Nation may, from time to time, remove and replace a person it has appointed as a Member of the Society. Where a Nuu-chah-nulth First Nation removes and replaces its appointee as a Member of the Society, that Nuu-chah-nulth First Nation shall provide the Executive Director with written notice of such removal and replacement. Such removal and replacement shall become effective upon receipt of such notice by the Executive Director.

PART 3 – MEMBERSHIP IN GOOD STANDING

- 3.1 Each Member shall pay to the Society annual membership dues of \$1.00 per Member, or such other dues as the Directors may in their discretion from time to time by resolution determine.
- 3.2 All Members are in good standing except any Member which has failed to pay dues owing by the Member to the Society, and such Member is not in good standing so long as the dues remain unpaid.
- 3.3 A person shall cease to be a Member of the Society:
- a) on his or her death;
 - b) if he or she ceases to be a Ha'wiih, Chief Councillor or member of the Council of the Nuu-chah-nulth First Nation which appointed him or her as a Member of the Society;
 - c) where the Nuu-chah-nulth First Nation which appointed such person as a Member of the Society revokes its appointment of such person as described in Bylaw 2.4;
 - d) where the Nuu-chah-nulth First Nation which appointed such person as a Member of the Society ceases participation in the affairs of the Society in accordance with Bylaw 3.4, upon the effective date on which the participation of that Nuu-chah-nulth First Nation in the affairs of the Society ceases as described in Bylaw 3.5;
 - e) upon being expelled as a Member pursuant to Bylaw 3.9; or
 - f) on having been a member not in good standing for 12 consecutive months.

- 3.4 A Nuu-chah-nulth First Nation may cease participating in the affairs of the Society by delivering a written notice of withdrawal to the Executive Director together with a copy of the Council resolution or certified government resolution authorizing termination of that Nuu-chah-nulth First Nation's participation in the affairs of the Society.
- 3.5 The effective date on which the participation of a Nuu-chah-nulth First Nation in the affairs of the Society ceases as described in Bylaw 3.4 shall be the end of the Fiscal Year in which the notice of withdrawal is received by the Executive Director, provided that the notice of withdrawal is received by the Executive Director no less than six months before the end of such Fiscal Year. If not, the effective date on which the participation of the Nuu-chah-nulth First Nation in the affairs of the Society ceases shall be the end of the next following Fiscal Year.
- 3.6 Upon delivering a notice of withdrawal to the Executive Director in accordance with Bylaw 3.4, the withdrawing Nuu-chah-nulth First Nation shall immediately forfeit its right to appoint persons as Members of the Society in accordance with Bylaw 2.2.
- 3.7 Any Nuu-chah-nulth First Nation which ceases to participate in the affairs of the Society in accordance with Bylaw 3.4 may resume its participation in the affairs of the Society by delivering a written notice of its intention to resume to the Executive Director together with a copy of the Council resolution or certified government resolution authorizing such resumption of participation in the affairs of the Society.
- 3.8 As soon as possible after receipt of a notice from a Nuu-chah-nulth First Nation of its intention to resume participation in the affairs of a Society pursuant to Bylaw 3.7, the Directors of the Council shall meet in order to consider whether such Nuu-chah-nulth First Nation shall be permitted to resume participation in the affairs of the Society. If the Directors resolve to permit such resumption of participation, the Nuu-chah-nulth First Nation shall immediately be entitled to appoint persons as Members of the Society in accordance with Bylaw 2.2.
- 3.9 Any Member may be expelled from membership in the Society by special resolution of the Members, passed at a general meeting. The notice of the general meeting at which the special resolution for expulsion shall be considered by the Members shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 3.10 A Member who is not in good standing shall not be entitled to receive notice of or to attend any general meeting or other meeting of the Society, nor shall such Member be entitled to vote on any matter before any general meeting of the Society in any circumstances whatsoever, and such Member shall not otherwise be entitled to participate in any of the affairs of the Society. After being not in good standing for a period of 12 consecutive months, a Member may be expelled from membership in the Society by resolution of the Board.
- 3.11 Each Member shall uphold the Constitution of the Society and comply with these Bylaws.

- 3.12 No Member may transfer his or her membership of the Society or any rights arising from such membership.

PART 4 – GENERAL MEETINGS

- 4.1 Subject to any extensions of time permitted under the *Societies Act*, an annual general meeting of the Society shall be held once in every calendar year at such time (not more than 15 months after the date that the last annual general meeting was held) and place that the Directors in their discretion may decide.
- 4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.3 In these Bylaws, a “general meeting” shall refer to a duly convened meeting of all of the Members of the Society for the transaction of corporate business, and shall exclude informal gatherings of Members as well as meetings of the Members of the ARFA Group, the Treaty Group and the Independent Group as contemplated in Part 7 of these Bylaws.
- 4.4 The Directors may, whenever they think fit, convene an extraordinary general meeting. A general meeting, if requisitioned in accordance with the *Societies Act*, shall be convened by the Directors or, if not convened by the Directors, may be convened by the requisitionists as provided in the *Societies Act*.
- 4.5 Not less than 14 days’ notice of a general meeting shall be given in writing to each Member. A notice convening a general meeting, specifying the place, date and hour of the general meeting and, in the case of special business, the general nature of that business, shall be given as provided in the *Societies Act* and in the manner provided in these Bylaws to such persons as are entitled by law or pursuant to these Bylaws to receive such notice from the Society. Accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any particular Member shall not invalidate the proceedings at that general meeting.
- 4.6 Except as otherwise provided by the *Societies Act*, where any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of any such document or the giving of effect to any such document, the notice convening the general meeting shall, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or shall be available for inspection by Members at the registered office or records office of the Society or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS

- 5.1 All business shall be deemed special business which is transacted at:
- a) an annual general meeting, with the exception of the conduct of and voting at such annual general meeting, consideration of the financial statements and the respective reports of the Directors and the auditor, the appointment of the auditor, and such other business as by these Bylaws or the *Societies Act* may be transacted at a general meeting without prior notice thereof being given to the Members or any business which is brought under consideration by the report of the Directors; and
 - b) any other general meeting, with the exception of the conduct of and voting at such general meeting.
- 5.2 No business, other than the adjournment or termination of the general meeting and setting a date to reconvene, shall be conducted at any general meeting unless the required quorum of Members is present at the start of the general meeting. A quorum need not be present throughout the general meeting.
- 5.3 Except as provided by the *Societies Act* and these Bylaws, a quorum for a general meeting shall be the lesser of:
- a) 50% of all eligible Members; or
 - b) more than 50% of the eligible Members representing eight or more of the Nuu-chah-nulth First Nations.
- 5.4 The President or in his or her absence, or if there is no President, the Vice-President or in his or her absence, or if there is no Vice-President, a Director of the Society shall be entitled to preside as chair at every general meeting of the Society.
- 5.5 The chair of a general meeting may, with the consent of the general meeting if a quorum is present, and shall, if so directed by the general meeting, adjourn the general meeting from time to time and from place to place. When a general meeting is adjourned for 30 days or more, notice of the adjourned general meeting shall be given as in the case of the original general meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned general meeting or of the business to be transacted at an adjourned general meeting.
- 5.6 Any Member, or the Council of the Nuu-chah-nulth First Nation which appointed such Member, may appoint any person as the proxy of such Member, in accordance with the provisions of the *Societies Act* and these Bylaws, to attend on behalf of such Member at a general meeting and any adjournment of that general meeting and to speak, act, vote and in all other respects exercise all the rights of the Member on behalf of that Member to the same extent as if that Member was present at that general meeting. A proxy shall be in writing, shall be deposited with the Executive Director or chair of the general meeting, at any time prior to or during the general meeting at which the person named in the proxy proposes to vote, and shall be in a form acceptable to the chair of the general meeting. Any person may

act as a proxyholder whether or not that person is entitled on his or her own behalf to be present and to vote at the general meeting at which that person intends to act as proxyholder. A person may act as the proxyholder of more than one Member at a general meeting.

- 5.7 Every proxy may be revoked by a Member, or the Council of the Nuu-chah-nulth First Nation which appointed such Member, by an instrument in writing delivered either at the office of the Society with the Executive Director at any time up to and including the last business day preceding the day of the general meeting or adjourned general meeting for which the proxy is given, or to the chair of the general meeting at any time prior to or during the general meeting, or in any other manner provided by law.

PART 6 – VOTES OF MEMBERS

- 6.1 At every general meeting every Member, if in good standing under these Bylaws, shall be entitled to one vote which may be cast by him or her, or his or her proxyholder who is present in person at that general meeting.
- 6.2 Subject to the provisions of the *Societies Act*, every motion or question submitted to a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the chair or demanded by one or more Members entitled to vote who are present in person or by proxy. The chair shall declare to the general meeting the decision on every motion or question in accordance with the result of the show of hands or the poll, and such decision shall be entered in the record of proceedings of the Society. A declaration by the chair that a motion or question has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion or question.
- 6.3 Unless the *Societies Act* or these Bylaws otherwise provide, any action to be taken by a resolution of the Members may be taken by an ordinary resolution.

PART 7 – GROUPS OF FIRST NATIONS

- 7.1 The Members and Directors appointed by all Nuu-chah-nulth First Nations may vote on all matters and issues which are the collective responsibility of all of the Nuu-chah-nulth First Nations.
- 7.2 For the limited purposes described in this Part 7, the Nuu-chah-nulth First Nations shall be divided into three groups, as follows:
- a) the ARFA Group, consisting of: Ditidaht, Ehattesaht/Chinehkint, Hesquiaht, Hupacasath, Mowachaht/Muchalaht, Nuchatlaht, Tla-o-qui-aht and Tseshaht (or such other Nuu-chah-nulth First Nations as may become members of the ARFA Group);

- b) the Treaty Group, consisting of: HUU-ay-aht, Ka:’yu:’k’t’h/Che:k:tes7et’h’, Toquaht, Uchucklesaht and Yutlu?ithl?ath (or such other Nuu-chah-nulth First Nations as may become members of the Treaty Group); and
- c) the Independent Group, consisting of Ahousaht (or such other Nuu-chah-nulth First Nations as may become members of the Independent Group).

7.3 The ARFA Group, and their appointed Members and Directors, have responsibility and the exclusive right to make decisions in respect of the following:

- a) except as described in Bylaw 7.4 below, issues relating to ARFA, including but not limited to education funding, capital funding, operations and maintenance, First Nation government, economic development, Ha-Shilth-Sa, social development and some treaty issues; and
- b) management of programs relating to the exclusive ARFA issues outlined in paragraph a) above.

7.4 Where a Nuu-chah-nulth First Nation which is in the Treaty Group or the Independent Group elects to buy back a particular service from the Society which would otherwise be within the exclusive authority of the ARFA Group as described in Bylaw 7.3 a) above, the Members and Directors of the electing Nuu-chah-nulth First Nation shall be entitled to attend meetings of the Members and Directors of the ARFA Group at which the delivery of the relevant service is to be discussed and to vote on any decisions affecting the delivery of the relevant service by the Society.

7.5 The Members and Directors appointed by a Nuu-chah-nulth First Nation in the ARFA Group may vote on those issues which are within the areas of responsibility of the ARFA Group Nuu-chah-nulth First Nations under Bylaws 7.3 and 7.4.

PART 8 – BOARD OF DIRECTORS

8.1 The Directors shall be appointed in accordance with this Part 8. Subject to these Bylaws, the number of Directors shall from time to time be equal to the number of Nuu-chah-nulth First Nations. Notwithstanding the foregoing sentence, the fact that there are at any time fewer than such number of Directors shall not derogate from the authority, powers and duties of the Directors to manage the affairs and business of the Society as described in Bylaw 9.1, and no act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

8.2 Each Nuu-chah-nulth First Nation shall appoint one person as a Director of the Society, such appointee to be a Hawilth, the Chief Councillor, or a member of the Council, of the particular Nuu-chah-nulth First Nation. Each Director must consent in writing to act as a Director of the Society.

8.3 At the same time as it appoints a Director as described in Bylaw 8.2, each Nuu-chah-nulth First Nation shall appoint a second person as an alternate Director of the Society, such

person to be a Hawilth, the Chief Councillor, or a member of the Council, of the particular Nuu-chah-nulth First Nation.

- 8.4 The Nuu-chah-nulth First Nations shall provide the Executive Director with written notice of the appointments described in Bylaws 8.2 and 8.3. Notice of such appointments shall be provided according to the governance process of the appointing Nuu-chah-nulth First Nation. The appointments shall become effective upon receipt of such notice by the Executive Director. Notwithstanding the foregoing, if a Nuu-chah-nulth First Nation fails to give notice of its appointments pursuant to this Bylaw 8.4, the Chief Councillor of such Nuu-chah-nulth First Nation shall be deemed to have been appointed as its Director of the Society until such time as it provides such notice of its appointments.
- 8.5 If neither a Director nor an alternate Directors appointed by a Nuu-chah-nulth First Nation is available to attend a particular meeting of the Directors, such Director or alternate Director may appoint a temporary alternate Director. Such temporary alternate Director need not be a Hawilth, the Chief Councillor, or a member of the Council, of the particular Nuu-chah-nulth First Nation which appointed the Director or alternate Director. Notice of such appointment of a temporary alternate Director shall be given to the Executive Director at or prior to the applicable meeting of the Directors.
- 8.6 Except as described below, the person appointed as a temporary alternate Director pursuant to Bylaw 8.5 shall not be entitled to receive notice of or to attend meetings of the Board. He or she may represent the Director and alternate Director appointed pursuant to Bylaws 8.2 and 8.3 as his or her alternate in his or her absence, but only at and for the limited purpose of attendance at and participation in a particular meeting of the Board.
- 8.7 The term of office for each Director and alternate Director shall coincide with the term of their government or Council with the applicable Nuu-chah-nulth First Nation.
- 8.8 The Council of a Nuu-chah-nulth First Nation may, from time to time, remove and replace a person it has appointed as a Director or alternate Director of the Society. Where a Nuu-chah-nulth First Nation removes and replaces its appointee as a Director or alternate Director of the Society, that Nuu-chah-nulth First Nation shall provide the Executive Director with written notice of such removal and replacement. Notice of such appointments shall be provided according to the governance process of the appointing Nuu-chah-nulth First Nation. The removal and replacement shall become effective upon receipt of such notice by the Executive Director.
- 8.9 The office of a person as a Director or alternate Director shall be vacated:
- a) upon his or her removal by the Council of his or her appointing Nuu-chah-nulth First Nation pursuant to Bylaw 8.8;
 - b) if the Director or alternate Director resigns his or her office by notice in writing delivered to the registered office of the Society;
 - c) upon the death of the Director or alternate Director;

- d) on the 10th day after the person ceases to be a Hawilth, Chief Councillor or member of the Council of the Nuu-chah-nulth First Nation which appointed him or her as a Director or alternate Director; or
- e) on the 10th day after the Nuu-chah-nulth First Nation which appointed such person as a Director or alternate Director of the Society ceases participation in the affairs of the Society in accordance with Bylaw 3.4.

8.10 The Directors as such shall serve without remuneration.

PART 9 – POWERS AND DUTIES OF DIRECTORS

- 9.1 The Directors shall manage, or supervise the management of, the affairs and business of the Society and shall have authority to exercise all such powers of the Society as are not, by the *Societies Act*, the Constitution of the Society or these Bylaws, required to be exercised by the Society in general meeting.
- 9.2 Subject to the *Societies Act*, the Board may from time to time cause the Society to borrow money in such a manner and amount, on such security, from such sources and upon such terms and conditions as it thinks fit.

PART 10 – PROCEEDINGS OF DIRECTORS

- 10.1 The President or, in his or her absence, the Vice-President or, in his or her absence, a Director shall preside as the chair at every meeting of the Directors.
- 10.2 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. If the chair is a Director, in case of an equality of votes he or she shall not have a second or casting vote.
- 10.3 A Director may participate in a meeting of the Board or of any committee of Directors by means of telephone or other communications facility by means of which all Directors participating in the meeting can hear each other. A meeting so held in accordance with this Bylaw shall be deemed to be an actual meeting of the Board and any resolution passed at such a meeting shall be valid and effectual as if it had been passed at a meeting where the Directors are physically present. A Director participating in a meeting in accordance with this Bylaw shall be deemed to be present at the meeting and shall be counted in the quorum therefor and be entitled to speak and vote at the meeting.
- 10.4 Any three Directors or any one of the President, Vice-President or Executive Director may at any time call a meeting of the Board, to be convened in addition to any regularly scheduled meeting.
- 10.5 Notice of a meeting of the Board shall be given to each Director at least three days before the time fixed for the meeting and may be given orally, personally or by telephone, or in writing, personally or by delivery through the post or by letter, telecopier, electronic mail, text message or any other method of transmitting legibly recorded messages in common use.

When written notice of a meeting is given to a Director through the post or by letter, it shall be addressed to him or her at the business office of the Nuu-chah-nulth First Nation which appointed him or her as a Director; with a copy to his or her registered address. Where the Board has established a fixed time and place for the holding of its meetings, no notices of meetings to be held at such fixed time and place need be given to any Director. A Director entitled to notice of a meeting may waive or reduce the period of notice convening the meeting and may give such waiver before, during or after the meeting.

- 10.6 The quorum necessary for the transaction of the business of the Directors shall be 50% of the Directors then in office.
- 10.7 The continuing Directors may act notwithstanding any vacancy in their body but, notwithstanding Bylaw 10.8, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.
- 10.8 Subject to the provisions of the *Societies Act*, all acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.
- 10.9 A resolution consented to in writing, whether by document, telecopier, electronic mail, text message or any method of transmitting legibly recorded messages or other means, by all of the Directors without their meeting together shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Society accordingly. Any such resolution may consist of one or several documents each duly signed by one or more Directors.

PART 11 – OFFICERS

- 11.1 There shall be a President, Vice-President and Executive Director of the Society, who shall be appointed or elected pursuant to this Part 11.
- 11.2 The President and Vice-President of the Society shall be elected at an annual general meeting of the Members pursuant to this Bylaw 11.2 in accordance with the following procedures:
- a) Only members, citizens or enrollees of a Nuu-chah-nulth First Nation are eligible to serve as President or Vice-President of the Society.
 - b) Nominations for the office of President and Vice-President must be in writing and supported by the signatures of a minimum of 20 persons who are sixteen years or older and who are members, citizens or enrollees of a Nuu-chah-nulth First Nation.

- c) To be eligible for election to the position of President or Vice-President, the candidate must provide a completed application form demonstrating the following qualifications:
- (i) completion of a diploma or degree in a related field is an asset but not required;
 - (ii) experience in areas of First Nations culture, traditions and governance;
 - (iii) knowledge of Nuu-Chah-nulth First Nations issues;
 - (iv) experience in lobbying and negotiating;
 - (v) experience in dealing with government and community;
 - (vi) experience in media relations;
 - (vii) experience in budget and contract development;
 - (viii) proof of Nuu-chah-nulth membership;
 - (ix) a current driver's license;
 - (x) a current (within two years) criminal record check;
 - (xi) excellent oral and written communications abilities;
 - (xii) basic computer literacy;
 - (xiii) strategic and analytical thinking and problem solving; and
 - (xiv) experience in conflict resolution.
- d) Eligibility for election based on the qualifications set out in Bylaw 11.2 (c) shall be determined by the Electoral Officer.
- e) Nominations for the office of President and Vice-President close 60 days prior to the end of term of the incumbent President and Vice-President.
- f) Nominations for the office of the President and Vice-President, together with supporting signatures, must be delivered to the Executive Director (or the Electoral Officer to whom he or she has delegated responsibility for dealing with nominations) before the close of nominations.
- g) The President and Vice-President shall each serve a four year term of office, such term to expire immediately after the election of the successor President and Vice-President at the applicable general meeting.

- h) The election of the President and Vice-President shall be conducted concurrently by a combined secret ballot or a series of combined secret ballots, as follows:
 - (i) even if there is only one nominee for election to a position, a candidate shall be declared elected as the President or Vice-President only if he or she receives more than 50% of the unspoiled votes cast by the Members present at the general meeting and voting on the election;
 - (ii) if, after the first round of voting, both positions have not been filled, further rounds of voting shall be held until both positions are filled. Each time a further round is held, the name of the candidate with the fewest votes on each ballot shall be removed from the next ballot;
 - (iii) in the event of a tie between the last two remaining candidates for a single position, other rounds of voting shall be held until more than 50% of the unspoiled votes cast by the Members present at the general meeting and voting at the election is achieved; and
 - (iv) any candidate for President or Vice-President may withdraw from the election at any time.
- i) If, at any applicable annual general meeting, a President or Vice-President is not elected as described above for any reason, the Directors may by resolution:
 - (i) appoint the outgoing President or Vice-President as the interim President or Vice-President, as the case may be, for such term as the Directors may determine;
 - (i) appoint another person as the interim President or Vice-President, as the case may be, for such term as the Directors may determine; or
 - (ii) determine to leave the position vacant for such period as the Directors may determine.

11.3 If the President or Vice-President resigns or otherwise ceases to hold office, a by-election shall be held at the earliest possible date to select a successor to take his or her place for the balance of his or her term of office. Such by-election shall be conducted in compliance with Bylaw 11.2.

11.4 Where there is less than six months left in the term of office of the President or Vice-President, the office shall remain vacant and the remaining officer shall fulfill the duties of the other officer for the balance of his or her term of office.

11.5 The President or Vice-President may be removed by:

- a) ordinary resolution of the Members, passed at a general meeting; or

- b) a resolution of the Directors, passed by not less than 75% of the Directors then in office at a meeting of the Board.

The notice of the general meeting or Board meeting at which the resolution for removal shall be considered by the Members or Directors shall be accompanied by a brief statement of the reason or reasons for the proposed removal. The person who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting or Board meeting before the resolution is put to a vote.

- 11.6 The President and Vice-President shall report to and are responsible to the Directors. The Vice-President must carry out the duties of the President during the President's absence, and vice versa. The President and Vice-President shall each execute, deliver and abide by the Terms of Reference applicable to their appointment, such Terms of Reference to be in a form approved by the Board from time to time.
- 11.7 The Board shall employ a person as Executive Director of the Society at such salary and upon such terms and conditions of employment as the Board shall determine. The Executive Director shall:
- a) be the Chief Executive Officer of the Society. The Executive Director shall be entitled to receive notice of and to attend all general meetings, meetings of the Board and committee meetings, but shall not have the right to vote as a Member or Director;
 - b) manage the Society and be responsible for its general operation and the administration of its affairs;
 - c) employ such persons as are necessary for the proper administration and operation of the Society and may delegate to them such of his or her duties and responsibilities as he or she sees fit, but no delegate shall have a vote at any meeting of the Board or any of its committees;
 - d) cause to be conducted the correspondence of the Society;
 - e) cause to be issued notices of meetings of the Members and Directors;
 - f) cause to be kept minutes of all meetings of the Members and Directors;
 - g) have custody of all records and documents of the Society except those required to be kept by a Director or officer;
 - h) maintain a register of the Members of the Society; and
 - i) otherwise ensure that the Society complies with the *Societies Act* and any other statute having application to the Society.

- 11.8 The Board shall employ a person as the Director of Finance of the Society at such salary and upon such terms and conditions of employment as the Board shall determine. The Director

of Finance shall provide financial management, financial planning and execution of financial programs for all such related activity of the Society.

- 11.9 The Directors may from time to time appoint such other officers, if any, as the Directors shall determine and the Directors may at any time terminate any such appointment. No Officer shall be appointed unless he or she is qualified in accordance with the provisions of the *Societies Act* and these Bylaws. Not all such officers must be Directors.
- 11.10 The Directors may decide what functions and duties each officer shall perform and may entrust to and confer upon each of them any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers.

PART 12 – COMMITTEES

- 12.1 The Directors shall by resolution appoint an Executive Committee, whose members shall be the President, the Vice-President and the Executive Director.
- 12.2 The Directors shall by resolution appoint a Finance Committee, whose members shall include:
- a) the President, Vice-President and Executive Director, all with voting rights; and
 - b) the Director of Finance of the Society, a non-voting and professional resource to the Committee.
- 12.3 The Directors shall by resolution appoint a Human Resource Committee, whose members shall include:
- a) Four (4) NTC Directors, with voting rights (three (3) regular members and one (1) alternate);
 - b) the Executive Director, with voting rights; and
 - c) the Human Resource Manager of the Society, a non-voting and professional resource to the Committee.
 - d) Quorum shall be comprised of:
 - i. no less than two [2] NTC Directors (voting); and
 - ii. NTC Executive Director (or delegated/acting Executive Director) (voting).
- 12.4 The Directors may by resolution appoint such other committees as the Directors determine, from time to time, shall benefit the interests of the Members.
- 12.5 Any committee appointed by the Directors pursuant to Bylaws 12.1, 12.2, 12.3 and 12.4 shall have, and may exercise during the intervals between the meetings of the Board, such powers as may be specified in the resolution of the Directors appointing the committee, but such

powers shall exclude the power to fill vacancies in the Board, to change the membership of or fill vacancies in any committee and the power to appoint or remove officers appointed by the Board.

- 12.6 Any committee appointed by the Board shall consist of such Directors or other persons as the Board may from time to time determine, and the members of each committee shall designate one of the members of each committee to be the chair of such committee. Each committee shall keep regular minutes of its transactions and shall cause such minutes to be recorded in books kept for that purpose, and shall report to the Board at such times as the Board may from time to time require. The Board shall have the power at any time to revoke or override the authority given to or acts done by any committee except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of any committee and to fill vacancies in it.
- 12.7 Committees appointed under this Part may make rules for the conduct of their business which are not inconsistent with any applicable rules or directives of the Board, and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.
- 12.8 Committees appointed under this Part may meet and adjourn as they think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the chair shall not have a second or casting vote.
- 12.9 A resolution consented to in writing, whether by document, telegram, telecopier, electronic mail, text message or any method of transmitting legibly recorded messages or other means, by all of the members of a committee for the time being in office without their meeting together shall be as valid and effectual as if it had been passed at a meeting of the committee duly called and held, shall be deemed to relate back to any date stated therein to be the effective date thereof and shall be filed in the minute book of the Society accordingly. Any such resolution may consist of one or several documents each duly signed by one or more committee members.
- 12.10 Members of committees shall be entitled to receive an honorarium in an amount determined by the Board; and to be repaid such reasonable traveling, accommodation and other expenses as they incur in and about the business of the Society.

PART 13 – INDEMNITY AND PROTECTION

- 13.1 Subject to the provisions of the *Societies Act*, the Directors may, with the approval of the Court, cause the Society to indemnify a Director or former Director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or former Director of the Society, including any action or

proceeding brought by the Society. On being elected or appointed, each Director of the Society shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

- 13.2 Subject to the provisions of the *Societies Act*, the Directors may cause the Society to indemnify any officer, employee or agent of the Society (or former officer, employee or agent of the Society) and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or her and resulting from his or her acting as an officer, employee or agent of the Society. Each such officer on being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 13.3 For the purposes of Bylaw 13.1, a civil, criminal or administrative action or proceeding shall include a civil, criminal, administrative or other investigation or enquiry the subject of which concerns the acts or conduct of a Director or former Director of the Society while a Director of the Society.
- 13.4 The failure of a Director or Officer of the Society to comply with the provisions of the *Societies Act*, the Constitution of the Society or these Bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 13.5 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such Director, Officer, employee or agent.

PART 14 - PROPERTY AND FUNDS

- 14.1 The property and funds of the Society shall be used and dealt with for the purpose of carrying out the purposes of the Society.
- 14.2 The Board may authorize such person or persons as it seems fit to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 14.3 The Society shall not issue a mortgage (as defined in the *Business Corporations Act*) without the sanction of a special resolution.

PART 15 – AUDITOR

- 15.1 The books and accounts of the Society shall be audited at least once a year by its auditor who shall be:
- a) a person who is a member, or a partnership whose partners are members, in good standing of the Chartered Professional Accountants of British Columbia; or
 - b) a person who is certified by the Auditor Certification Board established under the *Business Corporations Act*.

- 15.2 The auditor shall be appointed annually by resolution of the Members at the annual general meeting.
- 15.3 In the event of the resignation of the auditor or of its inability or refusal to act, the vacancy thereby created shall be filled by the Board. Any such appointment must comply with Bylaw 15.1.

PART 16 – DOCUMENTS, RECORDS AND FINANCIAL STATEMENTS

- 16.1 The Society shall keep at its records office or at such other place as the *Societies Act* may permit the documents, copies, registers, minutes, and records which the Society is required by the *Societies Act* to keep at its records office or such other place, as the case may be.
- 16.2 The Society shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Society in order properly to record the financial affairs and condition of the Society and to comply with the *Societies Act*.
- 16.3 The Directors shall from time to time at the expense of the Society cause to be prepared and laid before the Society in general meeting such financial statements and reports as are required by the *Societies Act*.

PART 17 – NOTICES

- 17.1 A notice, statement or report may be given or delivered by the Society to any Member, either by delivery to the Member personally, by sending it by mail to the Member at the business office of the Nuu-chah-nulth First Nation which appointed him or her as a Member; with a copy to his or her address as recorded in the register of Members, by telecopier, by electronic mail or by text message. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. Any notice to any Member delivered by fax, electronic mail or text message shall be deemed given and received at 9:00 a.m. on the next business day following the transmission. A certificate signed by any officer of the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed and mailed, telecopied or sent by electronic mail or text message shall be conclusive evidence thereof.
- 17.2 Notice of every general meeting shall be given in a manner hereinbefore authorized to every Member entitled to such notice.

PART 18 – AMENDMENT OF CONSTITUTION AND BYLAWS

- 18.1 The Society may amend its Constitution and these Bylaws by special resolution.