

SOCIETIES ACT

BYLAWS
OF
NISGA'A VALLEY HEALTH AUTHORITY

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**BYLAWS
OF
NISGA'A VALLEY HEALTH AUTHORITY**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **"Act"** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **"Address of the Society"** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **"Board"** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (d) **"Board Resolution"** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (e) **"Bylaws"** means the bylaws of the Society as filed with the Registrar;
- (f) **"Chair"** means the Person elected to the office of chair of the Society in accordance with these Bylaws;
- (g) **"Chief Executive Officer"** or **"CEO"** means the Person, by whatever title he or she is called; appointed by the Board from time to time in accordance with Bylaw 11.1, with the duties set out in Bylaw 11.2;
- (h) **"Constitution"** means the constitution of the Society as filed with the Registrar;
- (i) **"Directors"** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **“Member”** means the Nisga’a Nation, as represented by the NLG Executive;
- (n) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (o) **“Nisga’a Citizen”** means a person who is or becomes a Nisga’a citizen under the *Nisga’a Citizenship Act*, NLGSR 2008/03, as amended from time to time, and whose Nisga’a citizenship has not been revoked or renounced under that Act;
- (p) **“Nisga’a Nation”** means the collectivity of those aboriginal people who share the language, culture, and laws of the Nisga’a Indians of the Nass Area, and their descendants;
- (q) **“NLG Executive”** means the Nisga’a Lisims Government Executive, as referred to in the *Nisga’a Constitution*;
- (r) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (s) **“Person”** means a natural person;

- (t) **"Previous Bylaws"** means the bylaws of the Society in force immediately prior to the coming into force of these Bylaws;
- (u) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (v) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (w) **"Secretary"** means a Person appointed to the office of secretary of the Society in accordance with these Bylaws;
- (x) **"Senior Manager"** means a Person appointed by the Board to exercise the Board's delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (y) **"Society"** means "NISGA'A VALLEY HEALTH AUTHORITY";
- (z) **"Special Resolution"** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (aa) **"Treasurer"** means a Person appointed to the office of treasurer of the Society in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1 Nisga'a Nation is Sole Member

The Nisga'a Nation, as represented by the NLG Executive, shall be the sole Member of the Society.

2.2 Transition of Previous Members

On the date these Bylaws come into force, each Person or Organization that is a member of the Society under the Previous Bylaws will be deemed to have resigned from membership effective that date.

2.3 Membership not Transferable

Membership is not transferable.

2.4 Rights of Membership

The Member's rights of membership will be exercised by the NLG Executive, on behalf of the Nisga'a Nation.

In addition to any rights conferred by the Act, the Member has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make motions at a General Meeting and to speak in debate on motions under consideration;
- (c) to exercise the sole vote on matters for determination at General Meetings;
- (d) to consent to business of the annual general meeting by resolutions in writing;
- (e) to appoint the Directors;
- (f) to appoint the Chair; and
- (g) to attend meetings of the Board or meetings of committees of the Society, on reasonable notice to the Board.

2.5 Dues

There will be no annual membership dues.

2.6 Standing of Members

The Member shall be deemed to be in good standing at all times.

2.7 Cessation of Membership

The Nisga'a Nation shall only cease as the Member by amendment of these Bylaws. The Member cannot be removed by Board Resolution or resolution of the Member.

2.8 Compliance with Constitution, Bylaws and Policies

The Member shall, at all times:

- (a) uphold the Constitution and comply with these Bylaws as amended from time to time; and
- (b) not hinder the purposes, aims and objects of the Society.

3. GENERAL MEETINGS

3.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

3.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

3.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Member in accordance with the Act.

3.5 Notice of General Meeting

The Society will, in accordance with Bylaw 16.1, send notice of every General Meeting to:

- (a) the Member, at its Registered Address;
- (b) each Director, at his or her Registered Address; and
- (c) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

3.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

3.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT GENERAL MEETINGS

4.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) consideration of the financial statements and the report of the auditor thereon, if any;
- (c) consideration of any Member proposals submitted in accordance with the Act;
- (d) the appointment of Directors, as necessary; and
- (e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

The business required at the annual general meeting may be consented to in writing by resolution of the Member, in accordance with the Act, in which case no annual general meeting will be held.

4.2 Attendance at General Meetings

In addition to the Member, the Directors and the Society's auditor, if any, the Member or the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests, each with at least two (2) days' notice to the other.

All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

4.3 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

4.4 Quorum

A quorum at a General Meeting is achieved if the Member, represented by at least one authorized representative of the NLG Executive, is present in person or by permitted Electronic Means.

No business, other than adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not achieved. If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

4.6 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chairperson.

4.7 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.9 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

5. DECISIONS OF THE MEMBER

5.1 Ordinary Resolution Sufficient

Except where a Special Resolution is required by the Act or these Bylaws, an Ordinary Resolution is sufficient to decide all matters for determination by the Member.

5.2 Entitlement to Vote

The Member is entitled to one (1) vote on all matters which, by the Act or these Bylaws, are for determination by Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

5.3 Voting Methods

Voting of the Member may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Voting by proxy is not permitted.

5.4 Member Resolutions in Writing

A resolution in writing signed by an authorized signatory of the NLG Executive will be deemed to be a resolution of the Member and will be binding to the same extent as if passed at a General Meeting.

6. DIRECTORS

6.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

6.2 Qualifications of Directors

Pursuant to the Act, a Person may not be appointed to serve, or continue to serve, as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not be appointed to serve, or continue to serve, as a Director if he or she:

- (e) is an employee of the Society or a contractor providing services to the Society with an annual aggregate value of \$5000 or more; or
- (f) is the spouse of a Person referred to in (e), above.

6.3 Composition of Board

The Board will be composed of a minimum of three (3) and a maximum of five (5) Directors, each of whom will be appointed by the Member in accordance with these Bylaws. At all times at least two (2) Directors must be Nisga'a Citizens.

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

6.4 Appointment of Directors

The Member may, from time to time by Ordinary Resolution, appoint qualified Persons as Directors, to a maximum of five (5) Directors serving at any given time. The Member may fill vacancies on the Board by this same method.

If at any time there are fewer Directors in total (or fewer Directors being Nisga'a Citizens) than is required by Bylaw 6.3, the Member will promptly appoint qualified Persons as required.

6.5 Transition of Directors' Terms

Notwithstanding Bylaw 6.3 and 6.4, above, each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected or appointed, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

6.6 Term of Directors

The term of office of Directors will normally be three (3) years. However, the Member may by Member Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Member in its discretion. Directors may be appointed for consecutive terms, without limit.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed. If, however, the Director was appointed other than at the annual general meeting his or her term of office will be deemed to have commenced at the close of the next annual general meeting.

6.7 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or

Persons previously appointed as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are appointed pursuant to Bylaw 6.4.

6.8 Removal of Director

The Member may remove a Director before the expiration of such Director's term of office by Special Resolution and may appoint a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

6.9 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 6.2;
- (d) upon his or her removal; or
- (e) upon his or her death.

7. POWERS AND RESPONSIBILITIES OF THE BOARD

7.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;

- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 7.2(a) to 7.2(c), act in accordance with these Bylaws.
- (e) Without limiting Bylaws 7.2(a) to 7.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

7.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

7.4 Remuneration of Directors and Officers and Reimbursement of Expenses

Subject to the Act, Directors may receive remuneration from the Society for acting in their capacity as Directors in accordance with the policies established by the Board and approved by the Member.

In addition, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

7.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

7.6 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

7.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

8. PROCEEDINGS OF THE BOARD

8.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

8.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

8.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

8.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

8.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

8.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

8.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

8.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

8.9 Chair of Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

8.10 Alternate Chair

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

8.11 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

8.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

9. DECISION MAKING AT BOARD MEETINGS

9.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

9.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

9.3 Entitlement to Vote

Subject to Bylaw 8.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

9.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

10. OFFICERS

10.1 Officers

The officers of the Society are the Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers in accordance with these Bylaws.

10.2 Appointment of Chair by Member

The Member shall, by Ordinary Resolution, appoint a Person as Chair and shall fill any vacancy of the Chair. The Chair must be a Director.

If the Person appointed is not already a Director, the appointment by the Member will be deemed to also appoint the Person as Director. Where this would result in more than the permitted number of Directors, the Member shall first remove a current Director before appointing a new Chair and Director.

Once appointed, the Chair shall serve as Chair for three (3) years, or such lesser term as determined by the Member in the appointing resolution.

10.3 Appointment of Other Officers

At each meeting of the Board immediately following an annual general meeting, the Board shall appoint the Secretary, Treasurer and any other officers, by Board Resolution. Other officers may be Directors but are not required to be Directors.

In the event of a disagreement between the Directors, the Board will hold an election and the candidate for each position receiving the highest number of votes cast will be deemed to be appointed by Board Resolution.

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 10.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

10.4 Removal of Chair

The Chair may be removed as an officer by Special Resolution.

Should the Chair be unable for any reason to complete his or her term, the Member will remove such officer from his or her office and will appoint a replacement without delay.

10.5 Replacement of Other Officers

Any other officer may be removed as an officer by Board Resolution.

Should an officer other than the Chair be unable for any reason to complete his or her term, the Board will remove such officer from his or her office and will appoint a replacement without delay.

10.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board. The Chair is an ex-officio member of all committees of the Board.

10.7 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

10.8 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

10.9 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

11. CHIEF EXECUTIVE OFFICER

11.1 Appointment of Chief Executive Officer

The Board shall, by Board Resolution, appoint a qualified Person as Chief Executive Officer and is responsible to oversee the CEO in the performance of his or her duties. The CEO shall be a Senior Manager and has the requirements and duties set out in the Act in that respect.

11.2 Duties of Chief Executive Officer

The CEO will be the chief of staff for the Society and shall, under the oversight of the Board, be responsible to manage the administration and operations of the Society.

The CEO shall direct and manage the Society's staff and administrative offices and shall regularly report to and advise the Board on all matters relevant to the affairs of the Society. The CEO will have such additional duties as may be determined by the Board.

11.3 Removal of Senior Manager

A Person may be removed as a Senior Manager by Board Resolution.

12. INDEMNIFICATION

12.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13. COMMITTEES

13.1 Creation and Delegation to Committees

The Board may create and dissolve such standing and special committees as may from time to time be required, provided that the Board shall not establish an executive committee. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

13.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

14. EXECUTION OF INSTRUMENTS

14.1 Seal

The Society may have a corporate seal but will not use the seal for the purpose of executing documents.

14.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

15. FINANCIAL MATTERS AND REPORTING

15.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

15.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.3 Restrictions on Borrowing Powers

The Member may by Ordinary Resolution restrict the borrowing powers of the Board.

15.4 Use of Profits

The purposes of the Society shall be carried out without purpose of gain to its members and any profits or other accretions to the Society shall be used for promoting its purposes. *This clause was previously unalterable.*

15.5 External Financial Review Required

The Society will conduct an annual audit or review of its annual financial statements and will annually appoint an auditor with the qualifications required by the Act.

The decision whether to conduct an audit or a review engagement may be determined by Board Resolution or by Ordinary Resolution.

15.6 Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

15.7 Vacancy in Auditor

Except as provided in Bylaw 15.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

15.8 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

15.9 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

15.10 Auditor's Report

The auditor must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

15.11 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

16. NOTICE GENERALLY

16.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

16.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Dissolution

In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to the Nisga'a Nation to be donated to another charitable organization. ***This clause was previously unalterable.***

If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other Nisga'a organization, provided however that any such organization referred to in this paragraph shall be a registered charity in the Nisga'a Valley as recognized by the Canada Customs and Revenue Agency and qualified as such under the provisions of the Income Tax Act of Canada from time to time. ***This clause was previously unalterable.***

17.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

The Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the documents and records of the Society set out in the Act for the inspection of members, at the Address of the Society during the Society's normal business hours.

Copies of documents which a Member is allowed to inspect must be provided on request by the Member within fourteen (14) days of the request, for a document that does not exceed the limits prescribed in the Act.

17.3 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

17.4 Reporting Society Provisions

Schedule A to these Bylaws forms part of these Bylaws and is included because the Society was a "reporting society" under the previous Society Act.

18. BYLAWS

18.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, 2017.

**SCHEDULE A -
REPORTING SOCIETY PROVISIONS**

Auditor

- 1 The Society must have an auditor.

Requirements for changing auditor

- 2 At an annual general meeting, a resolution appointing an auditor, other than the incumbent auditor, must not be proposed unless
- (a) the incumbent auditor has declined reappointment, or
 - (b) at least 14 days' written notice of the proposed resolution has been given to
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent auditor.

Comparative financial statements

- 3 The financial statements of the Society must be prepared as comparative financial statements relating separately to
- (a) the period determined under section 35 (2) of the *Societies Act*, and
 - (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

- 4 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

Providing financial statements and auditor's report to auditor and members

- 5 At least 10 days before the date of each annual general meeting, the Society must send to the auditor and to each member a copy of
- (a) the financial statements that are to be presented at the meeting, and
 - (b) the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Providing financial statements and auditor's report to security holder

- 6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the auditor's report, as defined in section 1 of the *Societies Act*, on those financial statements.

