



BYLAW ALTERATION APPLICATION

BC Society • Societies Act

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Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **GITXSAN CHILD & FAMILY SERVICES SOCIETY**

Incorporation Number: S0039938

Business Number: 86264 9241 BC0001

Filed Date and Time: July 30, 2020 04:03 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: July 29, 2020

Our Society is altering a provision that was either a previously unalterable provision or a reporting society provision.

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, James Woodworth, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page



Gitxsan Child & Family Services Society

Bylaws August 31, 2018



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1 INTERPRETATION

1.1 DEFINITIONS

In these bylaws, unless the context otherwise requires,

“Annual Report” means the report that must be filed with the Registrar within 30 days of the Annual General Meeting.

“Annual General Meeting (AGM)” means the annual meeting of the members of the Society that the Society is required to convene once every calendar year and within six months of the end of the financial year.

“Ayookw” means our way of being and living in a good way acknowledged and passed down from our ancestors and guided by our language, laws, and traditions.

“Board” means the Gitxsan Child and Family Services Society Board of Directors as appointed and elected in accordance with these bylaws

“Board report” or **“Directors’ report”** means the report given by the President at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.

“Bylaws” means these bylaws and any changes approved by the members by special resolution and registered on the Registrars’ system.

“Constitution” means the constitution and any changes approved by the Members by special resolution and filed with the Registrar.

“Director” means Members who have become directors, and have not ceased to be directors, in accordance with these bylaws.

“Extraordinary General Meeting” means a meeting of the members of the Society that is called between Annual General Meetings to deal with urgent matters that require the members’ approval.

“General Meeting” means a meeting of the members of the Society.

“Indian Band” means a Band as defined by the *Indian Act*, R.S.C. 1985, c. I-5 and all amendments to it.

“Mailing Address” means the registered office mailing address as set out in the society’s statement of directors and registered office.

“Member” means persons who have become members of the Society, and have not ceased to be members, in accordance with these bylaws.



“Member Community” means an Indian Band that has applied and been accepted by the directors as a Member Community of the Society, has executed the required Protocol Agreement, and has not withdrawn from the Society, under these bylaws.

“Member in good standing” means a member who has complied with the obligations of membership.

“Officer” means those persons who have become officers, and have not ceased to be officers, in accordance with these bylaws.

“Ordinary Resolution” means a resolution that is:

- (a) passed in a general meeting by a simple majority of the votes cast in person or by any other means permitted in these bylaws; or
- (b) consented to in writing by 2/3 of the voting members.

“President” means the person elected by the other directors to chair the Board of Directors.

“Protocol Agreement” means the agreement signed by the Member Community upon being accepted by the directors as a Member Community of the Society, setting out the rights and obligations of the parties.

“Quorum” means the minimum number of members required to transact business at a general meeting or the minimum number of directors required to transact business at a board meeting.

“Register of Directors” means the list of the directors including their names and contact information.

“Registrar” means the Registrar of Companies of the Province of British Columbia.

“Registered Address” of a member means the member’s address as recorded in the register of members.

“Senior Manager” means the person, with the title of Executive Director, who is engaged by the Board to manage the activities and internal affairs of the Society

“Society” means the Gitxsan Child and Family Services Society.

“Societies Act” means the *Societies Act*, S.B.C. 2015 c.18 and all amendments to it.

“Special Business” means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting; and
- (b) any business conducted at an Annual General Meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing



the auditor's report (if any), electing directors, and appointing an auditor (if required).

"Special Resolution" means a resolution that is:

- (a) passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by any other means permitted in these bylaws;
- (b) consented to in writing by all of the voting members; and
- (c) cast in accordance with these bylaws.

"Statement of Directors and Registered Office" means the statement filed with the Registrar that sets out:

- (a) the Directors' full names and addresses; and
- (b) the Society's delivery address and mailing address.

"Unalterable Provision" means a provision that under the *Society Act* and in the previous constitution could not be altered but which, after transitioning onto the Registrars' system, is alterable.

"Voting Members" means Individual Members in good standing who have the right to participate in consensus decision-making and vote in accordance with these bylaws.

"Withdrawing Community" means a Member Community that has withdrawn from the Society under these bylaws and has ceased to be a Member Community.

1.2 GRAMMAR

If a word is used in the plural, where it makes sense, it also means the singular.

Wherever possible inclusive pronouns have been used.



2 MEMBERSHIP

2.1 MEMBER COMMUNITY

2.1.1 Qualifying for membership

An Indian Band, present on the Gitxsan Service area as defined in the Delegated Enabling Agreement, may qualify to be a Member Community.

2.1.2 Applying to be a Member Community

Indian Bands that wish to apply to be a Member Community of the Gitxsan Child & Family Services Society must:

- (a) execute the required Protocol Agreement;
- (b) agree to comply with these bylaws; and
- (c) be approved by the directors.

2.1.3 Obligations: Protocol Agreement

Every Member Community will act in accordance with its respective Protocol Agreement and with these bylaws.

2.1.4 Rights: representation from Member Community

Each Member Community is entitled to be represented by one (1) director, or such greater number as may be determined from time to time by special resolution of the Members under these bylaws.

2.2 INDIVIDUAL MEMBERS

The Members of the Society are the applicants for the incorporation of the Society, and those persons who subsequently have become Members in accordance with these bylaws and, in either case, have not ceased to be Members.

2.2.1 Qualifying for membership

- (a) Persons who wish to apply to the Society for membership will apply under one of the following categories:
 - (i) A person who is a member of an Indian Band which is included in the definition of Member Community in these bylaws; or
 - (ii) A person who lives on a reserve of an Indian Band which is included in the definition of Member Community in these bylaws;



(b) Members must:

- (i) be 19 years of age or over;
- (ii) meet the criteria set out in section 2.2.2 (a) and (b);
- (iii) may not be in on-going, active legal proceedings against the Society; and
- (iv) may not have been an employee of the Gitxsan Child & Family Services Society within the past 24 months.

2.2.2 Applying for membership

- (a) Any person wishing to apply for membership in the Society will complete an application for membership in the form approved by the directors from time to time and submit it to the directors for consideration.
- (b) For the application for membership, a person will be considered to belong to the Indian Band that they are a registered member of, or that they reside on a reserve of.
- (c) Any dispute which arises in relation to the provisions of subsection (b) will be resolved by the directors.

2.2.3 Rights and Obligations of Membership

2.2.3.1 Member rights

For the purposes of these bylaws, membership, and the nomination and election of a director and representation by a director: Members will be considered to belong to the Member Community that they are registered with, or that they reside on a reserve of, as indicated on their application form for membership.

Every member in good standing may:

- (a) attend regular and special general meeting of the Society;
- (b) stand for office on the Board of Directors;
- (c) make decisions at meetings using the consensus decision-making process;
- (d) requisition meetings;
- (e) present proposals to the Board of Directors at the Annual General Meeting;
- (f) receive information about society programs and activities;
- (g) receive advice and support related to child and family well being programs; and



- (h) on being admitted to membership, Members are is entitled to and the Society will give them, without charge, a copy of the Constitution and Bylaws of the Society.

2.2.3.2 Individual member obligations

Every member:

- (a) must uphold the Constitution and comply with these bylaws; and
- (b) must live in alignment with the Gitxsan Ayookw.

2.2.3.3 Individual member dues

The amount of the first annual membership dues, if any, will be determined by the directors and thereafter the annual membership dues, if any, will be determined at the annual general meeting of the Society.

2.2.4 Duration of membership

Membership is valid for one calendar year and must be renewed at least 30 days in advance of the Annual General Meeting.

2.2.5 Member in good standing

All Members are in good standing except Members who have failed to:

- (a) uphold the Society Constitution and Bylaws, and the Gitxsan Ayookw; or
- (b) pay their current annual membership fee or any kind of debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

2.2.6 Ceasing to be a member

A person will cease to be a Member of the Society:

- (a) by delivering their resignation in writing to the Secretary-Treasurer of the Society or by mailing or delivering it to the address of the Society;
- (b) upon the Member Community to which they belong becoming a Withdrawing Community;
- (c) on their death;
- (d) on being expelled; or
- (e) on having been a Member not in good standing. for twelve (12) consecutive months.

2.2.7 Expelling a member

- (a) A member may be expelled by:



- (i) a special resolution of the members at any general meeting of the Society; or
 - (ii) unanimous resolution of the board of directors if the member is deemed by the board to be acting:
 - adversely to the best interest of the Society;
 - contrary to the Constitution; or
 - not in compliance with these bylaws.
- (b) Members must be given 14 days' notice of the proposed special resolution to expel them and the reasons for such proposed expulsion.
- (c) The Member who is the subject of the proposed expulsion described in subsection 2.2.7 (a) and (b) will be given an opportunity to be heard at the general meeting or meeting of the Board of Directors, as the case may be, before the resolution is put to a decision.
- (d) The Member who is the subject of the proposed expulsion may not be present when the decision is made.
- (e) The decision, by the members, to expel a member:
- (iii) may be taken only when a quorum is present at the general meeting;
 - (iv) must include representative members from all Member Communities as outlined in section 3.3.1 (b); and
 - (v) the vote will be by ballot.

3 MEETINGS OF MEMBERS

There are two kinds of general meetings of the Members:

- (a) the Annual General Meeting; and
- (b) Extraordinary General Meetings.

3.1 GENERAL MEETINGS

- (a) General meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the directors decide.
- (b) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (c) The directors may, whenever they think fit, convene an extraordinary general meeting.



3.2 NOTICE OF GENERAL MEETINGS

- (a) Notice of a general meeting will specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business
- (b) Unless a person who is a Member gives written notice to the Directors that they wish to always be notified personally or by mail to their registered address, notice may be provided to such Members by means of a notice or notices posted in a prominent position in each Member Community.
- (c) A notice sent by mail will be deemed to have been given on the second day following that on which the notice is posted, and providing that notice has been given it is enough to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- (d) Notice of a general meeting will be given to:
 - (i) every Member shown on the register of Members on the day notice is given; and
 - (ii) the auditor, if applicable.
- (e) No other person is entitled to receive notice of the general meeting.
- (f) The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any of the Members entitled to receive notice, does not invalidate proceedings at the meeting.

3.3 CONDUCT OF GENERAL MEETINGS

3.3.1 Quorum for general meetings

- (a) quorum for general meetings is 15 Members present or such greater number as the members may determine at a general meeting; and
- (b) there must be with at least **three** (3) Members in Good Standing from each of the Member Communities.
- (c) if there is no quorum within 60 minutes from the time appointed for the general meeting, the meeting:
 - (i) if convened on the requisition of Members, will be terminated;
 - (ii) if convened in any other case, will stand adjourned to the same day in the next week, at the same time and in the same place.
 - (iii) If at the adjourned meeting, within 60 minutes of the start time of the meeting from the time appointed for the meeting, the voting Members present will constitute quorum.



3.3.2 Order of business at general meetings

(a) The order of business is:

- (i) electing a chair if necessary;
- (ii) determining that there is a quorum;
- (iii) approving the agenda; and
- (iv) dealing with unfinished business from the previous general meeting;

(a) All general meetings conclude with:

- (i) dealing with special business included in the notice calling the meeting; and
- (ii) adjourning the meeting.

(b) No business, other than the appointment of a chairperson and the adjournment of termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

(c) 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.

3.3.3 Chairing general meetings

(a) the President, Vice-President, or in the absence of both, one of the other directors, will preside as Chairperson of a general meeting.

(b) If at a general meeting:

(a) there is no president, vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or

(iii) the President and all the other directors present are unwilling to act as chairperson, the Members present will choose one of their members to be chairperson.

3.3.4 Participating in general meetings

All Members in good standing:

- (a) have the right to attend all general meetings;
- (a) may participate in the proceedings;
- (b) may participate in the consensus decision-making process; and
- (c) may vote where a final vote is required.



3.3.5 Decision-making at general meetings

- (a) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (b) Questions arising at any meeting of the Members will be presented as a motion and decided by a vote.
- (c) A Member in good standing present at a meeting of Members is entitled to one vote.
- (d) Voting is by a show of hands unless the Members decide otherwise or as otherwise expressly set out in these bylaws;
- (e) If there is a tie vote, the motion will be considered defeated.

3.3.5.1 Proxies

Voting by proxy is not permitted.

3.3.5.2 Decision results

The President must announce the outcome of each consensus decision or vote.

The Secretary-Treasurer will record the motion and results in the minutes of the meeting.

3.3.6 Adjourning general meetings

- (a) A general meeting may be adjourned from time to time and from place to place.
- (b) No business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- (d) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

3.4 ANNUAL GENERAL MEETINGS

The first annual general meeting of the Society will be held not more than fifteen (15) months after the date of incorporation.

Thereafter, an annual general meeting will be held once per calendar year and within six (6) months of the end of the financial year end.

3.4.1 Ordinary business

Ordinary business at the Annual General Meeting is:

- (a) adopting the rules of order;
- (b) approving the minutes of the last annual general meeting;



- (c) considering the financial statements;
- (d) considering the auditor's report, if any;
- (e) receiving of reports of the directors;
- (f) electing or appointing directors;
- (g) appointing the auditor, if required; and
- (h) addressing business as, under these bylaws, ought to be transacted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

3.4.2 Proposing items for general meetings

Members may propose items to be included in the agenda for the annual general meeting. The proposal must:

- (a) be submitted by a minimum of 5% of the voting Members, and not fewer than two (2) members;
- (a) include the names and signatures of the members making the proposal;
- (b) include one statement in support of the proposal to be included in the meeting notice;
- (c) include a description on the proposal that together with the statement for the notice does not exceed 200 words; and.
- (d) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

3.5 EXTRAORDINARY GENERAL MEETINGS

All business at an extraordinary general meeting is Special Business except the adoption of rules of order.

3.5.1 Called by the board

The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and
- (d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.



3.5.2 Requisitioned by members

Voting Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least 10% of the voting members;
- (b) must include voting members from all Member Communities;
- (c) must show the names and signatures of the requisitionists;
- (d) must state the business to be discussed in no more than 200 words, including any special resolution the requisitionists wish to have considered;
- (e) may be made in a single record or may be several records in similar form;
- (f) must be delivered to the Society's registered address; and
- (g) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

4 DIRECTORS

4.1 QUALIFICATIONS

A director:

- (a) must be at least age 19;
- (b) has not been found to be incapable of managing their own affairs by any court in Canada or elsewhere;
- (c) is not an undischarged bankrupt;
- (d) has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise
 - (ii) 5 years have elapsed since the last to occur of

- the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - the imposition of a fine,
 - the end of the term of imprisonment, and
 - the end of the term of any probation, or
- (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect:
- (e) does not have a criminal record involving assault or an offence against children;
 - (f) has signed the **Code of Conduct** requirements contained in the Delegation Enabling Agreement;
 - (g) is a Gitxsan citizen from a Member Community;
 - (h) is an individual member of the Society;
 - (i) is a resident in the Gitxsan Service Area as defined in the Delegation Enabling Agreement;
 - (j) has agreed in writing to the support the Society and represent their community as defined in the director job description; and
 - (k) has agreed in writing, prior to election or appointment, that they are qualified and willing to serve on the Board; and
 - (l) does not hold political office in any government or Indigenous political organization.

A director must resign immediately if at any point they cease to be qualified.

4.2 ELECTION OR APPOINTMENT OF DIRECTORS

4.2.1 Representation

Each Member Community is entitled to be represented by one (1) directors, or such greater number as may be determined from time to time by special resolution of the Members (so long as each Member Community is represented by an equal number of directors should the number of directors be increased).

4.2.2 Nominating and voting

Members are entitled to nominate and vote only for the office of the director who is being elected to represent the Member Community in which they are registered.



Members nominated and elected as directors must meet the qualifications as outlined in section 4.1 of these bylaws.

4.2.3 Number and terms of directors

- (a) There will be between three (3) and five (5) directors. At no time will there be fewer than three (3) directors
- (b) The minimum term for directors will be three (3) years.

4.2.4 Nominations and elections

- (a) Separate elections must be held for each director position to be filled, in accordance with Director Election Schedule found in the Governance Policy Manual.
- (b) When the term of a chosen director has expired, the appropriate Member Community will choose a person to serve as a director of the Society.
- (c) Members who are members, or reside on a reserve, of a Member Community will choose a director (or directors) to serve with respect to the Member Community that they are registered with, and:
 - (i) nominations of the director candidates will be made in accordance with the Director Qualifications outlined in these bylaws;
 - (ii) elections of the directors will be made in accordance with the Director Elections process outlined in the Governance Policy Manual; and
 - (iii) if there is more than one (1) candidate for each director position allotted to a Member Community by these bylaws, the members who are registered with that Member Community will choose a director for each position by election.

4.3 ELECTION OR APPOINTMENT OF OFFICERS

- (a) The Officers are the:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary-Treasurer
- (b) The Board elects the Officers from among the Directors at the first meeting after the Annual General Meeting.

4.4 TERMS OF OFFICE

4.4.1 Director election or appointment

- (a) Directors are elected by the Members at the Annual General Meeting
- (b) Terms of directors are staggered.



- (c) Directors hold office for three (3) years.
- (d) Directors whose term expires in a given year will retire from office at the annual general meeting when their successors are elected.
- (e) Directors previously nominator, appointed or elected may be re-nominated.
- (f) If no successor is elected, the person previously elected continues to hold office.

4.4.2 Filling a vacant director position

- (a) The position is vacant when the director:
 - (i) resigns from the office;
 - (ii) resigns or is deemed to have resigned from the board;
 - (iii) is removed from office;
 - (iv) ceases to be a member; or
 - (v) dies.
- (b) The Directors may appoint another member to fill a vacant position until the next following annual general meeting of the Society.
- (c) For greater certainty, when a power is exercised pursuant to section 4.4.2 (a) to appoint a replacement director:
 - (vi) the directors will make best efforts to ensure that the new appointment has the confidence of the Member Community which chose the director being replaced and the directors may, among other things, consult with Members who are registered with that Member Community; and
 - (vii) any person being considered for appointment must be chosen in accordance with the Director Qualifications as outlined in these bylaws.

4.4.3 Officer election or appointment

- (a) The Board elects the Officers at the first meeting following the Annual General Meeting:
- (b) Officers will serve in the appointed role for one (1) year from the date of election or appointment, at which time their successor may be elected or appointed.
- (c) Officers may be re-elected.

4.4.4 Filling a vacant officer position

An Officer position becomes vacant when:

- (a) the term of office expires;
- (b) the officer:
 - (i) resigns from the office;



- (ii) resigns or is deemed to have resigned from the board;
 - (iii) ceases to be a member of the society; or
 - (iv) dies;
- (c) the director is removed from office by the Board.

The Board may appoint another member to fill the vacant office until:

- (a) the end of the term of the original Officer; or
- (b) their successor is elected.

4.5 RESIGNATION

4.5.1 Director resignation

- (a) A Director who intends to resign:
 - (i) must do so in writing; and
 - (ii) must stipulate whether the resignation will take effect:
 - when the Society receives the resignation;
 - on a specified date; or
 - on the occurrence of a specified event.

4.5.2 Deemed resignations

- (a) A director is deemed to have resigned from the Board if they do not attend:
 - (i) three consecutive monthly meetings without a reason acceptable to the Board; or
 - (ii) 50% of the board meetings in any consecutive 12-month period.
- (b) A director is deemed to have resigned from the Board if they no longer reside in the Member Community from which they were elected.
- (c) The deemed resignations outlined in sections 4.5.2 (a) and (b) are considered a vacancy and may filled according to section 4.4.2.

4.6 REMOVAL OF DIRECTORS

4.6.1 Removal of a director due to eligibility

- (a) A director will be removed from the Board of Directors upon the Member Community, from which they were elected, becomes a Withdrawing Community.



- (b) The removal of a director under subsection 4.6.1 (a) will not be considered a vacancy and will not be filled by appointment by the directors or by way of an election by the Members.

4.6.2 Progressive discipline

The Board may implement a process for progressive discipline and removal to address conduct by a director that the Board believes is harmful to the interests of the Society.

- (a) In such a case, the Board will:
 - (i) establish the grounds for disciplining or expelling a director;
 - (ii) stipulate conditions and terms for modifying behaviours;
 - (iii) stipulate the conditions under which sanctions or other disciplinary actions may be lifted;
 - (iv) stipulate the conditions under which an application for reinstatement of the director may be considered.
- (b) The Board, to determine the appropriate action with respect to the Director, may:
 - (i) hold a hearing; and / or
 - (ii) refer the matter to the membership.
- (c) The Board will provide the Director with:
 - (i) not less than 14 calendar days' written notice of the time and place of the Board hearing;
 - (ii) the reason(s) for the proposed discipline; and
 - (iii) the opportunity for the director to speak to at the Board or to provide a written submission before the Board votes on the resolution.
- (d) The Director may appeal the decision to expel to the Gitxsan Child and Family Services Society members registered with the corresponding Member Community. The appellant:
 - (i) may present a written statement (not to exceed 200 words) or may speak to the Membership; but
 - (ii) may not be present during the discussion or vote.
- (e) The Members will vote by ballot on a special resolution to uphold or overturn the Board's decision to remove the Director.

4.6.3 Members remove director

- (a) The members can remove directors from office by special resolution for:



- (i) conduct which, in the Members' sole discretion, is harmful to the interests of the Society; and
 - (ii) may, by ordinary resolution, elect another member to serve as director for the balance of the term of the removed director.
- (b) The Board must give the Director:
- (i) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
 - (ii) the reason(s) for the proposed expulsion;
 - (iii) the opportunity to speak to at the general meeting and / or provide a written submission before the Members votes on the resolution.
- (c) The appellant:
- (i) may present a short, written statement (max 200 words) or may speak to the Membership; but
 - (ii) may not be present during the discussion or vote.
- (d) The Members will vote by ballot.

4.7 DUTY OF DIRECTORS

The Directors may exercise all the powers and do all the acts and things that 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 Society in a general meeting but subject, nevertheless to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with the bylaws which are made from to time by the Members in a general meeting.

4.7.1 Fiduciary duties

- (a) The Directors must:
- (i) act honestly and in good faith with a view to the best interests of the society;
 - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
 - (iii) act in accordance with this Act and the regulations; and



- (iv) subject to sections (i) to (iii), act in accordance with these bylaws.
- (b) Without limiting the above, Directors must act with a view to the Society's Purpose.
- (c) Nothing in a contract or the bylaws of a society relieves a Director from:
 - (i) the duty to act in accordance with this Act and the regulations; or
 - (ii) liability for any negligence, default, breach of duty or breach of trust.

4.7.2 Director remuneration

No director will be remunerated in any capacity for being or acting as a director, however directors may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

The society will not alter or delete this bylaw without first obtaining written consent from the British Columbia Housing Management Commission.

4.7.3 Validity of acts

- (a) No rule made by the Members at a general meeting invalidates a prior act of the Directors that would have been valid had that rule not been made.
- (b) A director's act is not invalid merely because of a defect in how the Director was elected or appointed.
- (c) The Society acts are not invalid merely because there are fewer directors than the required number.

4.7.4 Conflict of interest

- (a) A conflict of interest could arise if a director or officer has a direct or indirect material interest in:
 - (i) an actual or proposed purchase order, contract or transaction; or
 - (ii) a matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director or officer.
- (b) The Director or Officer
 - (i) must disclose fully and promptly to the other directors the nature and extent of the interest;
 - (ii) abstain from voting on the contract, transaction or matter under consideration;
 - (iii) leave the directors' meeting, if any, when the issue is discussed;



- (iv) may be present to provide information; and
 - (v) must not act in any way to influence the discussion or vote.
- (c) The conflict of interest must be recorded in:
- (i) the minutes of the Board meeting where the conflict of interest was disclosed; or
 - (ii) the consent resolution of directors with respect to the conflict of interest.
- (d) A director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:
- (i) a board resolution, or
 - (ii) a special resolution by the members.

4.7.4.1 Disclosure of conflict

Directors referred to in section 4.7.4 will account to the Society for any profit made as a consequence of the Society entering or performing the proposed contract or transaction,

- (a) unless:
- (i) they disclose their interest as required by section 4.7.4 (a);
 - (ii) after their disclosure, the proposed contract or transaction is approved by the Directors; and
 - (iii) they abstain from voting on the approval of the proposed contract or transaction; or
- (b) unless
- (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into; and
 - (ii) after full disclosure of the nature and extent of their interest in the contract or transaction it is approved by special resolution.

4.7.4.2 Quorum following the disclosure of conflict of interest

A director referred to section 4.7.4.1 will be counted in quorum at a meeting of directors of which the proposed contract or transaction was approved.

4.8 PROTECTION OF DIRECTORS

4.8.1 Indemnification

The Society will indemnify a director or former director of the Society, and their heirs and personal representatives, against all costs, charges, and expenses, including an amount



paid to settle an action or satisfy a judgement, actually and reasonably incurred by them, in a civil, criminal, or administrative action or proceeding to which they are made a party by reason of being or having been a director, including an action brought by the Society, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

4.8.2 Insurance

The Society will purchase and maintain insurance to protect directors and the senior manager against any liability that may be incurred by having been a director.

5 BOARD OF DIRECTORS

5.1 RESPONSIBILITY

The Board:

- (a) manages or oversees the management of the Society's activities and internal affairs; and
- (b) has the power to deal with all business of the Society between general meetings.

5.2 COMPOSITION

The Board is composed of elected and appointed directors from each Member Community.

5.3 DUTIES OF OFFICERS

5.3.1 President

The President will preside at all meetings of the Society and of the directors.

5.3.2 Vice-President

The Vice-President will carry out the duties of the President during his absence.

5.3.3 Secretary-Treasurer

The Secretary-Treasurer will:

- (a) conduct the correspondence of the Board and of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all the meetings of the Society and Directors;



- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members, including current mailing addresses for all members;
- (g) submit all documents as required by the Registrar;
- (h) keep such financial records, including books of account, as are necessary to comply with the Societies Act, receive all monies paid to the Society, and be responsible for the payment of same into such bank as the directors may order; and
- (i) render financial statements to the Directors, members and others when required and prepare for submission to the annual meeting a statement of the financial position of the Society.

5.3.4 Absence of the Secretary

In the absence of the Secretary from a meeting, the Directors will appoint another person to act as secretary at the meeting.

5.4 MEETINGS

- (a) The board must meet not less than eight (8) times in any year, not including the annual general meeting of the Society.
- (b) Subject to section 5.4 (a) the Directors may meet together:
 - (i) at such places as they see fit for the dispatch of business; and
 - (ii) adjourn and other wise regulate meetings as proceedings as they see fit.
- (c) Directors may participate in meetings by means of telephone provided all participates can hear each other, and in so doing, will be considered part of quorum.
- (d) A director may at any time, and the Secretary, on the request of a director, will convene a meeting of the Directors.
- (e) Directors may pass resolutions without a meeting if all directors consent to the resolution in writing.

5.4.1 Notice of meetings

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not



necessary to file notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the Directors is present.

5.4.2 Waiver of Notice

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

- (a) no notice of meetings of directors will be sent to that director, and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that director will, if a quorum of the Directors is present, be valid and effective.

5.4.3 Temporary absence of a director

A director who may be unable to participate in the work of the Society for a period of time due to illness or other responsibilities will notify the Society if the period of absence may exceed sixty (60) days, and the Society will then notify the Members who chose the Director and leave it to their discretion whether they wish to choose another director to replace the Director who will be absent.

5.4.4 Quorum

Quorum for Board meetings is a simple majority: 50% plus one of the Directors.

5.4.5 Chairperson

- (a) The President will be chairperson of all meetings of the Directors.
- (b) If at any meeting of directors, the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President will act as chairperson.
- (c) If neither the President or Vice-President is present, the Directors present may choose one of their members to be chairperson of the meeting.

5.5 COMMITTEES

- (a) The Directors may delegate any, but not all, of their powers to committees consisting of
 - (i) such director or directors as they think fit; or
 - (ii) one or more directors and such members and other persons as they think fit; and
 - (iii) the Directors will, at the time of delegating powers to a committee, choose the chairperson of the committee who will be a director.



- (b) The standing committees are the: Executive Committee; Finance/Audit Committee; and Personnel Committee.
- (c) From time to time the Board may create *ad hoc* committees or task groups to complete specific work within specific periods of time.

5.5.1 Actions of committees

- (a) Terms of Reference for all committees will be developed and approved by the Board and housed in the Governance Policy Manual.
- (b) A committee so formed in the exercise of the powers so delegated will conform to any rules that may from time to time be imposed on it by the directors.
- (c) Committees may make recommendations to the board in accordance with their terms of reference.

5.5.2 Committee meetings

- (a) The members of a committee may meet and adjourn as they think proper.
- (b) If at any committee meeting the Chairperson is not present within thirty (30) minutes after the time appointed for the holding the meeting, those present who are members of the committee will choose one of their number to be chairman of the meeting.

5.6 DECISION MAKING

- (a) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- (b) Questions arising at any meeting of the directors or committee of directors will be presented as a motion and decided by a vote.
- (c) If there is a tie vote, the resolution will be considered defeated.
- (d) A resolution in writing, signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

6 WITHDRAWING COMMUNITY

A Member Community wishing to withdraw from the Society must do so in accordance with these bylaws and the executed Protocol Agreement. A withdrawal is not effective until such time as this compliance is complete.



6.1 MEMBER COMMUNITY WITHDRAWAL PROCESS

A Member Community wishing to withdraw from the Gitxsan Child & Family Services Society must provide **18 months** advance written notice to the Society, the Board of Directors, and the relevant government agencies (“Written Notice”).

6.1.1 Written Notice:

The Written Notice must include:

- (a) The name of the Member Community;
- (b) The intent to terminate membership;
- (c) The intended effective date of the withdrawal (the “Effective Date”).

6.1.2 Referendum

- (a) At least **12 months** prior to the Effective Date a Member Community must host a referendum seeking approval of its members to withdraw from the Society (the “Referendum”);
- (b) Provide its members with 30 days written notice of the Referendum, specifying the intention to propose the withdrawal (the “Notice”). The Notice must include:
 - (i) The background information and rationale for withdrawal;
 - (ii) Effects of the withdrawal including:
 - 1. any services that the Member Community and its members would no longer receive from the Society;
 - 2. that its members would cease to be Members and directors of the Society;
 - 3. that they would no longer be entitled to be represented by a director in the Society.
 - (iii) Alternatives to programs and services otherwise delivered by the Society, if any; and
 - (iv) The date of the Referendum.
- (c) Obtain at least 75% of the votes approving withdrawal, of those members of the Member Community who, being entitled to do so, vote in person at the referendum.



6.1.3 Band Council Resolution (BCR)

- (a) At least **one (1) year** prior to the Effective Date the Member Community must pass a duly signed Band Council Resolution (BCR) endorsing its withdrawal from the Society; and
- (b) Submit the BCR to the Society, the Board of Directors, and the relevant government agencies.
- (c) The Band Council Resolution must confirm its understanding that the Member Community and its members:
 - (i) will no longer receive funds on behalf of the Withdrawing Community;
 - (ii) will no longer receive services from the Society;
 - (iii) will no longer be members or directors of the Society;
 - (iv) will be responsible for its own health programs, and child and family services, in conjunction with the relevant government agency.



6.1.4 Deemed a Withdrawing Community

A Member Community is deemed a Withdrawing Community on the Effective Date when it complies with:

- (a) all the requirements of these bylaws; and
- (b) its executed Protocol Agreement.

6.1.5 Member Funding

A Member Community will not cause funding, under its Protocol Agreement with the Society to cease or decrease until the Member Community has complied with:

- (a) these bylaws;
- (b) its executed Protocol Agreement; and
- (c) is a Withdrawing Community.

7 SOCIETY ADMINISTRATION

7.1 SENIOR MANAGER

The Board:

- (a) will employ a senior manager, to be known as the Executive Director to manage the Society's day-to-day operational activities and internal affairs;
- (b) must ensure that the Executive Director meets the same qualifications as the Directors found in section 4.1 (a) to (f) both when the person is hired and during the entire time of employment; and
- (c) will provide the Executive Director with the same protections as provided for the directors outlined in sections 4.8.1 and 4.8.2 of these bylaws.

The Senior Manager (Executive Director):

- (a) must adhere to the same provisions as those outlined in these bylaws related to: Director Qualification, section 4.1 (a) to (f) and Duties of Directors sections 4.7 and 4.7.1; and
- (b) may receive the same protections as those outlined in Protection of Directors sections 4.8.1 and 4.8.2 of these bylaws.



8 FINANCE

8.1.1 Financial year

The financial year is from April 1 to March 31.

8.1.2 Borrowing powers

- (a) In order to carry out the purposes of the Society, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case will debentures be issued without the sanction of a special resolution of the Society.
- (b) Subject to the requirements of the special resolution for the issuance of the debentures as described in section 8.1.2 (a), the members may by special resolution allow the directors to exercise the other borrowing powers described in section 8.1.2 (a), but such permission expires at the next annual general meeting unless it is then renewed.

8.1.3 Audit of accounts

- (a) This Part applies only where the Society is required or has resolved to have an auditor.
 - (i) The first auditor will be appointed by the directors who will also fill all vacancies occurring in the office of auditor.
 - (ii) At each annual general meeting the Society will appoint an auditor to hold office until they are re-elected, or their successor is elected at the next annual general meeting.
 - (iii) An auditor may be removed by ordinary resolution.
- (b) An auditor will be informed forthwith in writing of appointment or removal.
- (c) No director or employee of the Society, or immediate family member of a Society director or employee, will be an auditor.
- (d) The auditor may attend general meetings.

8.1.4 Seal

- (a) The Directors may provide a common seal for the Society and they will have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- (b) The common seal will be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution



or if no persons are prescribed, in the presence of the President and Secretary-Treasurer.

9 SOCIETY RECORDS

9.1 RECORDS TO BE KEPT

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

9.1.1 Records related to the society's formation and structure

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;
- (b) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
- (d) orders from any:
 - (i) court or tribunal, and
 - (ii) government body, agency or official;
- (e) the register of directors with their contact information;
- (f) consents to act as director, declarations of conflict of interest and resignations;
- (g) disclosures of interest by directors or the Chief Executive Officer;
- (h) register of members, by classes of members with contact information;
- (i) the minutes of general meetings, including the text of each ordinary and special resolution passed;
- (j) consents to resolutions received from members in the case of consent resolutions;
- (k) the financial statements; and
- (l) the auditor's reports.



9.1.2 Records of the society's operations

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including
 - (i) a list of the directors present, and
 - (ii) the text of each ordinary and special resolution passed at the meeting;
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

9.2 DISPOSAL OF RECORDS

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

9.3 LOCATION OF RECORDS

The Society will keep non-electronic and electronic records at the Society's registered office.

The Directors may approve other location(s) at which some or all of the records may be kept.

If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

9.4 MAINTENANCE OF RECORDS

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

9.5 INSPECTION OF RECORDS

The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.



9.5.1 Directors

Directors may, without charge, inspect any Society record in section 10.1.1 and section 10.1.2.

9.5.2 Members

Members may, without charge, inspect:

- (a) the records listed in section 10.1.2;
- (b) Directors' disclosures of interest;
- (c) Board meeting minutes;
- (d) consent resolutions;
- (e) accounting records that affect the fiscal position; and
- (f) financial statements.

9.5.3 Public

A member of the public:

- (a) cannot have access to the register of members;
- (b) can request and receive a copy of the financial statements;
- (c) may, at the discretion of the Board, be permitted access to other records; and
- (d) may be required to pay a fee for accessing or receiving a copy of the records in line with the fees permitted under the Regulations.

9.6 ACCESS TO THE RECORDS

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

9.6.1 Access by members

Members who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) seek support for a member proposal; or
 - (iii) influence the voting of members.



The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

9.6.2 Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

9.7 INSPECTION OF THE REGISTER OF MEMBERS

The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Members' Proposal; or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.



The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

9.7.1 Inspection of the register of directors

The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

9.7.2 Copies of records

A person may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

9.7.3 Distribution of Records

9.7.3.1 Sending the records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

9.7.3.2 Delivery and receipt of records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

9.7.3.3 Records served

The Society may be served a record if it is delivered to the registered office or to a director.



10 DISSOLUTION OF THE SOCIETY

On winding-up or dissolution of the Society, the Society:

- (a) must pay all its liabilities or make adequate provision for their payment;
- (b) may then distribute the remaining money or other property to qualified Indigenous charitable organizations in British Columbia promoting aims or purposes similar to those of the Society;
- (c) must get member approval by an ordinary resolution for the distribution of any remaining assets decided by members of the Society at the time of winding-up or dissolution;
- (d) may approve the distribution by directors' resolution if passing an ordinary resolution is not possible.

The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

11 AMENDMENT

The society will not alter or delete the affordable housing purpose set out in paragraph (f) of its constitution and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

These bylaws may not be altered or added to except by special resolution.



12 PREVIOUSLY UNALTERABLE PROVISIONS

12.1 No director or officer will be remunerated, directly or indirectly, for being or acting as a director or officer, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**

12.2 The activities and purposes of the Society will be carried out without purpose of gain for its members and any profits or other accretions to the Society will be used for promoting its objectives. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**

12.3 If the Society is wound up or dissolved, and after payment of all of its debts and liabilities, any remaining assets will be given to an Aboriginal charitable organization that promotes the same purposes as the Society, to be determined by the members of the Society by ordinary resolution at the time of dissolution. If this is not possible, the Society's remaining assets will be given to a charitable organization or trust which qualifies as a charity under the *Income Tax Act* of Canada, to be determined by the members of the Society by ordinary resolution at the time of dissolution. **THIS WAS A PREVIOUSLY UNALTERABLE PROVISION**