

**Gitxsan Child and Family Services
Society**

Constitution and Bylaws

CONSTITUTION

1. The name of the Society is GITXSAN CHILD & FAMILY SERVICES SOCIETY.
2. The purposes of the Society are:
 - (a) to develop and deliver child and family services in accordance with the values and need to the Gitksan;
 - (b) to deliver these services in accordance with Gitksan law, culture, and traditions;
 - (c) to provide these services to all Gitksan, wherever they may reside;
 - (d) to develop, deliver, and support the training and educational activities which may be required so that the Gitksan will have the human resources needed to deliver these services; and
 - (e) to develop and deliver a child protection program including:
 - (i) incorporation of the concept of the “Gitksan family” as the natural protector of children into all programs and services;
 - (ii) negotiation of an Agreement with British Columbia and Canada for the Society to be able to exercise delegated authority pursuant to the *Child, Family and Community Service Act*, R.S.B.C. 1996, c.46;
 - (iii) child protection and prevention services in accordance with the Agreement described in subsection (ii); and
 - (iv) negotiation of protocols and other agreements with other agencies providing child protection services in British Columbia so that a comprehensive network, which the Society may access, is present throughout British Columbia.
3. 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
4. No director or officer will be remunerated, directly or indirectly, for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
5. 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.

6. This paragraph and paragraphs 3, 4, and 5 of this Constitution are unalterable.

BYLAWS

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) “consensus” means a structured process for decision-making which allows for:
 - (i) an open forum for discussion of an issue so that anyone who is part of the group which is making the decision has an opportunity to speak if they wish to do so;
 - (ii) attempting to reach accommodation of divergent opinions and interest regarding the matter; and
 - (iii) at the conclusion of the activities described in (i) and (ii), the canvassing of the position of all who are part of the group making the decision, to see if a decision has been made such that the whole group is willing to support and enforce the decision.
 - (b) “directors” means Members who have become directors, and have not ceased to be directors, in accordance with these bylaws.
 - (c) “Indian Band” means a Band as defined by the *Indian Act*, R.S.C. 1985, c. I-5.
 - (d) “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.
 - (e) “Members” means persons who have become members of the Society, and have not ceased to be members, in accordance with these bylaws.
 - (f) “officers” means those persons who have become officers, and have not ceased to be officers, in accordance with these bylaws.
 - (g) “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.
 - (h) “registered address” of a member means the member’s address as recorded in the register of members.
 - (i) “Society” means the Gitxsan Child and Family Services Society.

(j) “Society Act” means the *Society Act*, R.S.B.C. 1996, c. 433, from time to time in force and all amendments to it.

(k) “Withdrawing Community” means a Member Community that has withdrawn from the Society under these bylaws and has ceased to be a Member Community.

(2) Except for definitions which have been modified by subsection 1(1), the definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, and a corporation.

PART 2 - Membership

3. 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.

4. (1) Persons who wish to apply to the Society for membership will apply under one of the following categories:

(a) A person who is a member of an Indian Band which is included in the definition of Member Community in these bylaws; or

(b) A person who lives on a reserve of an Indian Band which is included in the definition of Member Community in these bylaws;

(2) 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.

(3) For the purpose of the application for membership, a person will be considered to belong to the Indian Band that he is a member of, or that he resides on a reserve of.

(4) Any dispute which arises in relation to the provisions of subsection (1) will be resolved by the directors.

5. Every Member will uphold the constitution and comply with these bylaws.

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

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

- (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) upon the Member Community to which he belongs becoming a Withdrawing Community;
 - (c) on his death or in the case of a corporation on dissolution;
 - (d) on being expelled; or
 - (e) on having been a Member not in good standing for twelve (12) consecutive months.
8. (1) A Member may be expelled by:
- (a) a special resolution of the members at any general meeting of the Society; or
 - (b) a unanimous resolution of the board of directors if he is deemed by the board to be acting:
 - i. adversely to the best interest of the Society;
 - ii. contrary to the Constitution; or
 - iii. not in compliance with the bylaws.
- (2) A Member must be given 14 days' notice of the proposed special resolution to expel him and the reasons for such proposed expulsion.
- (3) The Member who is the subject of the proposed expulsion described in subsection 8(1)(a) or (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.
9. All Members are in good standing except a Member who has failed to pay his current annual membership fee or any other debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
10. For the purposes of these bylaws, membership, the nomination and election of a director and representation by a director, a Member will be considered to belong to the Member Community that he is a member of, or that he resides on a reserve of, as indicated on his application form for membership.

PART 3 - Member Community

11. Indian Bands that wish to apply to be a Member Community of the Society must:
- (a) Execute the required Protocol Agreement;

- (b) Agree to comply with these bylaws; and
- (c) Be approved by the directors.

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

13. 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.

PART 4 – Meeting of Members

14. General meetings of the Society will be held at such time and place, in accordance with the Society Act, as the directors decide.

15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

16. The directors may, whenever they think fit, convene an extraordinary general meeting.

17. (1) 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.

(2) 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.

18. The first annual general meeting of the Society will be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

PART 5 - Proceeding at General Meetings

19. Special Business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business that is transacted at an annual general meeting, except,

- (i) the adoption of rules of order;
- (iv) the consideration of the financial statements;
- (v) the report of the directors;

- (vi) the report of the auditor, if any;
- (vii) the appointment of directors;
- (viii) the appointment of the auditor, if required; and
- (ix) such other 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.

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

(2) 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) A quorum is fifteen (15) Members present or such greater number as the Members may determine at a general meeting.

21. If within sixty (60) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within sixty (60) minutes from the time appointed for the meeting, the Members present constitute a quorum.

22. Subject to section 23, the president of the Society, the vice-president, or in the absence of both, one of the other directors present will preside as chairman of a general meeting.

23. 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
- (b) the president and all the other directors present are unwilling to act as chairman,

the Members present will choose one of their members to be chairman.

24. (1) 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.

(2) 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.

(3) 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.

25. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

26. Questions arising at any meeting of the Members will be decided by consensus, failing which there will be a vote and the matter will be decided by a majority of votes with the following provisions:

- (a) Subject to subsection (c) of this bylaw, a Member in good standing present at a meeting of Members is entitled to one vote;
- (b) Voting is by a show of hands unless the Members decide otherwise or as otherwise expressly set out in these bylaws;
- (c) The chairman of the meeting will not be entitled to a vote in the first round of voting which follows a failure to reach consensus;
- (d) In case of an equality of votes in the first round of voting following a failure to reach consensus, the chairman will have the casting vote; and
- (e) Voting by proxy is not permitted.

Part 6 - Directors and Officers

27. (1) The directors 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 Society in general meeting, but subject, nevertheless, to the provisions of

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

(2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

28. The president, vice-president, secretary, treasurer, and one (1) or more other persons will be the directors of the Society.

29. (1) The number of directors will be five (5), or such greater numbers as may be determined from time to time at a general meeting.

- (2) Each Member Community will:

- a. elect and be represented by one (1) director, or such greater number as may be determined from time to time by special resolution of the Members; and
 - b. be represented by an equal number of directors should the number of directors be increased.
- (3) At no time will the number of directors be less than three (3).
- (4) The elected directors of the Member Communities will form the board of directors of the Society.

30. 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 he belongs and:

- (a) nominations of the director candidates will be made in accordance with the Director Qualifications attached as Schedule “A” to these bylaws;
- (b) elections of the directors will be made in accordance with the Director Elections attached as Schedule “B” to these bylaws; and
- (c) if there is more than one (1) candidate for each director position allotted to a Member Community by these bylaws, the members who belong to that Member Community will choose a director for each position by election.

31. (1) The minimum term for a director will be three (3) years and these terms will be staggered with elections held for up to three (3) directors at an annual general meeting and up to three (3) other directors elected at the annual general meeting the following year, in accordance with Schedule “B” to these bylaws.

(2) During the Annual General meeting, when the term of a director chosen has expired, the appropriate Member Community will choose a person to serve as a director of the Society, and the person previously nominated is eligible to be re-nominated.

(3) The directors whose term expires in a given year will retire from office at the annual general meeting when their successors are elected.

(4) If no successor is elected, the person previously elected continues to hold office.

(5) Separate elections must be held for each office to be filled, in accordance with Schedule “B” to these bylaws.

32. (1) The directors may at any time and from time to time appoint a Member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-appointment at the meeting.

33. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors will appoint a Member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by the reason of there being less than the prescribed number of directors in the office.

34. For greater certainty, when a power is exercised pursuant to section 32 or 33 to appoint a replacement director:

(a) 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 belong to that Member Community; and

(b) any person being considered for appointment must be chosen in accordance with the Director Qualifications attached as Schedule “A” to these bylaws, including the Code of Conduct requirements of the Delegation Enabling Agreement.

35. (1) The Members who belong to a Member Community may by special resolution remove a director chosen by them before the expiration of his term of office, and may elect a successor to complete the term of the office.

(2) Any person being considered for appointment pursuant to subsection (1) must be chosen in accordance with the Director Qualifications attached as Schedule “A” and Directors Elections attached as Schedule “B” to these bylaws, and the Code of Conduct requirements of the Delegation Enabling Agreement.

(3) A director will be deemed to have been removed and no longer a member of the board of directors upon a Member Community becoming a Withdrawing Community.

(4) Despite sections 32, 33 and 35(1) of the bylaws, the removal of a director under subsection (3) 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.

36. No director will be remunerated for being or acting as a director but a director will be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

37. The Society will, with the approval of a court, indemnify a director or former director of the Society, and his 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 him, in a civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director, including an action brought by the Society, if:

- (a) he 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, he had reasonable grounds for believing his conduct was lawful.

38. The Society will purchase and maintain insurance for the benefit of its directors against personal liability incurred by them as directors.

PART 7 - Proceeding of Directors

39. A director of the Society who is directly or indirectly interested in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of his interest to each other director.

40. (1) A director referred to in section 39 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) he discloses his interest as required by section 39;
- (ii) after his disclosure, the proposed contract or transaction is approved by the directors; and
- (iii) he abstains 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 his interest in the contract or transaction it is approved by special resolution.

(2) A director referred to in section 39 will not be counted in the quorum at a meeting of directors at which the proposed contract or transaction is approved.

41. Directors will observe the Conflict of Interest Guidelines attached as Schedule "C" to these bylaws.

42. (1) Subject to the requirement that they meet not less than eight (8) times in any year, not including the annual general meeting of the Society, the directors may meet together at such

places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum will be a majority of the directors then in office.

(3) Directors may participate in meetings by means of telephone provided all participants can hear each other and, in doing so, will be considered part of the quorum.

(4) The president will be chairman of all meetings of the directors, but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president will act as chairman, but if neither is present the directors present may choose one of their members to be chairman of the meeting.

(5) A director may at any time, and the secretary, on the request of a director, will, convene a meeting of the directors.

43. (1) The directors may delegate any, but not all, of their powers to committees consisting of:

(a) such director or directors as they think fit; or

(b) one or more directors and such members and other persons as they think fit,

and the directors will, at the time of delegating powers to a committee, choose the chairman of the committee who will be a director.

(2) 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, but may otherwise determine its own procedure, and will report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

44. If at any committee meeting the chairman 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.

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

46. 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.

47. 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.

48. 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.

49. (1) Questions arising at any meeting of the directors or committee of directors will be decided by consensus, failing which there will be a vote and the matter will be decided by a majority of votes.

(2) The chairman of any meeting of the directors or committee of directors will not have a vote in the first round of voting which follows a failure to reach consensus.

(3) In case of an equality of votes in the first round of voting following a failure to reach consensus, the chairman will have the casting vote.

50. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

51. 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.

PART 8 - Duties of Officers

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

53. The vice-president will carry out the duties of the president during his absence.

54. The secretary will

- (a) conduct the correspondence 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; and
 - (f) maintain the register of members, including current mailing addresses for all members.
55. The treasurer will
- (a) keep such financial records, including books of account, as are necessary to comply with the Society 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
 - (b) 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.
56. (1) One officer who will be known as the secretary-treasurer may hold the offices of secretary and treasurer.
- (2) When a secretary-treasurer holds office the total number of directors will not be less than five or such greater number as may be determined by the Members.
57. In the absence of the secretary from a meeting, the directors will appoint another person to act as secretary at the meeting.

PART 9 – Withdrawing Community

58. A Member Community wishing to withdraw from the Society must do so in accordance with these bylaws and Schedule “D”.
59. A Member Community wishing to withdraw from the Society must provide advance written notice to the Society, the board of directors and the relevant government agencies pursuant to the Protocol Agreement and Schedule “D” to these bylaws.
60. Upon a Member Community complying with all the requirements of the bylaws and Schedule “D”, and its executed Protocol Agreement, it will cease to be a Member Community and be deemed to be a Withdrawing Community
61. Upon becoming a Withdrawing Community:
- (a) members who belong to the Withdrawing Community will cease to be Members of the Society;

- (b) members who belong to the Withdrawing Community will cease to be directors of the Society;
- (c) the Withdrawing Community, and its members, will not be entitled to be represented by a director in the Society; and
- (d) the director elected to represent the Withdrawing Community will be removed as a director of the Society.

62. Following the withdrawal of a Member Community, directors and Members will transact all necessary business to reflect the withdrawal, including determining the number of directors to accurately represent the number of existing Member Communities at the next general meeting of the Society.

PART 10 - Seal

63. 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.

64. 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 or president and the secretary-treasurer.

PART 11 - Borrowing

65. 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.

66. Subject to the requirements of the special resolution for the issuance of the debentures as described in section 65, the members may by special resolution allow the directors to exercise the other borrowing powers described in section 65, but such permission expires at the next annual general meeting unless it is then renewed.

PART 12 - Auditor

67. This Part applies only where the Society is required or has resolved to have an auditor.

68. The first auditor will be appointed by the directors who will also fill all vacancies occurring in the office of auditor.

69. At each annual general meeting the Society will appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
70. An auditor may be removed by ordinary resolution.
71. An auditor will be informed forthwith in writing of appointment or removal.
72. No director or no employee of the Society will be auditor.
73. The auditor may attend general meetings.

PART 13 - Notices to Members

74. Unless a person who is a Member pursuant to subsections 4(1)(a) or (b) gives written notice to the directors that he wishes always to be notified personally or by mail to him at his 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.
75. 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 sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
76. (1) Notice of a general meeting will be given to
- (a) every Member shown on the register of Members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive notice of the general meeting.

PART 14 - Bylaws

77. On being admitted to membership, each Member is entitled to and the Society will give him, without charge, a copy of the constitution and bylaws of the Society.
78. (1) These bylaws may not be altered or added to except by special resolution.
- (2) The Schedules to these bylaws may be altered or added to by an ordinary resolution of the directors.
79. Wherever the singular or masculine pronouns are used, the same shall be construed as meaning the plural, feminine or body politic or corporate wherever the context so require.

DATED August 7, 2014.

**BYLAWS
GITXSAN CHILD & FAMILY SERVICES SOCIETY**

SCHEDULE “A” – DIRECTOR QUALIFICATIONS

Directors for the Society will be chosen in relation to each Member Community, by the Society Members who are members, or reside on a reserve, of that Member Community. (See the categories of members in subsection 4(1) of the bylaws.)

A person nominated for a position as a director of the Society must meet the following qualifications:

1. Must be a Gitxsan citizen and a Member of the Society.
2. Must have cleared the Code of Conduct requirements contained within the Delegation Enabling Agreement.
3. Should meet a high standard with respect to:
 - a. Personal credentials and merit;
 - b. Personal integrity;
 - c. Recognition and standing in the Member Community;
 - d. Demonstrated commitment to protecting children and preventing child abuse and neglect; and
 - e. Commitment to supporting and promoting the Gitxsan family.
4. May be any of the following:
 - a. Simgiigyet;
 - b. Elders;
 - c. Social workers, or a professional in health or education;
 - d. Financial advisors;
 - e. Community volunteers;
 - f. Youth, provided they are over the age of nineteen (19);
 - g. Employees of Aboriginal, provincial, or the federal government, the private sector, or Aboriginal organizations; or
 - h. Anyone who meets the other qualification stated above.

The following people are not eligible to be nominated or to serve as a director:

1. A person who is less than nineteen (19) years of age.
2. A person who, pursuant to an order, is declared to be mentally incompetent or incapable of managing his affairs.

3. A person who is an undischarged bankrupt.
4. A person who has been convicted anywhere in Canada of an offence involving the promotion, formation, or management of a corporation, or of fraud.
5. A person who has a criminal record involving assault or an offence against children.
6. A person who holds political office in any government or Aboriginal political organization.
7. A person who is not resident in the Gitxsan Service Area as defined in the Delegation Enabling Agreement.

**BYLAWS
GITXSAN CHILD & FAMILY SERVICES SOCIETY**

SCHEDULE “B” – DIRECTORS ELECTIONS

Directors for the Society will be nominated and elected in relation to each Member Community, by the Society Members who are members, or reside on a reserve, of that Member Community as set out in the bylaws and this Schedule “B”.

General

- 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 (so long as each Member Community is represented by an equal number of directors should the number of directors be increased).
- Members shall be entitled to nominate and vote only for the office of the director who is being elected to represent the Member Community to which they belong.
- Separate nominations and elections will be held for each office to be filled.
- Members will be nominated and elected to be directors in accordance with, and meet the qualifications and criteria set out in, the bylaws and Schedule “A”.
- Except in the event of a removal or resignation of a director for reasons other than the expiry of his term, nominations and elections of directors shall be conducted and held at the annual general meeting of the Society.

Nominations and Elections

- At an annual general meeting, Members belonging to a Member Community whose director is scheduled for an election that day will be given 15 minutes (the “Discussion Period”) to discuss possible candidates for nomination amongst themselves.
- At the end of the Discussion Period, the board of directors will call for Members to put forward their candidates.
- If only one (1) candidate is put forward for election or re-election of an office of a Member Community, the candidate will be elected as a director to represent the Member Community by acclamation, provided he meets the qualifications and criteria set out in the bylaws and Schedule “A”.
- If there is more than one (1) candidate put forward for election or re-election of an office of a Member Community:

- Members belonging to the Member Community will be given a Discussion Period to discuss the candidates amongst themselves.
- At the end of the Discussion Period, the board of directors will call for a vote by secret ballot.
- The candidate with the majority of votes will be elected to represent the Member Community, provided he meets the qualifications and criteria set out in the bylaws and Schedule “A”.
- In the event of a tie, the Members will be given a further Discussion Period to discuss the candidates and raise any objections to the board of directors.
- At the end of the Discussion Period, the board of directors will call for a vote by secret ballot and the candidate with the majority of votes will be elected, subject to the bylaws and Schedule “A”.
- In the event of a second tie, the board of directors will be given a Discussion Period to consult with Members of the Member Community, and then will appoint from the candidates the director to represent the Member Community, in accordance with section 34 of the bylaws.

Terms of office

- The minimum term for a director will be three (3) years.
- The terms of directors will be staggered with elections held for up to three (3) directors at an annual general meeting and up to three (3) other directors elected at the annual general meeting the following year.
- For example, in 2013, there were three (3) directors elected. Subject to a director leaving office prior to the completion of his or her term, and if the number of directors remains at five (5), the order of elections of directors shall be as follows:

Year	Number of directors to be elected/re-elected
2014	Two (2)
2015	Zero (0)
2016	Three (3)

This order will repeat every three (3) years.

**BYLAWS
GITXSAN CHILD & FAMILY SERVICES SOCIETY**

**SCHEDULE “C” – CONFLICT OF INTEREST GUIDELINES FOR
DIRECTORS**

Directors for the Society will observe the following conflict of interest guidelines:

Definitions

A Conflict of Interest occurs when there is a political or other improper interference in the operation of the Society. A perception of conflict of interest occurs when people may reasonably believe that there has been improper interference in the operation of the Society, even though in actual fact such interference did not occur. Members of the board of directors need to guard against both actual conflict of interest and the perception of conflict of interest in the operation of the Society.

Political Interference occurs when a member of the board of directors uses his or her position, authority, or influence to interfere with or alter the policies, standards, procedures, services, or decisions of the Society in order to gain personal or financial benefits for himself or herself, or for family members or friends.

Family, for the Gitxsan, has a broad definition. Actual conflict of interest, or the perception of conflict of interest, can occur if a member of the board of directors is involved in a decision that concerns a person with a direct family connection, such as a brother, sister, parent, child, spouse, grandparent, or grandchild or a person who is living or has within the last year lived in the same household as the director. Actual conflict of interest or the perception of conflict of interest can also occur when the decision concerns a close friend or business associate of the director.

Purpose

The purpose of these guidelines is to help members of the Society’s board of directors avoid actual conflicts of interest, and perceptions of conflict of interest. These guidelines must be applied with the common sense to each situation. The underlying intent of these guidelines is to ensure that the reputation of the Society is protected so that it can operate effectively. The guidelines require that all members of the board of directors act with honesty and integrity in identifying and responding to situations in which there may be a potential conflict of interest.

Conflict of Interest Guidelines

1. Where a member of the board of directors has a possible conflict of interest in any matter and is present at a meeting when the matter is under discussion, he or she must advise the other board members of the full nature and extent of the possible conflict.

2. The member of the board of directors may identify the situation as a possible conflict of interest and remove him or herself from the discussion by leaving the room.

3. If the member of the board of directors does not leave the room of his or her own accord, then he or she must leave while the remaining board members discuss the nature of the conflict and the circumstances of the case. The remaining members of the board of directors will then decide whether the absent board member may take part in the decision-making process.

BYLAWS
GITXSAN CHILD & FAMILY SERVICES SOCIETY
SCHEDULE “D” – WITHDRAWING COMMUNITY

1. A Member Community that wishes to withdraw from the Society must do so in compliance with the bylaws, this Schedule “D”, and its executed Protocol Agreement. A withdrawal is not effective until such time as this compliance is complete.
2. A Member Community wishing to withdraw from the Society must:
 - a. Provide 18 months advance written notice to the Society, the board of directors, and the relevant government agencies (“Written Notice”).
 - b. Written Notice must include:
 - i. The name of the Member Community;
 - ii. The intent to terminate membership;
 - iii. The intended effective date of the withdrawal (the “Effective Date”).
3. At least 12 months prior to the Effective Date, a Member Community must:
 - a. 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 the 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 the withdrawal, of those members of the Member Community who, being entitled to do so, vote in person at the Referendum.
4. At least one (1) year prior to the Effective Date, a Member Community must pass a duly signed Band Council Resolution endorsing its withdrawal from the Society and submit it to the

Society, the board of directors and the relevant government agencies. The Band Council Resolution must confirm its understanding that the Member Community and its members:

- a. will no longer receive funds on behalf of the Withdrawing Community;
 - b. will no longer receive services from the Society;
 - c. will no longer be Members or directors of the Society;
 - d. will be responsible for its own health programs, and child and family services, in conjunction with the relevant government agency.
5. Upon a Member Community complying with all the requirements of the bylaws, this Schedule “D”, and its executed Protocol Agreement, it will be deemed to be a Withdrawing Community on the Effective date.
6. A Member Community will not cause funding under its Protocol Agreement with the Society to cease or decrease until it has complied with the bylaws, this Schedule “D”, and its executed Protocol Agreement, and is a Withdrawing Community.