

BCAFN CONSTITUTION

ARTICLE I

Section 1: The name of the Society is the British Columbia Assembly of First Nations.

ARTICLE II

Purpose

Section 1: The purposes of the Society are to:

- (a) advance the rights and interests of First Nations people in British Columbia;
- (b) restore and enhance the relationship among First Nations people in British Columbia, the Crown and people of Canada;
- (c) develop and promote programs and policies for the benefit of First Nations people in British Columbia including but not limited to economic, social, education, health and cultural matters; and
- (d) work in coalition with other organizations that advance the rights and interests of indigenous people.

BCAFN BYLAWS

ARTICLE I

Interpretation

Section 1: In these bylaws, unless the context otherwise requires:

"Board" means the Board of Directors of the Society;

"directors" means the directors of the Society for the time being and includes the Regional Chief in an *ex officio* capacity;

"member" means a member of the Society pursuant to these bylaws and includes the Regional Chief in an *ex officio* capacity;

"Society" means the British Columbia Assembly of First Nations and includes reference by the acronym, BCAFN.

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"special resolution" means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those representatives of members who vote in person or by proxy at the meeting; and

"registered address" of a member means the member's address as recorded in the register of members.

Section 2: The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

Section 3: Words importing the singular include the plural and vice versa, and words importing gender include a male person, a female person, and a corporation.

ARTICLE II

Membership

Section 1: The members of the Society are the applicants for incorporation of the society, and those First Nations who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

- Section 2: A British Columbia First Nation may apply to the directors for membership in the Society and on acceptance by the directors is a member. Each member is entitled to one representative at the Society at any given time, namely the First Nation's Chief or designated individual.
- Section 3: Each member shall uphold the constitution and comply with these bylaws.
- Section 4: All members are in good standing.
- Section 5: A First Nation ceases to be a member of the Society:
- (a) by delivering their resignation in writing to the Secretary or by mailing or delivering it to the address of the Society; or
 - (b) upon expulsion as determined by resolution of a majority of the members.

ARTICLE III

Offices

- Section 1: The principal office of the Society will be located on a First Nation Reserve in British Columbia. The Society may have additional offices at such other places as the Board of Directors may, from time to time, designate.

ARTICLE IV

Meetings of the Members

- Section 1: General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- Section 2: Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- Section 3: The directors may, when they think fit and in accordance with this Article, convene an extraordinary general meeting.
- Section 4: Notice of a general meeting shall be given to members at least four weeks prior to the meeting. The notice shall specify the place, day and hour of the meeting, and, in case of special business, the nature of that business in sufficient detail to allow each member the opportunity to formulate an informed view and instruct a proxy, if any.

- Section 5: A notice may be given to a member in person, by mail to the member's registered address, by facsimile, or, if a member consents, notice may be given by e-mail to the e-mail address provided by such member.
- Section 6: Any notice to be given to members will be sufficiently given if given to the member's representative in person or by delivery, mail, facsimile, or e-mail to the member at the member's registered address except, in the case of notice, by e-mail, such notice shall be effective if so delivered until a member revokes their consent or otherwise advises the Society.
- Section 7: Any notice not served personally is deemed to have been given on the third business day following the date it was delivered.
- Section 8: In the event of a strike, lockout, or other labour disturbance at the post office or interruption in mail service, any notice to be given to members shall be served personally, by facsimile, or e-mail where the member has consented to e-mail notice and not mailed.
- Section 9: Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor if an auditor is appointed pursuant to these Bylaws.
- No other person is entitled to receive a notice of a general meeting.
- Section 10: 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 that meeting.
- Section 11: If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. But in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- Section 12: A quorum of ten percent (10%) of members and members represented by proxy. At no time may a quorum be less than three members and members represented by proxy.
- Section 13: If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Section 14: Business, other than the election of a chair and the adjournment or termination of the meeting, shall not be conducted at a general meeting at a time when a quorum is not present.

Section 15: If at a general meeting:

(a) there is no Regional Chief, Secretary or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the Regional Chief and all the other directors present are unwilling to act as the chair,

then the members present shall choose one of their number to be the chair.

Section 16: Subject to Section 15, above, the Regional Chief of the Society, the Secretary or, in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

Section 17: A general meeting may be adjourned from time to time and from place to place, but business shall not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Section 18: When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Section 19: Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Section 20: A resolution proposed at a meeting must be seconded.

Section 21: The chair of a meeting cannot make a motion on his/her own but may call for a motion.

Section 22: Unless otherwise specified in these Bylaws, the members represented at a meeting shall attempt to reach a consensual decision on all matters discussed at a meeting.

Section 23: At any time~ a member may propose by resolution that consensus on a decision before the membership cannot be reached.

Section 24: Where a majority of members represented at a meeting approve a resolution proposed pursuant to Section 23, voting on the matter being discussed shall be conducted by show of hands unless a ballot is demanded. Unless otherwise specified in these Bylaws, a majority of

members present or represented by proxy may approve of any matter.

Section 25: A member in good standing present or represented by proxy at a meeting is entitled to one vote. A member carrying a proxy may cast a second vote as proxy.

Section 26: Voting and otherwise participating in a Society meeting by proxy is permitted where a representative of a member gives written notice of his or her proxy to the Regional Chief prior to the commencement of the meeting, except:

(a) no one shall carry more than one proxy; and

(b) a proxy may not carry another proxy.

Section 27: In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a representative of a member, therefore the proposed resolution does not pass.

Section 28: The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation. Subsequent annual general meetings shall be held at least once every calendar year and, in any case, not more than 15 months after the last annual general meeting.

Section 29: Special business is defined as:

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

(b) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that

is brought under consideration by the report of the directors issued with the notice convening the meeting.

ARTICLE V

Directors

- Section I: The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- Section 2: A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- Section 3: The number of directors shall be five or a greater number determined from time to time by the members at a general meeting.
- Section 4: The Society's Secretary and Treasurer (or Secretary-Treasurer as the case may be) shall be appointed by the Board from among their number.
- Section 5: Employees of the Society are not eligible to become directors.
- Section 6: A director shall:
- (a) act honestly and in good faith and in the best interests of the Society;
 - (b) exercise the care, diligence and skill of a reasonably prudent person; and
 - (c) immediately disclose in writing to the chair of the Board of Directors the existence of any conflict of interest pursuant to conflict of interest guidelines, developed by the Board and amended from time to time;
- in exercising the powers and performing the functions of a director.
- Section 7: Directors shall be elected by a majority vote of all members present or represented by proxy at the meeting.
- Section 8: Separate elections shall be held for each office to be filled.

- Section 9: An election may be by acclamation; otherwise it shall be by ballot.
- Section 10: If a successor is not elected, the person previously elected or appointed continues to hold office.
- Section 11: With the exception of the directors elected at the first Annual General Meetings, a director's term of office is three years. Elections for directors will be held on a staggered cycle so that at no time will all positions on the Board be vacant at the same time.
- Section 12: At the first Annual General Meeting, the directors elected have either a three-year or two-year term as follows: the directors who place first, second, and third in number of votes each have a three-year term of office. The directors who place fourth and fifth in number of votes each have a two-year term of office.
- Section 13: Where more than one director attains office by acclamation at the first Annual General Meeting, a vote will be held by the members to determine the term of office for each acclaimed director using the formula set out in Section 12, above. In the event there are fewer than five directors elected or acclaimed, the directors shall have terms of office of either three or two years determined in order of votes cast so that no more than 60% of directors elected or acclaimed at the first Annual General Meeting have three-year terms of office.
- Section 14: Directors elected or acclaimed at subsequent Annual General Meetings after the first Annual General Meeting have a term of three years.
- Section 15: The directors may at any time and from time to time appoint a representative of a member as a director to fill a vacancy on the Board of Directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the Society. At the next annual general meeting, an election shall be held to fill the vacancy. So to preserve the staggered terms of directors, the term of the director elected to fill a vacancy is the balance of the term of the director ~whose departure created the vacancy on the Board and not a full term.
- Section 16: All directors, including the Regional Chief, may stand for re-election.
- Section 17: Subject to Section 16 above, the Regional Chief, shall retire from office on the final day of the calendar year following the date of the meeting where his or her successor is elected.
- Section 18: An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.
- Section 19: By special resolution at a meeting called for this purpose, the members may remove the Regional Chief or any other director, before the expiration of his or her term of office, and may elect a successor to

complete the term of office.

Section 20: The Board may set and pay a fixed amount to each director for each Board meeting he or she attends in recognition of the directors' services to the Society.

Section 21: A director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society. In reimbursing directors for expenses, the Society shall make reference to the Treasury Board Rates as determined from time to time by the Treasury Board of Canada Secretariat.

Section 22: The Society may, with the approval of a court of competent jurisdiction, indemnify a director or former director of the Society or a director or former director of a subsidiary of the Society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the Society or subsidiary, if

(a) he or she acted honestly and in good faith with a view to the best interests of the Society or subsidiary of which he or she is or was a director; and

(b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

Section 23: The Society may purchase and maintain insurance for the benefit of a director against personal liability incurred by him or her as a director.

Regional Chief

Section 24: Notwithstanding the provisions of general application to directors, the Regional Chief shall be an *ex-officio* director of the Society and chair of the Board.

Section 25: The Regional Chief shall be elected by a majority vote of all members present or represented by proxy at the meeting.

Section 26: The Regional Chief's term of office as Regional Chief and as *an ex officio* director is three years.

ARTICLE VI

Proceedings of the Directors

- Section 1: The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- Section 2: Special meetings of the Board may be called by the Regional Chief or by the Secretary, on the written request of three directors. The Secretary shall send out notices of special meetings to each Board member two weeks in advance of the meeting where practicable.
- Section 3: The directors may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting, and provided all persons participating in the meeting can hear each other.
- Section 4: The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
- Section 5: The Regional Chief is the chair of all meetings of the directors, but if at a meeting the Regional Chief is not present within 30 minutes after the time appointed for holding the meeting, the Secretary shall act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- Section 6: 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 give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- Section 7: 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, electronic mail, facsimile, telegram, telex or cable, of any meeting of the directors and may at anytime withdraw the waiver, and until the waiver is withdrawn:

- (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.

Section 8: Unless otherwise specified in these bylaws, the directors present at any meeting of the Board or any committee of the Board shall attempt to reach a consensual decision on all matters discussed at a meeting.

Section 9: At any time, a director may propose by resolution that consensus on a decision cannot be reached.

Section 10: Where a majority of those present at a meeting approve a resolution pursuant to Section 9, voting on the matter being discussed shall be conducted by show of hands and a majority of those present may approve of any such matter.

Section 11: In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a director, and the proposed resolution does not pass.

Section 12: A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors. Such a resolution may be delivered by facsimile and signed by the directors in as many counterparts as may be necessary each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same resolution.

Section 13: The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. Where a committee is struck, the Regional Chief shall appoint its chair.

Section 14: A committee's first order of business shall be to draft its own Terms of Reference and work plan for submission to and approval by the Board.

Section 15: A committee so formed shall conform to any rules imposed on it by the directors, abide by its Terms of Reference, and report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

Section 16: The Chair of a committee may call committee meetings and adjourn committee meetings, as he or she thinks proper given the committee's Terms of Reference.

Section 17: If at a meeting, the committee chair is not present within 15 minutes of the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of the committee members to be the chair of the meeting.

ARTICLE VII

Officers

Section 1: The officers of the Society shall consist of the Secretary and the Treasurer.

Section 2: The offices of Secretary and Treasurer may be held by one person who is to be "known as the Secretary-Treasurer.

Section 3: Subject to Article V, section 5, the Board shall appoint the officers of the Society. Each officer shall hold office until his or her resignation, removal, disqualification or his or her successor has been appointed.

Section 4: The Board may remove any officer appointed by the Board.

Section 5: The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and directors;
- (c) keep minutes of all 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
- (t) maintain the register of members and their representatives.

Section 6: In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.

Section 7: The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

ARTICLE VIII

Responsibilities of the Regional Chief

- Section 1: The Regional Chief shall supervise the officers in the execution of their duties.
- Section 2: The Regional Chief shall be
- (a) the representative of the Society at any National Assembly of First Nations ("NAFN") Annual General Assemblies, Assembly of First Nations Executive Meetings, and other National meetings; and
 - (b) the primary spokesperson for the Society.
- Section 3: The Regional Chief shall provide quarterly activity reports to members on developments at the National Assembly of First Nations. The Regional Chief may report to members by posting information on the Society's web site at www.bcafn.ca.

ARTICLE IX

Borrowing

- Section I: The Regional Chief or designate may, on behalf of the Society, arrange for credit to be granted to the Society for such amounts as may be reasonably necessary for the operation of the society. In the event such credit is extended to the Society, all amounts owing in respect of such credit are to be paid in full within 30 days of receipt of the invoice of statement.
- Section 2: Where the Regional Chief, a Director, an employee, or agent of the Society uses credit granted to the society for Society purposes such use must be in accordance with the financial policies and procedures approved by the Board of Directors from time to time.
- Section 3: As generally authorized by special resolution of the members of the Society, the Board of Directors, by resolution, may borrow up to \$50,000 on behalf of the Society for Society purposes in such manner, on such security, from such sources, and upon such terms and conditions as they consider appropriate where the payment obligations extend for less than one year.
- Section 4: The Board of Directors is not authorized to borrow in excess of \$50,000 on behalf of the Society except as specifically permitted by resolutions passed by the society membership, in accordance with these Bylaws, at the annual general meeting or a meeting called for that purpose.

ARTICLE X

Auditor

- Section 1: If the Society is required or has resolved to have an auditor, the directors shall appoint the first auditor.
- Section 2: At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- Section 3: An auditor may be removed by ordinary *resolution*.
- Section 4: An auditor shall be promptly informed in writing of the auditor's appointment or removal.
- Section 5: A director or employee of the Society shall not be its auditor.
- Section 6: The auditor may attend general meetings.

ARTICLE XI

General Provisions

- Section 1: The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- Section 2: The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Regional Chief and Secretary or Regional Chief and Secretary-Treasurer.
- Section 3: The Board of Directors shall fix the fiscal year of the Society.
- Section 4: On being admitted to membership, each member is entitled to receive from the Society a copy of the constitution and bylaws of the Society.
- Section 5: These bylaws may be amended, altered, repealed or enhanced by special resolution of the members at a duly convened special meeting for the purpose of amending the bylaws.

The members approved these Bylaws at a meeting on November 24, 2003, amended by Special Resolution on June 15, 2004, and amended by Special Resolution on November 28, 2006.