

By – Laws for Kxeen Community Services Society
Reviewed on March 13 2024

Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the society.

Head Office

2. Until changed in accordance with the Act, the Head Office of the society shall be Wilnaskangaud Indian Reserve Number 3, Post Office Box 415, in the City of Prince Rupert, in the Province of British Columbia.

Interpretations

3. In these by laws and in all other bylaws of the society hereafter passes unless the context otherwise requires words importing the singular number or the masculine or female gender shall include the plural number or the feminine or masculine gender as the case may be and vice versa and references to persons shall include firms and corporations.

Conditions of Membership

4. Membership in the society shall be limited to persons interested in furthering the objects of the society and shall consist of anyone whose application as a member has received the approval of the board of directors of the society. The board of directors is made up of two classes of members: those appointed every two years by their respective urban nations, specifically the Tsimshian, Nisga'a, Metis, Gitksan and one member from the Ministerial Association. One alternate per nation and one alternate from the Ministerial Association are part of the board but are *ex-officio* members. If the appointed member cannot attend or vote, only then can the alternate be allowed a vote.
5. There shall be no membership fees or dues unless otherwise directed by the board of directors.
6. Any member may withdraw from the society by delivering to the society to the society a written resignation and lodging a copy of the same with the secretary of the society.
7. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

Members' Meetings

8. The annual or any other general meeting of the members shall be held at the head office of the society or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
9. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the rotating chair shall have power to call, at any time, a general meeting of the members of the society. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 1/3 of the voting rights. Four members present in person will constitute a quorum.
10. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
11. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
12. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the society.
13. Meetings can be convened by teleconference if a quorum agrees.

Board of Directors

14. The property and business of the society shall be managed by a board of directors, comprised of a minimum of four directors. The number of directors

shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, over 18 years of age, with power under law to contract. Directors have to be members as defined under conditions of membership.

15. The applicants for incorporation shall become the first directors of the society whose term of office on the board of directors shall continue until their successors are elected.

At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the society.

16. Directors shall be appointed for a term of two (2) years by letters from the sponsoring organizations (Tsimshian, Nisga'a', Metis, Gitksan and Ministerial Association) at an annual meeting of members.
17. The office of director shall be automatically vacated:
 - a. if at a special general meeting of members, a resolution is passed by 75% of the members present at the meeting that she be removed from office;
 - b. if a director has resigned his office by delivering a written resignation to the secretary of the society;
 - c. if she is found by a court to be of unsound mind;
 - d. if he becomes bankrupt or suspends payment or compounds with his creditors;
 - e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the alternate of the sponsoring organization may fill the vacancy.

18. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by her in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the society as an officer or in any other capacity and receiving compensation therefore.
19. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Power of Directors

20. The directors of the society may administer the affairs of the society in all things and make or cause to be made for the society, in its name, any kind of contract which the society may lawfully enter into and, save as hereinafter provided,

generally, may exercise all such other powers and do all such other acts and things as the society is by its charter or otherwise authorized to exercise and do.

21. The directors shall have power to authorize expenditures on behalf of the society from time to time and may delegate by resolution to an officer or officers of the society the right to employ and pay salaries to employees. The director shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the society in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient.
- b. To limit or increase the amount to be borrowed.
- c. To issue or cause to be issued bonds, debentures or other securities of the corporation and to such pledge or sell the same for such sums, upon such terms, covenants and at such pries as may be deemed expedient by the board of directors;
- d. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable, property of the society, and the undertaking and rights of the society.

22. The board of directors shall take such steps as they may deem requisite to enable the society to acquire, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the society.

23. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

24. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Directors' Meetings

25. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting or by electronic means such as email or facsimile. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors for any adjourned meeting of the board of directors of the society shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise (1) one vote.
26. A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

Indemnities to Directors and Others

27. Every director of the society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the society, from and against;
 - a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers

28. The officers of the society shall be a rotating chair, secretary - treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person.
29. The rotating chair shall be elected at a general meeting of members and at an annual meeting of members. Officers other than rotating chair of the society shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

30. The officers of the society shall hold office for 2 years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

Duties of Officers

31. The chair shall be the rotating chair of the society. She shall preside at all meetings of the society and board of directors.
32. The rotating chair shall perform the duties and exercise the powers of the chair and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
33. The secretary-treasurer may be empowered by the board of directors, upon resolution of the board of directors to oversee the affairs of the society generally under the supervision of the directors thereof and attend meetings to ensure that all votes and minutes of the proceedings are recorded in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the board of directors and shall perform such other duties as may be prescribed by the board of directors or chair under whose supervision he shall be. He shall be custodian of the seal of the society, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution. He shall also perform such other duties as may from time to time be directed by the board of directors.
34. The secretary treasurer may be empowered by the board of directors, upon resolution of the board of directors to oversee the affairs of the society generally under the supervision of the officers thereof and attend meetings and ensure that all votes and minutes of proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or chair under whose supervision he shall be. He shall be custodian of the seal of the society, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
35. The duties of all other officers of the society shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

36. The board of directors may appoint committees whose members will hold their office at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

Execution of Documents

37. Contracts, documents or any instruments in writing requiring the signature of the society shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the society without any further authorization or formality. The directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the society to sign specific contracts, documents and instruments in writing. The directors may give the society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the society. The seal of the society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

38. The minutes of the board of directors shall not be available to the general membership of the society but shall be available to the board of directors each of whom shall receive a copy of such minutes.

Financial Year

39. Unless otherwise ordered by the board of directors the fiscal year end of the society shall be April 1 to March 31.

Amendment of By-laws

40. The by-laws of the society not embodied in the letters patent may be repealed or amended by bylaw or a new bylaw relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds of the members at a meeting duly called for the purpose of considering the said by law provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Auditors

41. The members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

Books and Records

42. The directors shall see that all necessary books and records of the society required by the bylaws of the society or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

43. The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the society as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the society when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.