

SOCIETY ACT

CONSTITUTION & BYLAWS

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

Dated: September 7, 2018

SOCIETY ACT

CONSTITUTION

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

1. Name

The name of the society is “Ktunaxa/Kinbasket Child and Family Service Society” hereinafter referred to as the Society.

2. Purpose

The purpose of the Society is to provide community–driven and community–based services and programs designed to enhance the quality of family life of its members and those who receive service from the Society. The services and programs of the Society shall focus on:

- a) protecting and nurturing children in accordance with traditions as articulated by the Elders of the Ktunaxa Nation and, as relevant, the traditions of other Aboriginal Peoples (First Nation, Métis, Inuit) whose children receive services from the Society;
- b) strengthening the family life of members;
- c) helping families of the communities, especially in times of crisis;
- d) alleviating causes, circumstances and antecedents of child abuse including poverty, apathy, lack of recreational and support opportunities and resources;
- e) providing a range of child protection and family support services, in accordance with the *Child, Family and Community Service Act* of British Columbia;
- f) providing a continuum of community-based services for children, youth and families through defining Aboriginal needs, improving access and coordination of services, improving quality of service and the capacity to deliver and eliminating gaps in services;
- g) providing services to children within the frame of current British Columbia legislation dealing with child welfare;
- h) acting as a charitable organization;
- i) implementing community-driven, culturally appropriate programs to promote and encourage emotional, social, and behavioral development in children and youth and to strengthen family life of members; and
- j) assisting the Communities in preparing for the transition to self-government.

SOCIETY ACT

BYLAWS

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

TABLE OF CONTENTS

PART 1 – DEFINITIONS.....	6
1.1 DEFINITIONS.....	6
1.2 DEFINITIONS OF THE ACT APPLY.....	7
1.3 CONFLICT WITH ACT OR REGULATIONS.....	7
PART 2 – SOCIETY MEMBERSHIP	7
2.1 MEMBERS.....	7
2.2 ELIGIBILITY REQUIREMENTS FOR MEMBERS.....	8
2.3 MEMBERSHIP POLICY.....	8
2.4 EXCLUSIONS OF MEMBERSHIP.....	8
2.5 RE-INSTATEMENT OF MEMBERSHIP.....	8
PART 3 - GENERAL MEETINGS OF MEMBERS	8
3.1 SOCIETY MEETINGS.....	8
3.2 DEEMED ANNUAL GENERAL MEETINGS.....	9
3.4 NOTICE OF AN ANNUAL GENERAL MEETING OR A SPECIAL GENERAL MEETING.....	9
3.5 WAIVER OF NOTICE.....	9
3.6 DEEMED WAIVER OF NOTICE.....	9
PART 4 – PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS	9
4.1 ORDER OF BUSINESS AT A GENERAL MEETING.....	9
4.2 QUORUM REQUIRED	10
4.3 QUORUM FOR GENERAL MEETINGS	10
4.4 LACK OF QUORUM AT COMMENCEMENT OF MEETING	10
4.5 CESSATION OF QUORUM.....	10
4.6 MATTERS DECIDED AT MEETING BY RESOLUTION	10
PART 5 - VOTING AT GENERAL MEETINGS OF MEMBERS.....	10
5.1 RIGHT TO VOTE	10
5.2 METHOD OF VOTING.....	11
5.3 ANNOUNCEMENT OF RESULT.....	11
PART 6 – BOARD OF DIRECTORS	11
6.1 ELIGIBILITY REQUIREMENTS FOR DIRECTORS.....	11
6.2 BOARD OF DIRECTORS APPOINTMENT & COMPOSITION.....	12
6.3 REMOVAL OF DIRECTORS	12
6.4 CESSATION OF OFFICE	12
6.5 VACANCIES.....	13
6.6 POWERS OF THE BOARD OF DIRECTORS	13
6.7 OFFENCE TO ACT AS DIRECTOR IF NOT ELIGIBLE	13

PART 7 – BOARD OF DIRECTORS ROLES & RESPONSIBILITES	13
7.1 BOARD RESPONSIBILITIES	13
7.2 DIRECTORS’ DUTIES.....	14
7.3 SIGNING AUTHORITY	14
7.4 APPOINTMENT OF A PRESIDENT OF THE BOARD	14
PART 8 – BOARD OF DIRECTORS MEETINGS	15
8.1 BOARD MEETINGS	15
8.2 CALLING A SPECIAL BOARD OF DIRECTORS MEETING.....	15
8.3 NOTICE OF BOARD OF DIRECTORS MEETING.....	15
8.4 PROCEEDINGS NOT INVALID IF OMISSION TO GIVE NOTICE	15
8.5 ROLE OF CHAIR AT A BOARD OF DIRECTORS MEETING.....	15
8.6 PARTICIPATION IN A BOARD OF DIRECTORS MEETING.....	15
8.7 QUORUM OF DIRECTORS	15
8.9 LACK OF QUORUM AT COMMENCEMENT OF MEETING	15
8.10 CESSATION OF QUORUM	15
8.11 MEETING RULES OF ORDER	16
8.12 DISPUTE RESOLUTION POLICY	16
8.14 PROXY VOTING NOT PERMITTED	16
8.15 METHODS OF VOTING	16
8.16 ANNOUNCEMENT OF RESULT.....	16
8.17 VALIDITY OF ACTS OR PROCEEDINGS	16
PART 9 – DIRECTORS CONFLICTS OF INTEREST	17
9.1 CONFLICT OF INTEREST RULES	17
9.2 RECORD OF DISCLOSURE	17
9.3 MUTUAL CONFLICT OF INTEREST.....	17
9.4 EXCEPTIONS TO THE CONFLICT OF INTEREST RULES.....	17
9.5 ACCOUNTABILITY.....	17
PART 10 – REMUNERATION AND REIMBURSEMENT.....	18
10.1 REMUNERATION OF DIRECTORS.....	18
10.2 MAJORITY OF DIRECTORS MUST NOT BE UNDER CONTRACT	18
10.3 DIRECTORS’ EXPENSES.....	18
10.4 DISCLOSURE OF REMUNERATION OF DIRECTORS	18
10.5 DISCLOSURE OF REMUNERATION OF EMPLOYEES AND CONTRACTORS.....	18
PART 11 – LIABILITY, INDEMNITY AND INSURANCE.....	19
11.1 LIABILITY OF DIRECTORS	19
11.2 LIMITATIONS ON DIRECTORS’ LIABILITY.....	19
11.3 CONDITIONS FOR INDEMNIFICATION	19
11.4 INDIVIDUALS WHO MAY BE INDEMNIFIED	19
11.5 PAYMENT OF EXPENSES.....	20
11.6 INSURANCE.....	20
PART 12 – BORROWING AND INVESTMENT	20
12.1 CONSENSUS OR 2/3 RESOLUTION REQUIRED FOR BORROWING AND INVESTMENT	20
12.2 LIMITATIONS ON ISSUING DEBENTURES	20
PART 13 – AUDITOR, AUDIT AND STATEMENTS.....	20
13.1 REQUIREMENTS OF AUDIT	20
13.2 PRESENTATION OF AUDIT	21

PART 14 – RECORDS	21
14.1 RECORDS	21
PART 15 –DELIVERY OF NOTICE	21
15.1 DELIVERY OF NOTICE TO THE SOCIETY.....	21
15.2 DELIVERY OF NOTICE BY THE SOCIETY.....	21
PART 16 – AMENDMENT OF BYLAWS AND DISSOLUTION	22
16.1 AMENDMENT OF BYLAWS.....	22
16.2 NEW GOVERNMENT STRUCTURE	22
16.3 DISSOLUTION OF THE SOCIETY.....	22

SOCIETY ACT

BYLAWS

KTUNAXA/KINBASKET CHILD AND FAMILY SERVICE SOCIETY

PART 1 – DEFINITIONS

1.1 Definitions

In these Bylaws,

- a) “Aboriginal” means First Nations, Métis, Inuit or anyone who self-identifies as First Nation, Aboriginal and Inuit in the Ktunaxa ʔamakʔis.
- b) “Act” means *Society Act of British Columbia* as amended from time to time;
- c) “Advisory Committee” means a collection of individuals who bring unique knowledge and skills which augment the Society, as approved by the Board of Directors.
- d) “Band Council” the elected government of a First Nations band, consisting of a chief and councilors.
- e) “Board” means the Board of Directors of the Society.
- f) “Chair” means the Director of the Social Investment Sector of Ktunaxa Nation who is a non-voting, Ex-Officio Member of the Society responsible for chairing the meetings of the Board of Directors.
- g) “Child” means a person nineteen years of age and under.
- h) “Community” means any of the following:
 - 1) Tobacco Plains Indian Band, located near the town of Fernie in the province of British Columbia;
 - 2) ʔaʔam located near the city of Cranbrook in the province of British Columbia;
 - 3) Lower Kootenay Indian Band, located near the town of Creston in the Province of British Columbia;
 - 4) ʔakisq̓nuk First Nation, located near the town of Windermere in the province of British Columbia;
 - 5) Shuswap Indian Band, located near the town of Invermere in the province of British Columbia;
 - 6) Métis Nation British Columbia.
- i) “Culture” means mannerisms, beliefs, values and attitudes of a people (ways of thinking and doing), including historically specific traditions and practices as articulated by the Community and recognized as normative behaviors or practices by the Community leaders, Elders and population.
- j) “Director” means an appointee to the Board of Directors.
- k) “Employee” means any person deemed to be employed for wages or salary by the Ktunaxa/Kinbasket Child and Family Service Society.

- l) “Executive Director” means the highest ranking employee of the Society, hired by and reporting directly to the Board of Directors.
- m) “Ex-officio” means holding a position due to the power or influence of one’s office and not by election or appointment.
- n) “Good Standing” refers to Members who are considered to have met all the requirements under the Membership/Exclusions of Membership in these Bylaws.
- o) “Just Cause” means having a justifiable reason for responding to an act or utterance that may cause a threat to the wellbeing of the Society or its Membership.
- p) “Member” means a Member of the Society as defined by the Society Membership section of these Bylaws.
- q) “President” means the President of the Board of Directors.
- r) “Society” means the Ktunaxa/Kinbasket Child and Family Service Society.

1.2 Definitions of the Act Apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or Regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations supersedes the conflicted provision of the Bylaws.

PART 2 – SOCIETY MEMBERSHIP

2.1 Members

Membership in the Society shall be restricted to:

a) Lifetime Memberships:

The Society Membership shall be composed of any person 16 years or older who is a member of one of the following:

- 1) ʔakisq̓nuk First Nation
- 2) ʔaq̓am
- 3) Shuswap Indian Band
- 4) Tobacco Plains Indian Band
- 5) Lower Kootenay Indian Band, or
- 6) Ktunaxa self-identified individual

b) 5 Year Memberships:

The Society Membership shall be composed of any person 16 years or older who is Self-identified First Nation, Indigenous, Inuit, or Métis residing in the ʔamakʔis Ktunaxa.

2.2 Eligibility Requirements for Members

Eligibility requirements for Members are as follows:

- a) any person 16 years or older who has applied for Membership and meets the requirements of these Bylaws; and
- b) who has signed and submitted a Membership Application Form to the Society.

2.3 Membership Policy

The Society will maintain a Membership Policy that includes an application and approval process ratified by the Board.

The Society shall maintain a list containing the names of all current Members of the Society.

2.4 Exclusions of Membership

All Members are in good standing except for a Member who:

- a) the Board of Directors has decided, for just cause, to exclude from Membership in the Society; or
- b) communicates in writing to the Board of Directors her/his intention to be excluded from Membership in the Society; or
- c) ceases to maintain their Membership; or
- d) who no longer meets the Membership requirements.

2.5 Re-Instatement of Membership

To re-instate Memberships, individuals will be required to once again meet the eligibility requirements of the Society.

PART 3 - GENERAL MEETINGS OF MEMBERS

3.1 Society Meetings

The following section outlines the types of General Meetings:

- a) Special General Meetings of the Society may be held at the call of the Board of Directors. All Members and Directors are entitled to receive notice and to vote at General Meetings;
- b) Special General Meetings may be summoned by the Board of Directors, or upon the call of a minimum of ten percent (10%) of the Members through a written and duly signed "Notice for Special General Meeting" delivered to the President and posted at least 30 days in advance of the meeting date. The notice of a Special General Meeting shall contain agenda, venue and time of the proposed Special General Meeting. All Members shall each have one vote at all Special General Meetings; and

- c) Annual General Meetings shall be held once a year at a frequency of not more than 15 months apart, at the time and place that the Directors decide. All Members and Directors are entitled to receive notice and to vote at Annual General Meetings.

3.2 Deemed Annual General Meetings

An Annual General Meeting is deemed to have been held if:

- a) the minutes of the previous Annual General Meeting have been accepted;
- b) the financial statements and Auditor's report have been approved; and
- c) Meeting minutes are recorded to capture any resolutions presented.

3.4 Notice of an Annual General Meeting or a Special General Meeting

Members and Directors are entitled to notice of the date, time and location of a General Meeting or Special General Meeting. Notice of meetings must:

- a) be made available at least 14 days before the meeting; and
- b) be made available no more than 60 days before the meeting; and
- c) include an agenda; and
- d) include the purpose of the meeting.

3.5 Waiver of Notice

A Member or Director may, in any manner, waive their entitlement to notice of a General meeting. A Member or Director may also agree to reduce the period of that notice.

3.6 Deemed Waiver of Notice

Attendance of a Member or a Director at a General Meeting is a waiver of their entitlement to notice of the meeting, unless they attend the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been called in accordance with the notice requirements.

3.7 Participation in a General Meeting

Participation in a General Meeting must be in person. There shall be no proxy voting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

4.1 Order of Business at a General meeting

At minimum, the order of business at a General Meeting is as follows:

- a) the meeting chair will be appointed by the Board of Directors;
- b) determine that there is a quorum;
- c) approve the agenda;

- d) approve the minutes from the last General Meeting;
- e) deal with business arising from the last General Meeting;
- f) if the meeting is an Annual General Meeting:
 - 1) receive the report on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements;
 - 2) receive any other reports of Society activities and decisions since the previous General Meeting;
- g) adjourn the meeting.

4.2 Quorum Required

Business, other than the adjournment of the meeting, shall not take place at a meeting unless a quorum of Members is present.

4.3 Quorum for General Meetings

A quorum of the Society shall be 10% of the Membership, provided that this number consists of at least one Member present from 4 of the 6 Communities.

4.4 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the start time of a Meeting, a quorum of Members is not present, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present constitute a quorum for that meeting.

4.5 Cessation of Quorum

If, at any time during a General Meeting, there ceases to be a quorum of Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned.

4.6 Matters Decided at Meeting by Resolution

A matter to be decided at a Meeting must be made by simple majority resolution. Simple majority is fifty plus one (50 + 1) percent of votes cast.

PART 5 - VOTING AT GENERAL MEETINGS OF MEMBERS

5.1 Right to Vote

Members and Directors of the Society are entitled to vote at any General Meeting.

5.2 Method of Voting

Voting at a Meeting must be by show of hands.

5.3 Announcement of Result

The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

PART 6 – BOARD OF DIRECTORS

6.1 Eligibility Requirements for Directors

The eligibility requirements for Directors of the Society are any person who:

- a)** is 19 years or older;
- b)** appointed by their respective Community;
- c)** is a member of the Society;
- d)** has signed and submitted any necessary forms required for the Directors by the Society and the Act;
- e)** meets the requirements for a Board Director as outlined in the Aboriginal Operational and Practice Standards and Indicators;
- f)** not be an employee of the Society;
- g)** granted approval by the Deputy Registrar, Ministry of Public Safety and Solicitor General on the Criminal Record Review Act Check;
- h)** not have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- i)** not be an undischarged bankrupt; and
- j)** not have been convicted, in Canada or elsewhere, of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - 1)** the court orders otherwise;
 - 2)** a pardon was granted or issued for a record suspension was ordered under the Criminal Records Act (Canada), and the pardon or record suspension has not been revoked or ceased to have effect; or
 - 3)** five years have passed since the last to occur of:
 - i)** the expiration of the period set for suspension of the passing of a sentence without a sentence having been passed;
 - ii)** the imposition of a fine;
 - iii)** the conclusion of the term of any imprisonment;
 - iv)** the conclusion of the term of any probation imposed.

6.2 Board of Directors Appointment & Composition

The Society Board of Directors shall consist of six appointees, one from each of the following Communities by way of a Resolution signed by the respective Band Council or Community Government:

- a)** Tobacco Plains Indian Band;
- b)** ᑭᐱᑭᐱ;
- c)** Lower Kootenay Indian Band;
- d)** ᑭᐱᑭᑭᑭᑭᑭ First Nation;
- e)** Shuswap Indian Band;
- f)** Métis Nation British Columbia.

The Society Board of Directors shall be composed of:

- a)** One person appointed from each of the six Communities; and
- b)** The Director of the Ktunaxa Nation Social Investment Sector shall be Ex-officio to the Board as Chair.

The term of office for a Director is three years.

6.3 Removal of Directors

A Director of the Board may be removed from their appointment for the following reasons:

- a)** The Directors may, having just cause, remove a Director before the expiration date of her/his term of office by special resolution, and may request a Community to select a successor to complete the term of office; or
- b)** A Community may, having just cause, choose to recall their representative on the Board by using their own traditional procedures and may select a successor to complete the term of office. The notice of recall of a director shall be presented to the Board in the format of a Band Council Resolution; or
- c)** If a Board Director fails to meet the requirement of the Aboriginal Operational and Practice Standards and Indicators he/she shall be removed from the Board.

6.4 Cessation of Office

A Director ceases to hold office when the:

- a)** Community that appointed the Director terminates their appointment;
- b)** Director resigns by sending a notice in writing to the Society;
- c)** Director's term expires; or
- d)** Director dies.

6.5 Vacancies

The Executive Director will consult with the Community regarding any vacancies. The Community will be responsible for the appointment of a Director for that vacancy, subject to limitations provided for these Bylaws

In the event of a Director removed from appointment, the newly appointed Director shall serve for the balance of the term of the removed director.

6.6 Powers of the Board of Directors

Subject to limitations set forth throughout these Bylaws, the Board of Directors shall have the power to:

- a)** employ an Executive Director and other employees as may be necessary to conduct the daily administration and management of the affairs of the Society;
- b)** acquire and hold any real or personal property or any estate or interest in real or personal property or any rights or privileges of any kind or nature and to sell, lease or dispose of any property, rights or privileges;
- c)** provide consultation services to any acceptable organizations in furtherance of its objects, purposes, programs, psycho-social supervision, preparation of management, program and financial assistance;
- d)** engage the services of any bank, treasury branch, trust company or credit union and to enter in agreements for that purpose;
- e)** engage the services of any stockbroker, investment counselor, lawyer or any other person with respect to any matters relating to its objects or the exercise of its powers;
- f)** make by-laws and policies for the proper administration of the Society;
- g)** enter into with any government authority or person any agreement that the Society deems necessary or useful to fulfill its objects; and
- h)** generally, ensure that all things necessary or incidental to the operation of a charitable Society for purposes of achieving its objectives are done.

6.7 Offence to Act as Director If Not Eligible

A Director must promptly resign if they are not, or cease to be, qualified under these Bylaws or the Act. An individual who becomes or acts as a Director and is not qualified under these Bylaws commits an offence under the Act.

PART 7 – BOARD OF DIRECTORS ROLES & RESPONSIBILITIES

7.1 Board Responsibilities

The Board of Directors shall hire and oversee the Executive Director of the Society.

The Board is responsible for:

- a)** Developing the following governance policies:

- 1) Vision and mission
 - 2) Strategic Direction
 - 3) Human Resources
 - 4) Programming
 - 5) Dispute Resolution
 - 6) Advocacy
 - 7) Finance
 - 8) And any other policies the Board deems necessary
- b) Providing supervision (including hiring, firing, and performance evaluation) to the Executive Director;
 - c) Exercising fiduciary responsibilities on behalf of the Society as a collective body;
 - d) Ensuring strategic planning occurs;
 - e) Acting in good faith and in the best interest of the Society; and
 - f) Adhering to the Society's "Directors' Code of Conduct".

7.2 Directors' Duties

In exercising their powers and performing their functions as Directors of the Board, every Director must:

- a) be responsible in overseeing the Executive Director who is responsible for the daily administration and management of the affairs of the Society;
- b) exercise the responsibilities subject to the direction of the Board of Directors;
- c) act honestly and in good faith with a view to the best interests of the Society;
- d) exercise the care, diligence and skill of a reasonable prudent individual would exercise in comparable circumstances;
- e) act in accordance with the Act and regulations; and
- f) act in accordance with the Constitution and Bylaws of the Society.

7.3 Signing Authority

A contract or other record to be signed by or on behalf of the Society must be signed by:

- a) the Board of Directors' President, together with one other Director; or
- b) any two Directors; or
- c) at least two individuals authorized by the Board of Directors.

7.4 Appointment of a President of the Board

The term of the President of the Board shall be one fiscal year. The Directors shall appoint a President at the Board Meeting in March, with the President's term taking effect on April 1 of each year.

PART 8 – BOARD OF DIRECTORS MEETINGS

8.1 Board Meetings

The Board of Directors shall have regular standing meetings on a monthly basis – a minimum of 6 meetings per year.

8.2 Calling a Special Board of Directors Meeting

A Special Meeting of the Board of Directors may be called by the President or by at least three Directors providing a written and duly signed notice.

8.3 Notice of Board of Directors Meeting

At least five days' notice of a Board of Directors Meeting must be given to the Directors and the Chair unless all the Directors agree to waive their entitlement to notice.

8.4 Proceedings Not Invalid If Omission to Give Notice

Attendance at a Board Meeting is a waiver of the entitlement of notice to that meeting and does not invalidate proceedings.

8.5 Role of Chair at a Board of Directors Meeting

The Chair will preside over all Board of Directors Meetings. If the Chair is not available or unable to perform their duties, the Board will collectively appoint a meeting chair at the start of the meeting.

8.6 Participation in a Board of Directors Meeting

Directors and the Chair are entitled to participate in a Board of Directors Meeting in person, by telephone, or by other available technologies, as long as the Chair and all Directors participating in the meeting are able to communicate with each other.

8.7 Quorum of Directors

The quorum for a Board of Directors Meeting is four Directors.

8.9 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a Board of Directors Meeting, a quorum is not present the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Directors who are present constitute a quorum for that meeting.

8.10 Cessation of Quorum

If, at any time during a Board of Directors Meeting, there ceases to be a quorum, business then in progress must be suspended until there is a quorum.

8.11 Meeting Rules of Order

All efforts are made to reach decisions based on consensus, however simple majority is considered acceptable to pass resolutions. Simple majority is fifty plus one (50 + 1) percent of votes cast. Robert's Rules of Order shall be used to maintain order and decorum of all meetings. In the case of an equality of votes, the President does not have a second vote and the resolution does not pass.

8.12 Dispute Resolution Policy

In general, disputes among Directors will be resolved in accordance with the Dispute Resolution Policy adopted by the Board of Directors.

8.13 Right to Vote

All Directors are entitled to vote any Board of Director Meeting.

8.14 Proxy Voting Not Permitted

Voting by proxy is not permitted.

8.15 Methods of Voting

Voting at a Board of Directors Meeting must be by show of hands for those participating in person or by other technologies, and by oral communication in the case of those participating by phone.

8.16 Announcement of Result

The Chair of a Board of Directors meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

8.17 Validity of Acts or Proceedings

Acts or proceedings of the Board of Directors cannot be invalidated solely on the basis of:

- a) there being less than the prescribed number of Directors in office;
- b) a defect in the appointment of any Director;
- c) a minority of the Directors receive or are entitled to receive remuneration from the Society under contracts for services; or
- d) a defect in the qualifications of a Director.

PART 9 – DIRECTORS CONFLICTS OF INTEREST

9.1 Conflict of Interest Rules

Conflict of interest rules apply under these Bylaws and the Act to all Directors. In the event of a real or perceived conflict of interest, Directors are required to:

- a)** disclose fully and promptly the nature and extent of their interest;
- b)** abstain from voting;
- c)** excuse themselves from the Board of Directors Meeting immediately to ensure that they are not part of the discussion or decision around the matter; refrain from any action (inside or outside of the Board of Directors Meeting) intended to influence the discussion or vote; and
- d)** comply with the requirements of the Act and any conflict of interest guidelines adopted by the Directors.

9.2 Record of Disclosure

Disclosure of conflicts of interest must be recorded in one of the following forms:

- a)** the minutes of a Board of Directors Meeting;
- b)** a Directors' Consent Resolution; or
- c)** a written record addressed to the Board of Directors.

9.3 Mutual Conflict of Interest

If all the Directors have disclosed a conflict of interest regarding the same contract, transaction, or matter, then the Directors will be required to make a decision collectively.

9.4 Exceptions to the Conflict of Interest Rules

The conflict of interest rules do not apply to the following contracts, transactions or matters:

- a)** remuneration for being a Director, reimbursement of expenses to a Director, or indemnification of a Director;
- b)** purchase or maintenance of insurance for the benefit of a Director; or
- c)** the contract or transaction is approved by special resolution after the nature and extent of the Director's interest in the contract or transaction has been fully disclosed to the Board of Directors.

9.5 Accountability

Directors who fail to disclose conflicts of interest may be subject to removal from the Board.

9.6 Validity of Contracts

The fact that a Director is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposed to enter into does not make the contract or transaction void, but, if the contract or transaction has been declared as a potential or perceived conflict of interest in accordance with these Bylaws then it is considered to be valid. And contracts or transactions involving conflicts of interest have not been approved in accordance with these Bylaws, the Society or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

PART 10 – REMUNERATION AND REIMBURSEMENT

10.1 Remuneration of Directors

The Society must not pay any remuneration to a Director for being a Director other than an honorarium paid for attending Board of Directors Meetings and Society Meetings. The Society may, subject to these Bylaws and the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

10.2 Majority of Directors must not be Under Contract

A majority of the Directors must not receive or be entitled to receive remuneration from the Society under a contract of employment or contract for services.

10.3 Directors' Expenses

The Society will reimburse a Director for reasonable expenses, including travel expenses, necessarily incurred by the Director in performing their duties as a Director.

10.4 Disclosure of Remuneration of Directors

The Society will make available upon request a list of all the Directors to whom the Society paid remuneration, including honorarium:

- a)** for being a Director; and
- b)** for acting in another capacity;

for the period in relation to which the financial statements are prepared. The list must include the position or title of each Director and a description of the capacity in which each Director acted.

10.5 Disclosure of Remuneration of Employees and Contractors

The financial statements of the Society must include a note listing the remuneration paid by the Society to the top 10 most highly remunerated employees or contractors earning more than \$75,000 for the period in relation to which the financial statements are prepared.

The list must set out the total number (up to 10) of earners meeting this threshold and the total amount of remuneration paid.

PART 11 – LIABILITY, INDEMNITY AND INSURANCE

11.1 Liability of Directors

Directors, who vote for a resolution passed at a Board of Directors Meeting or consent to a Directors' resolution authorizing a distribution of money or other property contrary to these Bylaws or the Act, are jointly and severally liable to restore any money or other property so distributed to the Society.

11.2 Limitations on Directors' Liability

A Director is not liable if they have complied with their duties under these Bylaws and the Act, and, in voting for or consenting to the unauthorized resolution, have reasonably and in good faith, relied on any of the following:

- a) financial statements of the Society represented to the Director to fairly reflect the financial position of the Society, by either a Director or senior manager responsible for the preparation of the financial statements, or in an Auditor's Report;
- b) a written report of a lawyer, accountant, engineer, appraiser, or other consultant whose profession lends credibility to a statement made by that person;
- c) a statement of fact represented as correct to the Director by another Director or senior manager of the Society; or
- d) any record, information, or representation the court considers provides reasonable grounds for the actions of the Director.

11.3 Conditions for Indemnification

An individual may only be indemnified in accordance with these Bylaws and the Act, if:

- a) they acted honestly and in good faith with a view to the best interests of the Society and exercised the care, diligence and skill of a reasonably prudent person; and
- b) with respect to any proceedings other than a civil proceeding, they had reasonable grounds for believing that their conduct, in respect of which the proceeding was brought, was lawful.

11.4 Individuals who may be Indemnified

The Society may, subject to the provisions of the Act, indemnify:

- a) a Director or former Director or their heir, or personal or other legal representative; or
- b) manager or former senior manager or their heir, or personal or other legal representative.

11.5 Payment of Expenses

The Society will pay the expenses actually and reasonably incurred by an individual eligible for indemnification in accordance with the provisions of these Bylaws and the Act.

11.6 Insurance

The Society shall purchase and maintain insurance in accordance with the relevant provisions of the Act.

PART 12 – BORROWING AND INVESTMENT

12.1 Consensus or 2/3 Resolution Required for Borrowing and Investment

The Board of Directors will strive to achieve consensus on decisions with respect to the borrowing or investment of funds, except in the case of decisions to invest in a savings account or Canadian Guaranteed Investment Certificate. If the Board of Directors cannot reach a consensus, the Directors may make a decision with respect to the borrowing or investment of funds by way of resolution, but such resolution requires the support of two-thirds (2/3) majority of the Directors.

12.2 Limitations on Issuing Debentures

No debenture or unsecured loan shall be issued without the sanction of a special resolution.

PART 13 – AUDITOR, AUDIT AND STATEMENTS

13.1 Requirements of Audit

The following provides for the requirements of an Audit and for an Auditor:

- a)** The Society is required to have an Annual Audit of its accounts prepared by an Independent Auditor;
- b)** The Independent Auditor must be a qualified by way of professional designation and meet the requirements of the Act;
- c)** The Independent Auditor will be appointed by the Board of Directors. This appointment and term will be communicated to the Members at each Annual General Meeting of the Society;
- d)** The Society shall give the Auditor such information and permit such inspections as are necessary to enable the Audit to be carried out;
- e)** If there is a vacancy in the office of the Auditor created by a resignation, death, or otherwise, the Board of Directors must appoint an Auditor who meets the qualification requirements as provided in these Bylaws to hold office until the close of the next Annual General Meeting when a new Auditor is appointed; and
- f)** An Auditor may be removed by a resolution passed by the Directors at a Board of Directors Meeting. At that meeting, the Directors must, by resolution, appoint another

qualified Auditor who for the remainder of the term of office. Removal of an Auditor will be communicated to the Members at a General Meeting.

An Auditor shall receive written notice 14 days in advance of the Board of Directors Meeting where their removal is being sought. The written notice shall include the proposed date for the meeting, and a copy of all materials provided to the Directors in connection with the removal.

An Auditor who has received notice of a proposed removal may send written notice to the Society their intention to be present, at their own expense, at the Board of Directors meeting to discuss their proposed removal.

13.2 Presentation of Audit

- a) The Audited financial statements shall be presented to the Membership at the Annual General Meeting of the Society, and shall include a presentation of:
 - 1) The Audited Statement of Financial Position and Statement of Operations of the Society for the preceding fiscal year;
 - 2) investments, if any, held by the Society for the preceding fiscal year; and
 - 3) investments, if any, held by the Society at the time of the Audit.
- b) The fiscal year of the Society shall be from April 1st to March 31st.
- c) The Board of Directors will make the Audit available to its Members.

PART 14 – RECORDS

14.1 Records

The Society must comply with the record-keeping requirements of the Act, including requirements regarding the location of records, maintenance of records, inspection of records and financial statements, copies of records and financial statements, restrictions on viewing records, and distribution of records. The records shall remain in the custody of the Executive Director. Where applicable and appropriate; access to these records by the Membership may be permitted.

PART 15 –DELIVERY OF NOTICE

15.1 Delivery of Notice to the Society

Notice to the Society shall be delivered by mail to the Society's registered office, by email to the Executive Director, or by facsimile to the Society's facsimile address.

15.2 Delivery of Notice by the Society

The Society shall deliver notice to Members, Directors, or the Auditor by mail, email, or facsimile to the address provided by the intended recipient.

PART 16 – AMENDMENT OF BYLAWS AND DISSOLUTION

16.1 Amendment of Bylaws

These Bylaws can be altered or amended at a General Meeting, where a special resolution is presented in writing to the Membership in accordance to these Bylaws and the Act. Amendments to these Bylaws requires a threshold of a two-thirds (2/3) majority vote.

16.2 New Government Structure

Once a new structure for the government of the Ktunaxa Nation has been established under a treaty, self-government agreement or other instrument, it may replace the Society. At the request of the government of the Ktunaxa Nation, discussions may begin around the dissolution of the Society.

16.3 Dissolution of the Society

The following procedures and steps shall apply to dissolution of the Society:

Step 1: All Directors are entitle to vote for such dissolution at a Special or ordinary Board of Directors Meeting. A Notice of this Meeting must be given to all Directors in writing at least 30 calendar days prior to the Meeting. The Notice shall accompany a detailed explanation of why such dissolution is necessary;

Step 2: A motion of dissolution passed with 67% or 4/6 of the vote at the Special Board of Directors Meeting identified in Step 1 above shall be presented at a Society Meeting of the Members. A minimum of 75% vote of the Members shall be required to endorse the motion of dissolution passed by the Board of Directors.

After dissolution, distribution of remaining assets after all debts, liabilities, obligations are paid shall be transferred to the Ktunaxa Nation or in the event such organization or a legal successor thereto no longer exists or does not wish to receive the property or assets, to all Communities named in the Bylaws on an equal basis.