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**Wuikinuxv Kitasoo Nuxalk**

**Tribal Council**

**Constitution**

**and**

**By-laws**

 Approved by Tribal Council Special Resolution ~ May 29, 2012

**WUIKINUXV KITASOO NUXALK**

**TRIBAL COUNCIL**

Society Number S-21694

**CONSTITUTION**

1. The name of the Society is the Wuikinuxv Kitasoo Nuxalk Tribal Council.
2. The purposes of the Society are:
	1. to represent and be the official spokesman of the Wuikinuxv Kitasoo and Nuxalk Nations and their member Nations’ territories, to include the ancestral territories of each Nation and the officially designated reserves (each of which is individually referred to herein as “Nation” and which are collectively referred to as the “Nations”) of the central west coast of British Columbia as requested by the Nation and / or as related to the affairs of the Tribal Council;
	2. to unite the Nations in the common goal of working for the interests and well-being of the Nations and the other First Nations within their respective territories by dealing with policies, programs, issues, regulations and projects that affect the Nations and the First Nations within their respective territories;
	3. to foster and promote coordination and cooperation between the various and diverse governmental agencies and departments, the general public and Nations on subjects relating to cultural, social, educational, political and economic issues facing the Nations and the other First Nations within their respective territories;
	4. to assist the Nations and other First Nations organizations within their respective territories in their objectives without interfering in the internal structure and workings of the Nations or such other First Nation organizations;
	5. to provide by means of, and encourage, cooperation and communication among the Nations and other First Nations within their respective territories;
	6. to improve life expectancy, educational achievements, real incomes, social and living conditions of the Nations’ members.

**CONSTITUTION** – *Continued*

1. The purposes of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
2. No Directors of the Society shall be paid any remuneration for services rendered to the Society as a Director, but any Director may be paid reasonable expenses incurred by him acting as Director for the Society or otherwise.
3. Upon the winding-up or dissolution of the Society, after payment:
	1. of all costs, charges and expenses properly incurred in such winding-up or dissolution, including the remuneration of any liquidators;
	2. of all arrears or salaries and wages of employees of the Society;
	3. of all other debts of the Society;

the remaining assets of the Society shall be distributed to such organizations as may be designated by the Directors having purposes similar to, or compatible with, those of the Society. Any of such remaining assets which were provided to the Society for specific purpose or purposes, shall, wherever possible, be distributed to such institution(s) having the same or similar purpose(s) for which such assets were provided.

1. Paragraph 3, 4, 5 and 6 of this Constitution are unalterable.

**BY-LAWS**

**PART ONE - INTERPRETATION**

1. **DEFINITIONS**
	1. In these By-laws, unless the context otherwise requires:
2. “**AGM**” means the Annual General Meeting
3. **“By-laws”** means the by-laws of the Society
4. **“Constitution”** means the Constitution established for the Society under the *Society Act*
5. **“Councils”** means the Chief and Councillors of the member Nations
6. **“Director”** means the Director of the Society chosen pursuant to these by-laws
7. **“Executive Committee”** means the three (3) Directors of the Society, acting as a body
8. **“General Meeting”** means a meeting of the Society to include the Annual General Meeting and Special General Meeting
9. **“Member”** means:

i. an applicant for incorporation of the Society who has not ceased to be a member; and

ii. every person who becomes and remains a member in accordance with the by-laws

1. **“Member Nations”** means the Wuikinuxv Nation, the Kitasoo Nation and the Nuxalk Nation
2. **“Ordinary Resolution”** means:

i. a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person;

ii. a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society;

**BY-LAWS - PART ONE – INTERPRETATION** *– Continued*

**1.0** **DEFINITIONS** - *Continued*

1. **“Register”** means the file of the names of members of the Society and their current personal information, including personal address, facsimile number and electronic mail address
2. **“Reporting Society”** means a reporting Society under the*Society Act*
3. **“Society”** means the Wuikinuxv Kitasoo Nuxalk Tribal Council, as incorporated under the *Society Act*
4. **“Society Act”** means the *Society Act* of the Province of British Columbia R.S.B.C., 1996, from time to time in force and all amendments to it
5. **“Special Resolution”** means:
6. a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a Society who, being entitled to do so, vote in person,
	1. of which the notice that the by-laws provide, and not being less than thirty (30) days’ notice, specifying the intention to propose the resolution as a special resolution has been given; or
	2. if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than thirty (30) days’ notice has been given.
7. a resolution consented to in writing by every member of a Society who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society; or
8. if a Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution.

(p) “**WKNTC**” means the Wuikinuxv Kitasoo Nuxalk Tribal Council

1.2 The definitions in the Society Act on the date their by-laws became effective, apply to these by-laws.

1.3. Words importing the singular include the plural and vice-versa.

**PART TWO - MEMBERSHIP**

1. **MEMBERSHIP**
	1. The members of the Society shall consist of the applicants for incorporation of the Society who have not ceased to be members and the current elected Chief and elected Councillors of the Wuikinuxv, Kitasoo and Nuxalk Nations.
	2. Councils shall pay each and all of their Society members’ membership fee of Ten ($10.00) Dollars to the Society on or before the 31st day of March of each year, and upon failure to pay the membership fee, a member shall cease to be a member in good standing.
	3. Each and all members in good standing are entitled to one (1) vote at a meeting of the Society as scheduled and organized by the Society.
	4. Every member or Director of the Society must comply with:
2. the *Society Act*;
3. the constitution and by-laws of the Society;
4. all policies and regulations enacted by the Directors; and
5. any rules of order governing the conduct of general meetings and of meetings of the Directors
	1. A person shall cease to be a member of the Society upon:
6. ceasing to be a member in good standing for a period of thirty (30) days; or
7. ceasing to be an elected Chief or an elected Councillor of a member Nation; or
8. being expelled pursuant to Section 2.6; or
9. dissolution of the Society; and
10. thereupon his or her membership in the Society is automatically terminated. Upon termination of a member of the Society, the Nation previously represented by that member shall present for membership a new representative who shall be forthwith admitted by the Society as a member.
	1. Expulsion of a member of the Society shall occur in the following manner:
11. a member may be expelled by a Special Resolution; or
12. the notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; or
13. the member who is the subject of the proposed Special Resolution for expulsion shall be given the opportunity to be heard at the general or

**BY-LAWS - PART TWO – MEMBERSHIP** *- Continued*

**2.0 MEMBERSHIP** *– Continued*

special meeting before the Special Resolution is put to a vote at the AGM.

2.7 The Society shall maintain a register of the names of the applicants for incorporation, the name of every past and present member of the Society and their personal / home address, facsimile number and their electronic mail address.

**PART THREE – MEETING OF MEMBERS**

1. **GENERAL MEETINGS**
	1. General meetings of the Society shall be held at such time and place as determined by the Directors, and in accordance with the *Society Act.*

3.2 Every general meeting, other than an AGM, is a special general meeting.

* 1. An Annual General Meeting (AGM) of the Society shall be held prior to June 15th, annually, at a place to be determined at the preceding annual general meeting.
	2. The notice of a general meeting to all members of the Society shall:
1. be delivered by ordinary mail, by facsimile, or by electronic mail in accordance with the address or number as recorded in the register of members;
2. include the place, day and the hour of the meeting;
3. be delivered not less than two (2) months before the annual general meeting; and
4. be delivered not less than one (1) month before a special general meeting
	1. The Society shall provide the following documents to all members of the Society not less than thirty (30) days before the Annual General Meeting:
5. agenda for the meeting;
6. minutes of the last AGM and any subsequent special general meetings;
7. any special resolution(s) to be discussed and voted on at the meeting;
8. any other information or documents as requested by the Directors.

**BY-LAWS - PART THREE – MEETING OF MEMBERS** *– Continued*

**3.0 GENERAL MEETINGS***- Continued*

* 1. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, shall not invalidate proceedings at that meeting.

**PART FOUR – PROCEEDINGS AT GENERAL MEETINGS**

1. **PROCEEDINGS**

4.1 Special Business is:

 (a) All business at a special general meeting except the adoption of rules of order; and

 (b) All business transacted at an annual general meeting, except:

 i. the adoption of rules of order;

 ii. the consideration of the financial statements;

* 1. the report of the Directors;
	2. the report of the Auditor, if any;
	3. the confirmation of Directors;
	4. the appointment of the Auditor, if required; and
	5. the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
	6. Quorum
1. Quorum at an annual general meeting shall consist of:
	1. two (2) members from the Wuikinuxv Nation;
	2. four (4) members from the Kitasoo Nation; and
	3. seven (7) members from the Nuxalk Nation.
2. No business, other than the election of the Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(c) If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**BY-LAWS - PART FOUR – PROCEEDINGS AT GENERAL MEETINGS** *– Continued*

**4.0 PROCEEDINGS** *- Continued*

* 1. Adjournment or Termination of a General Meeting
1. If within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
2. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
3. When a general meeting is adjourned for ten (10) days or more, notice for the rescheduling of the adjourned meeting shall be given as in the case of the original meeting.
4. Except as provided in this by-law, it is not necessary to give notice of an adjournment or the business to be conducted at an adjourned general meeting.
	1. Chair of General Meeting
5. The Chair of the general meeting shall be elected from amongst the Members; or
6. Members shall have the option to designate a Facilitator to chair the meeting, with no voting rights.

4.5 Ordinary Resolutions and Voting

 (a) An ordinary resolution proposed at a general meeting must be seconded, and if the Chair is a member, the Chair may move or propose an ordinary resolution

 (b) In the case of an equality of votes the Chair shall not have a casting or second vote in addition to the vote to which the Chair is entitled to as a member and the proposed ordinary resolution shall not pass

 (c) A member in good standing present at a meeting is entitled to one (1) vote

(d) The calling of a question does not in and of itself obligate the Chair to put a question under discussion to a vote. When question is called the Chair shall note this call and then ask members if there is an objection to ending discussion and proceeding with the vote. The final

**BY-LAWS - PART FOUR – PROCEEDINGS AT GENERAL MEETINGS** *– Continued*

**4.0 PROCEEDINGS** *- Continued*

4.5 Resolutions and Voting *- Continued*

determination as to whether discussion is sufficient remains with the Chair subject to the Robert’s Rules regarding the challenge of the Chair

(e) Voting is by a show of hands

(f) An ordinary resolution at a general meeting must be passed by a simple majority of the votes of those members entitled to vote

(g) Not withstanding (f) above, for an ordinary resolution to pass, it must be supported by a majority of the members present at a meeting of at least two (2) of the three (3) First Nations

(h) A special resolution at a general meeting must be passed by a majority of not less than seventy-five (75%) percent of the votes of those members entitled to vote

(i) Voting by proxy is not permitted

4.6 Minutes

 (a) The Directors shall appoint someone other than a member of the Society to be responsible for the preparation of and shall have custody of the minutes of the meetings of the Society and the Directors. The Senior Administrator shall have custody of all other books and records of the Society

 (b) The minutes shall be recorded for every meeting, including annual, general, Director’s meeting (Executive), including teleconferencing

 (c) The minutes are to be taken to the meetings of the Society so as to be read for corrections, and approval

 (d) The minutes of a general meeting may be approved in principle by circulation of those minutes by regular mail, electronic mail or facsimile to those who attended the general meeting and obtaining thereafter written confirmation by the majority of attendees of acceptance. Full approval will be required at the next general meeting

**PART FIVE – DIRECTORS**

1. **DIRECTORS**

5.1 The Directors shall be the governing body of the Society and shall be responsible for implementing the resolutions and policies of the Society as determined at general meetings. 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 by-laws 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 the provisions of:

 (a) all laws affecting the Society;

 (b) these by-laws; and

 (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings.

5.2 No rules made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The Directors of the Society shall be the elected Chiefs of the member Nations or another member as appointed by 5.9.

5.4 An elected Chief will immediately cease to be a Director upon:

 (a) ceasing to be the elected Chief of a member First Nation; or

 (b) ceasing to be a member in good standing.

 5.5 There shall be three (3) Directors

 5.6 A Director of the Society shall:

 (a) act honestly and in good faith and in the best interests of the Society; and

 (b) exercise the care, diligence and skill of an reasonable and prudent person.

 5.7 The Directors shall form the Executive Committee of the Society overseeing the management of the affairs of the Society.

 5.8 The Chair of the Executive Committee shall be rotated at each regular Executive Committee meeting among the three (3) Directors.

 5.9 The Chair may delegate the responsibility of facilitating and conducting of an Executive Committee meeting to another Director or to a member of staff.

 5.10 The members may, by special resolution, remove a Director, before the expiration of the Director’s term of office, and may elect or appoint a successor from the Director’s member Nation, to complete the term of office.

 **BY-LAWS - PART FIVE – DIRECTORS***– Continued*

**5.0 DIRECTORS***– Continued*

 5.11 In accordance with paragraph 4 of the Constitution of the Society, no Directors of the Society shall be paid any remuneration for services rendered to the Society as a Director, but any Director may be paid his reasonable expenses incurred while acting as Director for the Society or otherwise.

**PART SIX – PROCEEDINGS OF THE DIRECTORS**

1. **DIRECTOR MEETINGS**
	1. The Directors may meet together at places they think fit to conduct business, and otherwise regulate their meetings and proceedings, as they see fit.
	2. The Directors shall meet not less than six (6) times in each fiscal year.
	3. A quorum at a meeting of the Directors shall consist of all three (3) Directors.
	4. A Director may at any time convene a meeting of the Directors.
	5. Meetings of Directors may be in person or by video / teleconference.
	6. A meeting of the Directors shall be held immediately following the election of a new Director.
	7. Resolutions decided upon at a meeting of the Directors shall be by voting and based upon a simple majority.
	8. All Directors of a meeting of the Directors shall have a right to vote on a Resolution.
	9. The Directors shall be responsible for the settlement or determination of any questions or disputes not covered by the by-laws which may arise from time to time, including questions which arise at a general meeting.
	10. The Directors may, as they see fit, and passed by a Resolution of the Directors, appoint Committees to assist in the affairs of the Society, in accordance with the following:
2. members of Committees shall be members of the Society including Directors, as appropriate, and other members not of the Society, as deemed appropriate by the Directors;

(b) Directors shall not delegate any of their powers to a Committee;

1. committees shall be advisory in nature;
2. all Committees shall have a Terms of Reference and shall comply to any rules or guidelines established by the Directors; and
3. committees appointed by the Directors shall have a direct reporting relationship to the Directors.

**PART SEVEN – SENIOR ADMINISTRATOR**

1. **SENIOR ADMINISTRATOR**
	1. The Directors shall have the responsibility and authority to appoint the Senior Administrator of the Society and determine the appropriate title, position responsibilities, duties and authority, remuneration and terms and conditions of employment.
	2. The Senior Administrator shall:
2. be selected by open competition;

(b) be subject to the direction of the Directors and manage the office and administration affairs of the Society, to include all employees and contractors of the Society;

(c) report to the Directors;

(d) attend, as directed, approved or required, meetings of the Directors and General Meetings of the Society, with no entitlement to vote; and

(e) be responsible for providing administrative services and support to Directors and the meetings of Directors, and General Meetings of the Society.

**PART EIGHT – OFFICERS**

1. **OFFICERS**
	1. The Directors as a body shall hold any Officer positions of the Society.
	2. The Directors as Officers shall have overseeing responsibility for maintaining appropriate records and making reports available to the members of the Society.

**PART NINE – CONSTITUTION AND BYLAWS**

1. **CONSTITUTION AND BY-LAWS**
	1. Each Member Nation’s elected Councillors shall be provided with a copy of the Society’s current Constitution and By-laws.
	2. The Constitution and By-laws shall not be altered or added to except by Special Resolution at the Annual General Meeting.

**PART TEN – BORROWING**

1. **BORROWING**
	1. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or re-payment of money for the Society, in such manner, at such time, in such amounts, and upon such terms as they think fit, subject to paragraph 10.2 hereof.
	2. The Directors of the Society may not increase the indebtedness of the Society beyond $10,000.00 unless such a decision is voted on by quorum of the Society as per by-law 4.2 (a).
	3. However, debentures shall not be issued without the sanction of a special resolution.

**PART ELEVEN – INSPECTION OF BOOKS AND RECORDS**

1. **INSPECTION OF BOOKS AND RECORDS**
	1. The audited financial statements of the Society shall be available for inspection by members during the Annual General Meeting. In addition, and subject to the Privacy Act and other applicable law, the accounting records and other Society documents, as determined by the Directors, may be inspected at the offices of the Society during ordinary business hours by any member, upon request being given to the Senior Administrator, or if no Senior Administrator has been appointed, to a Director at least forty-eight (48) hours before the inspection.
	2. Members may address questions or complaints about the financial books or general records of the Society to the Senior Administrator. If the Senior Administrator fails to reply within a reasonable time, or if any member is dissatisfied with the reply of the Senior Administrator, the member may apply to the Directors, who shall appoint a committee to report on the question or complaint to the Directors, and, if requested by the member, to the Annual General Meeting.

**PART TWELVE – SEALS**

1. **SEALS**
	1. The Directors may provide a common seal of the Society and may destroy a seal and substitute a new seal in its place.

**BY-LAWS - PART TWELVE – SEALS** *– Continued*

**12.0 SEALS** *- Continued*

* 1. The common seal shall be affixed only when authorized by a resolution of the Directors and only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of at least two (2) Directors of the Society

**PART THIRTEEN – AUDIT / AUDITOR**

1. **AUDIT / AUDITOR**
	1. As a reporting Society, the Society shall appoint an auditor.
	2. At each Annual General Meeting, the Society shall appoint an auditor to hold office until the close of the next Annual General Meeting, and if at that meeting an appointment is not made, the auditor in office shall continue as auditor until a successor is appointed.
	3. The Directors may fill a vacancy in the office of auditor created by a resignation, death or otherwise, during the fiscal year and until the next AGM.
	4. The Directors shall promptly give notice in writing to an auditor of the auditor’s appointment or removal.
	5. An auditor may be removed and appointed by ordinary resolution.
	6. Persons qualified, and not qualified, as auditors shall be defined by the *Society Act.*
	7. The accounts of the Society shall be audited at least once a year by the Auditor, with the audit to be completed by May 15th of each year.
	8. The auditor shall make an audit report to the members of the Society at the Annual General Meeting during the auditor’s term of office.