



SIK-E-DAKH HEALTH SOCIETY

BYLAWS MARCH 28, 2023

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ARTICLE ONE – INTERPRETATION

1.1 GRAMMAR

In these bylaws, words importing the singular include the plural and wherever possible inclusive pronouns have been used.

1.2 DEFINITIONS

In these bylaws, unless the context otherwise requires,

- 1.2.1 **“Annual General Meeting (AGM)”** means the annual meeting of the members of the Society that the Society is required to convene once every calendar year and within six months of the end of the financial year.
- 1.2.2 **“Annual Report”** means the report that must be filed with the Registrar within 30 days of the Annual General Meeting.
- 1.2.3 **“Band Councillor”** means a member of the Council of the Glen Vowell Band as chosen by the custom of the Band or otherwise elected or appointed under the provisions of the Indian Act.
- 1.2.4 **“Board”** means the Sik-E-Dakh Health Society Board of Directors as appointed and elected in accordance with these bylaws
- 1.2.5 **“Board Report”** means the report given by the President at the AGM on behalf of the Board that provides accountability on the activities of the past year and that may reflect on what is anticipated in the next year.
- 1.2.6 **“Bylaws”** means these bylaws and any changes approved by the members by special resolution and registered on the Registrars’ system.
- 1.2.7 **“Chair”** means the person presiding at a meeting.
- 1.2.8 **“Chief”** means the Chief of the Glen Vowell Band as chosen by the outcome of the Band or otherwise elected or appointed under the provisions of the Indian Act.
- 1.2.9 **“Community”** means Sik-E-Dakh (Glen Vowell Band), and shall be recognized as such under these Bylaws.
- 1.2.10 **“Consensus”** means a structured process for decision making which allows for:
 - i. An open forum for discussion of an issue so that anyone who is a part of the group which is making the decision has an opportunity to speak if they wish to do so;
 - ii. Attempting to reach accommodation of divergent opinions and interests regarding the matter; and
 - iii. At the conclusion of the activities described in (i) and (ii), the canvassing of the position of all who are part of the group making the decision, to

see if a decision has been made such that the whole group is willing to support and enforce the decision.

- 1.2.11 **"Constitution"** means the constitution and any changes approved by the Members by special resolution and filed with the Registrar.
- 1.2.12 **"Directors"** means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors.
- 1.2.13 **"Electronic Means"** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium that:
- i. In relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
 - ii. In relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- 1.2.14 **"Executive"** means a committee of the Board composed of the positions of President, Vice President, Secretary and Treasurer.
- 1.2.15 **"Extraordinary General Meeting"** means a meeting of the members of the Society that is called between Annual General Meetings to deal with urgent matters that require the members' approval.
- 1.2.16 **"General Meeting"** means a meeting of the members of the Society.
- 1.2.17 **"In-Camera Meeting"** means a meeting of the Board or Executive where members of the public and employees are excluded and minutes are not made available, unless otherwise decided by the Board or Executive at their respective meetings.
- 1.2.18 **"Income Tax Act"** means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time.
- 1.2.19 **"Indian Band"** means a Band as defined by the *Indian Act*, R.S.C. 1985, c. I-5 and all amendments to it.
- 1.2.20 **"Member"** means persons who have become members of the Society, and have not ceased to be members, in accordance with these bylaws.
- 1.2.21 **"Member in good standing"** means a member who has complied with the obligations of membership.
- 1.2.22 **"Officer"** means those persons who have become officers, and have not ceased to be officers, in accordance with these bylaws.
- 1.2.23 **"Ordinary Resolution of the Directors"** means:

- i. A resolution passed in a general meeting by a simple majority of votes cast in person or by any other means permitted in these bylaws; or
 - ii. A resolution submitted to all the Directors of the Society and consented to in writing by 75% of the Directors.
- 1.2.24 **“Ordinary Resolution of the Members”** means a resolution passed by a simple majority of votes cast by the Members who are present at a meeting.
- 1.2.25 **“Policy”** means a policy document approved by an Ordinary Resolution of the Directors.
- 1.2.26 **“President”** means the person appointed or elected by the other directors to the office of the president in accordance with these Bylaws.
- 1.2.27 **“Quorum”** means the minimum number of members required to transact business at an Annual General Meeting, Extraordinary General Meeting or the minimum number of directors required to transact business at a General Meeting or an In-Camera Meeting.
- 1.2.28 **“Register of Directors”** means the list of the directors including their names and contact information.
- 1.2.29 **“Register of Members”** means the list of the members including their names and contact information.
- 1.2.30 **“Registered Office Address”** means the registered office mailing address as set out in the society’s statement of directors and registered office.
- 1.2.31 **“Registrar”** means the Registrar of Companies of the Province of British Columbia.
- 1.2.32 **“Secretary”** means the person appointed or elected to the office of the secretary in accordance with these bylaws.
- 1.2.33 **“Senior Manager”** means the person, with the title of Executive Health Director, who is engaged by the Board to manage the activities and internal affairs of the Society.
- 1.2.34 **“Societies Act”** means the *Societies Act*, S.B.C. 2015 c.18 and all amendments to it.
- 1.2.35 **“Society”** means the Sik-E-Dakh Health Society.
- 1.2.36 **“Special Business”** means any business conducted at an extraordinary general meeting as outlined in the notice calling the meeting.
- 1.2.37 **“Special Resolution”** means a resolution that is:
 - i. Passed at a general meeting by at least 75% of the votes cast by the voting members, whether cast in person or by any other means permitted in these bylaws;
 - ii. Consented to in writing by all of the voting members; and
 - iii. Cast in accordance with these bylaws.
- 1.2.38 **“Statement of Directors”** means the statement filed with the Registrar that sets out the Directors’ full names and addresses.

- 1.2.39 **“Treasurer”** means the person appointed or elected to the office of the treasurer in accordance with these Bylaws.
- 1.2.40 **“Unalterable Provision”** means a provision that under the *Societies Act* and in the previous constitution could not be altered but which, after transitioning onto the Registrars’ system, is alterable.
- 1.2.41 **“Vice President”** means the person appointed or elected to the office of Vice President in accordance with these Bylaws.
- 1.2.42 **“Voting Members”** means Individual Members in good standing who have the right to participate in consensus decision-making and vote in accordance with these bylaws.

ARTICLE TWO – MEMBERSHIP

2.1 TERMS OF MEMBERSHIP

- 2.1.1 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.1.2 Membership is non-transferable.

2.2 QUALIFYING FOR MEMBERSHIP

- 2.2.1 All persons over the age of 18 years are eligible for membership except:
- i. A physician, nurse practitioner, dentist, pharmacist, nutritionist, rehabilitation specialist, or any other health care or allied profession who provides services under an agreement or contract with the Society.
 - ii. Any person who has a real or perceived conflict of interest with the Society.
 - iii. The auditor or solicitor of the Society.
- 2.2.2 In principle, no one shall be barred from membership on the basis of race, gender or sexual orientation.

2.3 TYPES OF MEMBERSHIP

- 2.3.1 There shall be four (4) categories of membership:
- i. Individual Member
 - Individual members must be persons 18 years of age or over, who wish to further the goals of the Society and who pay a prescribed annual membership fee.
 - ii. Associate Member

- Associate membership may be held by Society staff with the exception that staff are not eligible for election to the Board of Directors.
- iii. Supporting Members
 - Supporting members must be corporations, associations or unincorporated organizations.
 - The supporting member must appoint one authorized representative and one authorized alternate representative.
- iv. Honorary Member
 - Honorary membership may be granted to a person by the Board to recognize meritorious or long-term services to the organization.
 - Honorary membership once granted is for life with no membership fee being assessed and a person so recognized is accorded full voting and other rights as enjoyed by all other members of the Society.

2.4 APPLYING FOR MEMBERSHIP

2.4.1 All applications for membership shall be submitted to the Board of Directors and upon approval by the Board and subsequent payment of the annual fee, the applicant shall become a member and receive an official membership card signed by the President.

2.4.2 Applications for membership must:

- i. Be in writing and on an application form approved by the Board, which includes the applicant's full name, address, telephone number, and if the applicant wishes to receive notices from the Society by facsimile or electronic mail, the facsimile number and/or electronic mail address of the applicant.
- ii. Be submitted to the Society at the Registered Address of the Society or to an authorized representative of the Society.
- iii. In the case of a supporting member, the supporting member must appoint one authorized representative and one authorized alternate representative.
- iv. Include the membership fee.

2.4.3 The board may, in its sole discretion, approve, postpone, or refuse an application for membership, and determine the category of membership an application is eligible for.

2.4.4 An application for membership received fourteen (14) calendar days or less before the Annual General Meeting is held shall be postponed until after that meeting.

2.5 RIGHTS & OBLIGATIONS OF MEMBERSHIP

- 2.5.1 The Society shall furnish members, upon request, with a copy of the Constitution and Bylaws of the Society.
- 2.5.2 Members in good standing shall be allowed to attend Board meetings and participate on Committees, but will have no voting privileges at the meetings.
- 2.5.3 Every Member must comply with the following:
 - i. The Societies Act
 - ii. The Constitution and Bylaws of the Society
 - iii. Any rules and policies made by the Society including procedures for its governance.
 - iv. Any rules of order governing the conduct of general meetings and meetings of the board.
- 2.5.4 All members of the Society shall at no time purport to represent the Society without the specific written authorization of the Board.

2.6 MEMBERSHIP FEES

- 2.6.1 The prescribed annual fee shall be decided at the Annual General Meeting of the Society by a majority vote of its members.

2.7 DURATION OF MEMBERSHIP

- 2.7.1 The term of membership shall extend from one Annual General Meeting to the next Annual General Meeting.

2.8 MEMBER NOT IN GOOD STANDING

- 2.8.1 Upon failure by any member to pay the annual membership fee, any subscription or indebtedness due to the Society, the Directors may cause the name of such member to be removed from the Registrar of Members, but such member may be re-admitted to membership by the Directors upon such evidence as they may consider satisfactory.
- 2.8.2 A Member who is not in good standing has the right to attend all meetings of members, but is suspended from all other rights and privileges, including the right to vote at such meetings, for so long as such Member remains not in good standing.

2.9 CESSATION OF MEMBERSHIP

- 2.9.1 A member will cease to be a member of the Society immediately upon:
 - i. Delivering a written resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society.

- ii. Death of a member however, in the case of a supporting member, a replacement authorized representative shall be named as soon as possible to replace the deceased authorized representative.
 - iii. Failing to renew annual membership when due or by the next annual general meeting following the expiry of their membership.
 - iv. Being expelled by the Board of the Society.
- 2.9.2 No member who withdraws from membership shall be entitled to a refund of the membership fee or special levies made upon the members.
- 2.9.3 Any member who withdraws from membership shall forfeit all rights, claims and interests arising from or associated with membership in the Society and shall cease to hold any other office in the Society which he/she/they may hold.

2.10 EXPELLING A MEMBER:

- 2.10.1 A member may be expelled:
- i. By an ordinary resolution of the board, by vote of three-fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society.
 - ii. For willfully committing a breach of the Constitution or Bylaws of the Society.
 - iii. By a serious breach of confidentiality.
- 2.10.2 The Society must send to the Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.
- 2.10.3 No member shall be expelled or suspended without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose before the resolution is put to a vote.
- 2.10.4 No member who is expelled or suspended shall be entitled to a refund of the membership fee or special levies made upon the members.
- 2.10.5 Any member who is expelled or suspended from the Society, or whose membership is terminated, shall forfeit all rights, claims and interests arising from or associated with membership in the Society and shall cease to hold any other office in the Society which he/she/they may hold.

ARTICLE THREE – MEETINGS

3.1 ANNUAL OR SPECIAL GENERAL MEETINGS

- 3.1.1 The first Annual General Meeting of the Society will be held not more than twelve (12) months after the date of Incorporation.

- 3.1.2 Thereafter, the Annual General Meeting of the Society shall be held at least once in every calendar year within ninety (90) days of the fiscal year end, upon the completion, review and pre-approval of a financial audit.
- 3.1.3 Annual General Meetings of the Society will be held at such time and place, in accordance with the Societies Act, as the directors decide.
- 3.1.4 Any reports received and any transaction of the business of the Society can be inspected by the members of the Society at the Annual General Meeting at that time and place of which the Annual General Meeting is held.
- 3.1.5 The Board may, in its discretion, determine to hold any General Meeting, either in whole or in part, by Electronic Means so as to allow some or all of the members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the members participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any member participating in a general meeting by Electronic Means is deemed to be present at such meeting.

3.2 NOTICE OF GENERAL MEETINGS

- 3.2.1 Notice of an Annual or Special General Meeting must:
 - 3.2.1.1 Specify the place, day and hour of the meeting, and, in the case of Special Business, the general nature of that business.
 - 3.2.1.2 Include any special resolutions to be proposed at the meeting.
 - 3.2.1.3 Notice of the Annual or Special General Meeting of the Society shall be sent to all members in good standing by mail at least fourteen (14) days before the meeting, and also by publishing the dates in at least one (1) newspaper source not less than fourteen (14) days prior to the meeting.
- 3.2.2 If the Board has determined to permit participation in a General Meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.
- 3.2.3 The accidental omission to give notice of an Annual General Meeting or a Special General 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.

3.3 GENERAL MEETINGS CALLED BY THE BOARD

- 3.3.1 The Board:
 - 3.3.1.1 May call a general meeting at any time;
 - 3.3.1.2 Must provide notice of the meeting no more than sixty (60) days before and no less than fourteen (14) days before the meeting;
 - 3.3.1.3 Must send the notice of the meeting to all members; and

3.3.1.4 May send the notice by Electronic Means.

3.4 GENERAL MEETINGS REQUISITIONED BY MEMBERS

3.4.1 Members in good standing may requisition a general meeting.

3.4.2 The requisition:

3.4.2.1 Must be submitted by at least ten percent (10%) of the voting membership;

3.4.2.2 Must show the names and signatures of the requisitioning members;

3.4.2.3 Must state the business to be discussed in no more than 200 words, including any special resolution the requisitioning members wish to have considered;

3.4.2.4 May be made in a single record or may be several records in similar form;

3.4.2.5 Must be delivered to the Society's registered address; and

3.4.2.6 Must be sent to all Directors.

3.4.3 The Board:

3.4.3.1 Must call the meeting within twenty-one (21) days of receiving the requisition or, failing to do so, the majority of the requisitioning members may call the meeting;

3.4.3.2 Must hold the meeting within no more than sixty (60) days after receiving the requisition;

3.4.3.3 Must send the notice in the same manner as if they had called the meeting; and

3.4.3.4 Must conduct the meeting for the sole purpose stated in the requisition.

3.5 PROPOSING ITEMS FOR GENERAL MEETINGS

3.5.1 Members may propose items to be included on the agenda for the Annual or Special General Meeting. The proposal must:

3.5.1.1 Be submitted by a minimum of 5% of the voting members, and not fewer than three (3) members;

3.5.1.2 Include the names and signatures of the members making the proposal;

3.5.1.3 Include one statement in support of the proposal to be included in the meeting notice;

3.5.1.4 Include a description on the proposal that together with the statement for the notice does not exceed 200 words and;

3.5.1.5 Not be substantially the same as a proposal considered at a General Meeting in either of the two previous calendar years.

3.6 ORDER OF BUSINESS

3.6.1 The order of business is:

3.6.1.1 Electing a chair if necessary;

3.6.1.2 Adopting the Rules of Order;

3.6.1.3 Determining that there is a Quorum;

3.6.1.4 Approving the Agenda.

- 3.6.1.5 Approving the Minutes of the last Annual or Special General Meeting;
- 3.6.1.6 Dealing with business arising from the previous General Meeting;
- 3.6.1.7 Considering the Financial Statements;
- 3.6.1.8 Considering the Auditor's Report, if any;
- 3.6.1.9 Receiving the reports of the Society's Senior Manager and Directors;
- 3.6.1.10 Appointing the financial auditor, if required, and;
- 3.6.1.11 Addressing business as, under these Bylaws, ought to be transacted at an Annual or Special General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

3.7 QUORUM REQUIREMENTS

- 3.7.1 A Quorum at an Annual General Meeting or Special General Meeting is ten percent (10%) of the members in good standing present, but not less than five (5) members, including at least three (3) members of the Board of Directors.
- 3.7.2 If at any time during an annual or general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.7.3 If there is no Quorum within 60 minutes from the time appointed for the general meeting, the meeting:
 - 3.7.3.1 If convened on the requisition of Members, will be terminated;
 - 3.7.3.2 If convened in any other case, will stand adjourned to a time and place determined by the board and, if at the adjourned meeting, a quorum is still not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum. Notice of a meeting adjourned under this bylaw needs not be given to members who are not present.
- 3.7.4 No business, other than the appointment of a chairperson and the adjournment of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

3.8 CHAIRING OF MEETINGS

- 3.8.1 The following individual is entitled to preside as the Chair of a General Meeting:
 - 3.8.1.1 The individual appointed by the Board to preside as the Chair of the meeting.
 - 3.8.1.2 If the Board has not appointed an individual to preside as the chair of the meeting:
 - 3.8.1.2.1 The President;
 - 3.8.1.2.2 The Vice President, if the President is unable to preside as the chair of the meeting or;

- 3.8.1.2.3 One of the other Directors present at the meeting, if both the President and Vice President are unable to preside as the chair of the meeting, or
- 3.8.1.2.4 If there is no individual otherwise entitled under these Bylaws who is able to preside as the chair of the meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

3.9 VOTING & METHOD OF VOTING

- 3.9.1 All members in good standing, other than the chairperson shall have one vote. In the event of a tie, the chairperson shall cast the deciding vote.
- 3.9.2 A supporting member may vote through its authorized representative, who is entitled to speak and vote and in all other respects, exercise the rights of a member and that representative must be considered as a member for all purposes at an Annual General Meeting or Special General Meeting.
- 3.9.3 Voting by Members may occur by any one or more of the following methods, in the discretion of the Board;
 - 3.9.3.1 By a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote, unless a majority of the Members present shall otherwise determine.
 - 3.9.3.2 By written ballot, or;
 - 3.9.3.3 By Electronic Means.
- 3.9.4 Provided that where a vote is to be conducted in accordance with paragraph 3.7.3.1, if requested by three or more members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by secret written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given member voted.
- 3.9.5 Questions of procedure, which have not been provided for in these Bylaws, shall be determined in accordance with Roberts Rules of Order.
- 3.9.6 The Chairperson must announce the outcome of each consensus decision or vote.
- 3.9.7 The Secretary-Treasurer will record the motion and results in the minutes of the meeting.

3.10 ADJOURNING MEETINGS

- 3.10.1 Where a General Meeting is adjourned for ten (10) business days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- 3.10.2 The Chairperson of a general meeting may, or if so directed by the Members at the meeting, adjourn the meeting from time to time and from place to place, but

no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

- 3.10.3 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

ARTICLE FOUR – DIRECTORS

4.1 COMPOSITION

- 4.1.1 The first Directors shall continue at the Annual General Meeting.
- 4.1.2 The Board of Directors of the Society shall be comprised of all members of the Glen Vowell Band Chief and Council.
- 4.1.3 The Directors shall retire when their successors are elected.
- 4.1.4 A Director is appointed by election of his/her Band.
- 4.1.5 Directors shall serve for as long as elected by Band Members.
- 4.1.6 The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.
- 4.1.7 A Director appointed under Bylaw 4.1.6 holds office until the next Band Council Election.

4.2 DIRECTOR QUALIFICATIONS

- 4.2.1 A Director:
- 4.2.1.1 Must be at least eighteen (18) years of age;
 - 4.2.1.2 Must be a registered member of Glen Vowell Band (Sik-E-Dakh First Nation);
 - 4.2.1.3 Has not been found to be incapable of managing their own affairs by any court in Canada or elsewhere;
 - 4.2.1.4 Is not an undischarged bankrupt;
 - 4.2.1.5 Has not been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - 4.2.1.5.1 The court orders otherwise.
 - 4.2.1.5.2 Five (5) years have elapsed since the last to occur of:
 - 4.2.1.5.2.1 The end of the period set for suspension of the passing of sentence without a sentence having been passed.
 - 4.2.1.5.2.2 The imposition of a fine.
 - 4.2.1.5.2.3 The end of the term of imprisonment, and
 - 4.2.1.5.2.4 The end of the term of any probation, or

- 4.2.1.5.2.5 A pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.
- 4.2.1.5.3 Does not have a criminal record involving assault or an offense against children or seniors.
- 4.2.1.5.4 Has read, understands and agrees to adhere to the Society's Code of Conduct Agreement. Agreement is signified by signing and dating the forementioned agreement.
- 4.2.1.5.5 Is an Individual Member of the Society;
- 4.2.1.5.6 Has agreed to fully support the Society and represent Glen Vowell Band (Sik-E-Dakh First Nation) as defined in the Director Job Description.
- 4.2.1.5.7 Has agreed, prior to election or appointment, that they are qualified and willing to serve on the Board.
- 4.2.1.5.8 A director must resign from the Board of Directors immediately upon ceasing to meet the above requirements.

4.3 AUTHORITY & RESPONSIBILITY

- 4.3.1 The Board shall be responsible for overseeing the business of the Society, and, without limiting the foregoing, the Board shall be responsible for:
 - 4.3.1.1 Approving procedures for the efficient administration of the Society;
 - 4.3.1.2 Developing budgets and overseeing the annual financial audit;
 - 4.3.1.3 Setting long range objectives and plans for the Society;
 - 4.3.1.4 The formation of committees, as from time to time are required, and as the Board may see fit;
 - 4.3.1.5 Addressing the liabilities and responsibilities of the Society;
 - 4.3.1.6 Investing the funds of the Society as it sees fit;
 - 4.3.1.7 Developing programs to carry out objectives consistent with those of the Society;
 - 4.3.1.8 Directing the publication once a year of an Annual Report;
 - 4.3.1.9 Supervising the Executive Health Director; and
 - 4.3.1.10 The formation of Society positions on issues with respect to the health care systems in British Columbia and issues of concern to the community and membership of Glen Vowell Band (Sik-E-Dakh First Nation) or the giving of direction to the Senior Manager for the developing of those positions.

4.4 DELEGATION OF AUTHORITY & RESPONSIBILITY

- 4.4.1 The Board of Directors may, by policy, delegate tasks to a committee, officer, or Executive Health Director of the Society, whom shall report to the Board regularly on the discharge of those responsibilities.

- 4.4.2 The Board of Directors shall hire an Executive Health Director to be responsible for the management of the Society in accordance with policies as issued by the Board. These responsibilities shall include, but shall not be limited to: communicating notices of all meetings of members and all meetings of directors, keeping minutes of all such meetings, and keeping full and accurate accounts of all receipts and disbursements of the Society.
- 4.4.3 The Executive Health Director cannot be a member of the Board, although he/she may attend and speak at meetings of the Board.
- 4.4.4 The Executive Health Director shall be responsible for the preparation of the audited financial statements and general activity report to be submitted to the Annual General Meeting.

4.5 DIRECTOR RESIGNATION

- 4.5.1 A Director who intends to resign:
 - 4.5.1.1 Must do so in writing; and
 - 4.5.1.2 Must stipulate whether the resignation will take effect:
 - 4.5.1.2.1 When the Society receives the resignation;
 - 4.5.1.2.2 On a specified date; or
 - 4.5.1.2.3 On the occurrence of a specified event.
- 4.5.2 A director is deemed to have resigned from the Board if they do not attend:
 - 4.5.2.1 Three consecutive monthly meetings without a reason acceptable to the Board.
 - 4.5.2.2 Fifty percent (50%) of the board meetings in any consecutive twelve (12) month period.
- 4.5.3 The deemed resignations outlined in section 4.5.2.1 and 4.5.2.2 are considered a vacancy and may be filled according to section 4.6.

4.6 FILLING A VACANT DIRECTOR POSITION

- 4.6.1 The position is vacant when the director:
 - 4.6.1.1 Resigns from the office;
 - 4.6.1.2 Resigns or is deemed to have resigned from the board;
 - 4.6.1.3 Is removed from office;
 - 4.6.1.4 Ceases to be a member; or
 - 4.6.1.5 Dies.
- 4.6.2 The Directors may appoint another member to fill a vacant position until the next Band Council Election.
- 4.6.3 For greater certainty, when a power is exercised pursuant to section 4.6.1 to appoint a replacement director:
 - 4.6.3.1 The directors will make best efforts to ensure that the new appointment has the confidence of the community and the directors may, among other things, consult with members who are registered with Glen Vowell Band (Sik-E-Dakh)

4.6.3.2 Any person being considered for appointment must be chosen in accordance with the Director Qualifications as outlined in these Bylaws.

4.7 PROGRESSIVE DISCIPLINE & BOARD REMOVAL OF A DIRECTOR

4.7.1 The Board may implement a process for progressive discipline and removal to address conduct by a director that the Board believes is harmful to the interests of the Society.

4.7.1.1 In such a case, the Board will:

4.7.1.1.1 Establish the grounds for disciplining or expelling a director;

4.7.1.1.2 Stipulate conditions and terms for modifying behaviours;

4.7.1.1.3 Stipulate the conditions under which sanctions or other disciplinary actions may be lifted;

4.7.1.1.4 Stipulate the conditions under which an application for reinstatement of the director may be considered.

4.7.1.2 The Board, to determine the appropriate action with respect to the Director, may:

4.7.1.2.1 Hold a hearing; and/or

4.7.1.2.2 Refer the matter to the membership.

4.7.1.3 The Board will provide the Director with:

4.7.1.3.1 Not less than 14 calendar days written notice of the time and place of the Board hearing;

4.7.1.3.2 The reason(s) for the proposed discipline; and

4.7.1.3.3 The opportunity for the director to speak to at the Board or to provide a written submission before the Board votes on the resolution.

4.7.1.4 The Director may appeal the decision to expel to the members registered with the Society. The appellant:

4.7.1.4.1 May present a written statement (not to exceed 200 words) or may speak to the Membership; but

4.7.1.4.2 May not be present during the discussion or vote.

4.7.1.5 The Members will vote by ballot on a special resolution to uphold or overturn the Board's decision to remove the Director.

4.8 MEMBER REMOVAL OF A DIRECTOR

4.8.1 The members can remove directors from office by special resolution for:

4.8.1.1 Conduct which, in the Members' sole discretion, is harmful to the interests of the Society; and

4.8.2 The Board must give the Director:

4.8.2.1 Not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;

4.8.2.2 The reason(s) for the proposed expulsion;

4.8.2.3 The opportunity to speak at the general meeting and/or provide a written submission before the Members votes on the resolution.

4.8.2.4 The appellant:

4.8.2.4.1 May present a short, written statement (max 200 words) or may speak to the Membership; but

4.8.2.4.2 May not be present during the discussion or vote.

4.8.2.4.3 The Members will vote by ballot.

4.9 DUTY OF DIRECTORS

4.9.1 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting but subject, nevertheless to:

4.9.1.1 All laws affecting the Society;

4.9.1.2 These bylaws; and

4.9.1.3 Rules, not being inconsistent with the bylaws which are made from to time by the Members in a general meeting.

4.10 FIDUCIARY DUTIES

4.10.1 The Directors must:

4.10.1.1 Act honestly and in good faith with a view to the best interest of the Society;

4.10.1.2 Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and

4.10.1.3 Act in accordance with this Act and the regulations; and

4.10.2 Without limiting the above, Directors must act with a view to the Society's Purpose.

4.10.3 Nothing in a contract or the bylaws of a society relieves a Director from:

4.10.3.1 The duty to act in accordance with these Bylaws; or

4.10.3.2 Liability for any negligence, default, breach of duty or breach of trust.

4.11 DIRECTOR REMUNERATION

4.11.1 Directors will be remunerated in their capacity for being or acting as a director.

4.11.2 Directors will be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

4.12 CONFLICT OF INTEREST

4.12.1 A conflict of interest could arise if a director or officer has a direct or indirect material interest in:

4.12.1.1 An actual or proposed purchase order, contract or transaction; or

4.12.1.2 A matter under consideration that could result in a duty or interest that materially conflicts with the person's duty or interest as a director or officer.

4.12.2 The Director or Officer:

4.12.2.1 Must disclose fully and promptly to the other directors the nature and extent of the interest;

4.12.2.2 Abstain from voting on the contract, transaction or matter under consideration;

4.12.2.3 Leave the directors' meeting, if any, when the issue is discussed;

4.12.2.4 May be present to provide information; and

4.12.2.5 Must not act in any way to influence the discussion or vote.

4.12.3 The conflict of interest must be recorded in:

4.12.3.1 The minutes of the Board meeting where the conflict of interest was disclosed; or

4.12.3.2 The consent resolution of directors with respect to the conflict of interest.

4.12.4 A director found to be in conflict of interest must pay an amount equal to any profit unless after disclosure, the contract or transaction is approved by:

4.12.4.1 A board resolution, or

4.12.4.2 A special resolution by the members.

4.13 DISCLOSURE OF CONFLICT

4.13.1 Directors referred to in section 4.12 will account to the Society for any profit made as a consequence of the Society entering or performing the proposed contract or transaction:

4.13.1.1 Unless:

4.13.1.1.1 They disclose their interest as required by section 4.12

4.13.1.1.2 After their disclosure, the proposed contract or transaction is approved by the Directors; and

4.13.1.1.3 They abstain from voting on the approval of the proposed contract or transaction; or

4.13.2 Unless

4.13.2.1 The contract or transaction was reasonable and fair to the Society at the time it was entered into; and

4.13.2.2 After full disclosure of the nature and extent of their interest in the contract or transaction it is approved by special resolution.

4.14 QUORUM FOLLOWING DISCLOSURE OF CONFLICT

4.14.1 A director referred to section 4.13 will be counted in quorum at a meeting of directors of which the proposed contract or transaction was approved.

4.15 PROTECTION OF DIRECTORS

4.15.1 Indemnification

The Society will indemnify a director or former director of the Society, and their heirs and personal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by them, in a civil, criminal, or administrative action or proceeding to which they are made a party by reason of being or having been a director, including an action brought by the Society, if:

4.15.1.1 They acted honestly and in good faith with a view to the best interests of the Society; and

4.15.1.2 In the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

4.15.2 Insurance

The Society will purchase and maintain insurance to protect directors and the senior manager against any liability that may be incurred by having been a director.

ARTICLE FIVE – OFFICERS

5.1 COMPOSITION

5.1.1 The Officers of the Society shall consist of the President, Vice President and the Secretary-Treasurer.

5.1.2 The Officers as a whole will carry out the business of the Society in keeping with the constitution, bylaws, and policy decisions of the Society.

5.2 ELECTION OR APPOINTMENT OF OFFICERS

5.2.1 At the first meeting of Directors following an Annual General Meeting, the Board will elect or appoint the Officers of the Society, including but not limited to the President, Vice President and Secretary-Treasurer.

5.3 TERM OF OFFICERS

5.3.1 All Officers shall be elected for a term of one (1) year.

5.4 RESIGNATION OF OFFICERS

5.4.1 Any Officer who resigns or for any reason is unable to complete his/her term of office may be replaced by a majority vote of the Board of Directors.

5.5 REMOVAL OF OFFICERS

5.5.1 The Directors may, by Special Resolution, remove any Officer before the expiration of that officer's term of office. Any person who ceases to be a Member of the Society shall cease to be an officer in the Society.

5.6 REPLACEMENT OF OFFICERS

5.6.1 A vacant office, however caused, shall be filled by a vote of the Directors, and the officer so elected or appointed shall hold office for the balance of the term and until a successor is chosen.

5.7 EXECUTIVE COMMITTEE

5.7.1 Composition:

5.7.1.1 The Board shall have an Executive Committee comprising of the President, Vice President, Secretary-Treasurer and the Executive Health Director who shall serve as a non-voting member.

5.7.2 Purpose:

5.7.2.1 The purpose of the Executive Committee is to act on behalf of the Board on specific items delegated by the Board and to act on behalf of the Board regarding urgent decisions when it is impossible for the Board to convene. Such actions must be presented for ratification at the next Board Meeting.

5.7.3 Meetings:

5.7.3.1 Meetings of the Executive Committee shall be held at a place and time set by the Executive.

5.7.4 Quorum:

5.7.4.1 The quorum of the Executive Committee shall be two (2) members of the committee.

5.7.5 Voting:

5.7.5.1 All members of the Executive Committee, excluding the Executive Health Director, shall have a vote at meetings of the committee. A tie vote shall result in the defeat of a motion.

5.7.6 Chairperson:

5.7.6.1 The President is the chairperson of the Executive Committee and the Vice President shall act as chairperson in the President's absence.

5.7.7 Meeting Minutes:

5.7.7.1 The Executive Committee shall distribute their meetings minutes to all Directors, with the exception of in-camera meeting minutes, which shall be distributed at the sole discretion of the Executive Committee.

5.8 DUTIES OF OFFICERS

5.8.1 President:

5.8.1.1 The President will preside at all meetings of the Society's Board and Executive Committee and shall enforce the observance of the Constitution & Bylaws.

5.8.1.2 Be an ex-officio member on all committees and will exercise general care and supervision of the affairs of the Society.

5.8.1.3 Shall be one of the signers of cheques issued in the name of the Society;

5.8.1.4 Shall represent the Society in dealing with outside organizations or designate appropriate members of the Board or staff to do so;

5.8.1.5 Shall report at the Annual General Meeting on the programs, services, activities and accomplishments of the previous year;

5.8.1.6 Shall present at the Annual General Meeting a statement of the objectives for the Society for the ensuing year.

5.8.2 Vice President:

5.8.2.1 The Vice President shall, in absence of the President or at the request of the President, carry out the duties of the President. Should the President resign, the Vice President shall succeed him/her and a new Vice President must be selected.

5.8.3 Secretary-Treasurer:

5.8.3.1 The Secretary-Treasurer is responsible for doing, or making the necessary arrangements for the following:

5.8.3.1.1 Issuing notices of general meetings and director meetings;

5.8.3.1.2 Taking minutes of general meetings and director meetings;

5.8.3.1.3 Keeping the records of the Society in accordance with the Act;

5.8.3.1.4 Conducting the correspondence of the Board;

5.8.3.1.5 Filing the Annual Report of the Society and making other filings with the registrar under the Societies Act;

- 5.8.3.1.6 Maintain the register of members, including current mailing addresses for all members;
- 5.8.3.1.7 Receive all monies paid to the Society, and be responsible for the payment of same into such bank as the directors may order;
- 5.8.3.1.8 Keeping such financial records, including books of account, as are necessary to comply with the Societies Act;
- 5.8.3.1.9 Render financial statements to the Directors, members and others when required and prepare for submission to the annual general meeting a statement of the financial position of the Society;
- 5.8.3.1.10 Ensure the submission of the Society's filings respecting taxes.

5.8.4 Absence of the Secretary:

- 5.8.4.1 In the absence of the Secretary-Treasurer from a meeting, the Directors will appoint another person to act as Secretary-Treasurer at the meeting.

ARTICLE SIX – COMMITTEES

6.1 COMPOSITION

- 6.1.1 The Board may create such committees as it considers necessary, consisting of Directors, and shall set the terms of the committees. The Board may, by policy, delegate authority to a committee, or may ask the committee to make a report.

6.2 PERMANENT COMMITTEES

- 6.2.1 There shall always be an Executive Committee and a Finance Committee

6.3 REPORTS

- 6.3.1 A committee shall make reports of its meetings and of all decisions and recommendations made at those meetings to the Board.

6.4 CHAIRPERSON

- 6.4.1 Other than for the Executive Committee and Finance Committee, the chairperson of a committee may be designated by the Board, or may be elected or appointed by a committee if no person is designated.
- 6.4.2 When the designated chairperson is absent from a meeting, an alternate chairperson may be selected by the committee members.
- 6.4.3 The President is always the chairperson of the Executive Committee
- 6.4.4 The Secretary-Treasurer is always the chairperson of the Finance Committee.

6.5 TIME & PLACE OF MEETING

6.5.1 The time and place of committee meetings may be determined by the chairperson of the committee, or in the absence of such designation, by the chairperson of the Board.

6.6 QUORUM

6.6.1 The quorum of a committee shall be a majority of committee members.

6.7 TERMS OF COMMITTEE APPOINTMENTS

6.7.1 An appointment to a committee shall expire at the discretion of the Board.

6.8 VOTING

6.8.1 All members of a committee, including the chairperson, shall have one (1) vote at committee meetings and, in the event of a tie, the resolution shall be defeated.

ARTICLE SEVEN – FINANCE & ADMINISTRATIVE MATTERS

7.1 FISCAL YEAR

7.1.1 The fiscal year of the Society shall end on March 31st of each year.

7.2 FINANCIAL AUDITS

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

7.2.2 An independent accountant shall be appointed at the Annual General Meeting for the purposes of preparing an audited financial statement to be presented to the members at the Annual General Meeting.

7.2.3 A member of the Board, a person who is in partnership with a member of the Board, an employee or the spouse or lawful partner of such a person, shall be ineligible for appointment as an auditor under this bylaw.

7.2.4 An auditor may be removed by ordinary resolution.

7.2.5 An auditor will be informed forthwith in writing of appointing or removal.

7.2.6 The auditor may attend general meetings of the Society.

7.2.7 The auditor shall make a report to the Directors and Members of the accounts examined by him/her and on every balance sheet and statement of income and expenditure laid before the Society at any General Meeting during his/her tenure of office, and the report shall state:

7.2.7.1 Whether or not he/she has obtained all the information and explanations he/she has requested; and

7.2.7.2 Whether in his/her opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of balance sheet and the result of its operations for the year ended on that date according

to the best of his/her information and the explanations given to him as shown by the books of the Society.

7.3 BORROWING POWERS

- 7.3.1 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 repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, may:
 - 7.3.1.1 Borrow money; and
 - 7.3.1.2 Issue bonds, debentures, notes, mortgages, security agreements or other evidence of debt obligations at any time, to any person and for any consideration.
- 7.3.2 The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that he or she exercises the care, skill, diligence and judgement that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.
- 7.3.3 The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.
- 7.3.4 The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

7.4 PAYMENT OF ACCOUNTS

- 7.4.1 All accounts against the Society, except for pre-approved budgeted expenses, shall be examined and passed by the Board of Directors before being paid.
- 7.4.2 Pre-approved expenses such as facility, office, kitchen operating costs will be reported to the Board in monthly financial statements.

7.5 APPROVAL OF FINANCIAL STATEMENTS

- 7.5.1 The Society shall not issue or circulate a financial statement other than to employees, directors and officers if the financial statement has not been approved by the Board and signed by two (2) directors.

7.6 SEAL

- 7.6.1 The Directors may provide a common seal for the Society and they will have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 7.6.2 The common seal will be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary-Treasurer.

7.7 SENIOR MANAGER

- 7.7.1 The Board will employ a Senior Manager, to be known as the Executive Health Director to manage the Society’s day-to-day operational activities and internal affairs;
- 7.7.2 The Executive Health Director may receive the same protections as those outlined in sections 4.15.1 and 4.15.2 of these Bylaws.

7.8 ACQUISITION & DISPOSAL OF PROPERTY

- 7.8.1 Subject to the approval of the Directors, the Society may acquire and take by purchase, donation, devise or otherwise, real and personal property, and may sell, exchange, mortgage, lease, let, improve and develop the same, and may erect and maintain any necessary buildings.
- 7.8.2 The Board may make policies providing for the acquisition of real and personal property.

ARTICLE EIGHT – RECORDS OF THE SOCIETY

8.1 RECORDS TO BE KEPT

- 8.1.1 The Society will keep two kinds of records, those that:
 - 8.1.1.1 Relate to the formation of the society, from official bodies, and the composition of the society; and
 - 8.1.1.2 Relate to the operation of the society.

8.2 RECORDS RELATED TO THE SOCIETY’S FORMATION & STRUCTURE

- 8.2.1 The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:
 - 8.2.1.1 The certificate of incorporation as a society;
 - 8.2.1.2 Certified copies from the Registrar of the:
 - 8.2.1.2.1 Constitution;
 - 8.2.1.2.2 Bylaws;
 - 8.2.1.2.3 Statement of Directors; and
 - 8.2.1.2.4 Statement of the Society’s Office Address;
 - 8.2.1.3 Copies of records from the Registrar, other than in response to a request;
 - 8.2.1.4 Orders from any:
 - 8.2.1.4.1 Court or tribunal; and
 - 8.2.1.4.2 Government body, agency or official.

- 8.2.1.5 The register of directors with their contact information;
- 8.2.1.6 Consents to act as director, declarations of conflict of interest and resignations;
- 8.2.1.7 Disclosures of interest by directors or the senior manager;
- 8.2.1.8 Register of members, by classes of members with contact information;
- 8.2.1.9 The minutes of general meetings, including the text of each ordinary or special resolution passed;
- 8.2.1.10 Consents to resolutions received from members in the case of consent resolutions;
- 8.2.1.11 The financial statements; and
- 8.2.1.12 The auditor's reports.

8.3 RECORDS OF THE SOCIETY'S OPERATIONS

- 8.3.1 The Society must keep records of its operations:
 - 8.3.1.1 The minutes of each meeting of directors, including:
 - 8.3.1.1.1 A list of the directors present, and
 - 8.3.1.1.2 The text of each ordinary and special resolution passed at the meeting;
 - 8.3.1.2 A copy of each consent resolution and a copy of each of the consents;
 - 8.3.1.3 Accounting records of each transaction that materially affected the financial position; and
 - 8.3.1.4 Audit reports.

8.4 DISPOSAL OF RECORDS

- 8.4.1 The Society may dispose of records that:
 - 8.4.1.1 Were created or last altered more than 10 years previously; and
 - 8.4.1.2 Are no longer relevant to the activities or internal affairs of the Society.

8.5 LOCATION OF RECORDS

- 8.5.1 The Society will keep non-electronic and electronic records at the Society's registered office.
- 8.5.2 The Directors may approve other location(s) at which some or all of the records may be kept.

- 8.5.3 If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

8.6 MAINTENANCE OF RECORDS

- 8.6.1 The Society will take reasonable precautions in preparing and keeping the records to:
 - 8.6.1.1 Keep the records in a complete state;
 - 8.6.1.2 Avoid loss, destruction or damage to the records;
 - 8.6.1.3 Prevent tampering with the records; and
 - 8.6.1.4 Make access simple, reliable and prompt.

8.7 INSPECTION OF RECORDS

- 8.7.1 The directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

8.8 DIRECTORS INSPECTIONS

- 8.8.1 Directors may, without charge, inspect any Society records.

8.9 MEMBERS INSPECTIONS

- 8.9.1 Members may, without charge, inspect:
 - 8.9.1.1 The records listed in section 8.3
 - 8.9.1.2 Directors' disclosures of interest;
 - 8.9.1.3 Board meeting minutes;
 - 8.9.1.4 Consent resolutions;
 - 8.9.1.5 Accounting records that affect the fiscal position; and
 - 8.9.1.6 Financial statements.

8.10 PUBLIC INSPECTIONS

- 8.10.1 A member of the public:
 - 8.10.1.1 Cannot have access to the register of members;
 - 8.10.1.2 Can request and receive a copy of the financial statements;
 - 8.10.1.3 May, at the discretion of the Board, be permitted access to other records; and
 - 8.10.1.4 May be required to pay a fee for accessing or receiving a copy of the records in line with the fees permitted under the Regulations.

8.11 ACCESS TO THE RECORDS

- 8.11.1 The Society may set:

- 8.11.1.1 A reasonable period of notice; and
- 8.11.1.2 Reasonable restrictions on the times for the inspection.

8.12 ACCESS BY MEMBERS

8.12.1 Members who want to inspect the register of members must:

- 8.12.1.1 Apply for access in writing;
- 8.12.1.2 State the applicant's name; and
- 8.12.1.3 State that the information obtained will only be used to:
 - 8.12.1.3.1 Requisition or call a general meeting;
 - 8.12.1.3.2 Seek support for a member proposal; or
 - 8.12.1.3.3 Influence the voting of members.

8.12.2 The Society:

- 8.12.2.1 Will provide members access to all documents that they are entitled to see;
- 8.12.2.2 May impose a reasonable period of notice;
- 8.12.2.3 May place reasonable restrictions on the times during which the member may inspect the documents; and
- 8.12.2.4 Will do so without charge.

8.13 PROVISION, RESTRICTION, DENIAL OF ACCESS

8.13.1 The Board:

- 8.13.1.1 May restrict access if it considers the release may be harmful to the Society or one or more members;
- 8.13.1.2 Will restrict access to the Directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- 8.13.1.3 Will provide access only if the information will be used for organizational purposes.

8.13.2 The Society will:

- 8.13.2.1 Respond to requests for inspection within 14 days;
- 8.13.2.2 Provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- 8.13.2.3 Determine whether to charge a fee and set that fee in accordance with the Regulations.

8.14 INSPECTION OF THE REGISTER OF MEMBERS

- 8.14.1 The Board may, by resolution, restrict members' rights to inspect the register of members if they determine that inspection would be harmful to the society or to the interests of one or more of its members.
- 8.14.2 If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:
 - 8.14.2.1 Include the applicant's name, and
 - 8.14.2.2 Confirm that the information will only be used to:
 - 8.14.2.2.1 Requisition or call a general meeting;
 - 8.14.2.2.2 Submit a Members' Proposal; or
 - 8.14.2.2.3 Influence the voting of members.
- 8.14.3 If the application is approved, the member may inspect the register without charge.
- 8.14.4 The Board may:
 - 8.14.4.1 Impose a reasonable period of notice; and
 - 8.14.4.2 Restrict the times during which the member may inspect the register of members.
- 8.14.5 Any member who inspects the register of directors can only use the information in connection with matters related to the Society's activities or internal affairs.

8.15 INSPECTION OF THE REGISTER OF DIRECTORS

- 8.15.1 The register of directors can only be used in connection with matters related to the Society's activities or internal affairs.

8.16 COPIES OF RECORDS

- 8.16.1 A person may request a copy of any document which they are entitled to access.
 - 8.16.1.1 The Society:
 - 8.16.1.1.1 May charge a fee unless these bylaws say that the person may receive the copy free of charge;
 - 8.16.1.1.2 Will provide the copy if any required fee is paid; and
 - 8.16.1.1.3 Will send the copy no later than 14 days after the request is received and any required fee has been paid.

8.17 SENDING THE RECORDS

- 8.17.1 The Society will provide the records by:

- 8.17.1.1 Email, fax or mail if the recipients provides that information;
- 8.17.1.2 Pick-up at the registered office;
- 8.17.1.3 Delivery, at cost to the recipient, to the address provided by recipient; or
- 8.17.1.4 Any other manner agreed to by the parties.

8.18 DELIVERY AND RECEIPT OF RECORDS

- 8.18.1 A record is considered to have been received at the beginning of the:
 - 8.18.1.1 3rd day after the record is delivered to the delivery address;
 - 8.18.1.2 5th day after the record is mailed; and
 - 8.18.1.3 3rd day after the record is emailed or faxed.

8.19 RECORDS SERVED

- 8.19.1 The Society may be served a record if it is delivered to the registered office or to a director.

ARTICLE NINE – DISSOLUTION OF THE SOCIETY

9.1 DISSOLUTION

- 9.1.1 On winding-up or dissolution of the Society, the Society must pay all its liabilities or make adequate provision for their payment;
- 9.1.2 May then distribute the remaining money or other property to qualified Indigenous charitable organizations in British Columbia promoting aims or purposes similar to those of the Society;
- 9.1.3 Must get member approval by an ordinary resolution for the distribution of any remaining assets decided by members of the Society at the time of winding-up or dissolution;
- 9.1.4 May approve the distribution by directors' resolution if passing an ordinary resolution is not possible.