

# Gitlax̱dax Nisga'a Terrace Society

## Constitution and Bylaws

## *Societies Act (British Columbia)*

### CONSTITUTION

#### Gitlax̱dax Nisga'a Terrace Society

1. The name of the Society is: Gitlax̱dax Nisga'a Terrace Society
2. The purpose of the Society is:
  - a) To enhance the social, economic, physical and spiritual well-being of Nisga'a citizens whose ordinary residence is within the "region" as defined the Society's Bylaws (namely, the City of Terrace and Electoral Area E of the Kitimat-Stikine Regional District, and all Indian reserves within or abutting that City or Electoral Area), by:
    - i) Providing liaison and contact between Nisga'a Government and Nisga'a citizens within the region;
    - ii) Informing Nisga'a Government about the views of Nisga'a citizens within the region;
    - iii) Administering, delivering, promoting, arranging or facilitating the delivery of social, medical, educational or other programs or services for the benefit of Nisga'a citizens within the region;
    - iv) Co-operating with service, government, and other organizations which concern themselves with the advancement of Nisga'a citizens and other aboriginal peoples within the region;
    - v) Co-operating with organizations to advance and promote the growth of industry and business which employ Nisga'a citizens and other aboriginal peoples within the region;
    - vi) Promoting fitness, athletics and access to recreational facilities and related opportunities that enhance the wellness of Nisga'a citizens within the region;
    - vii) Preserving the Nisga'a language, culture, traditions and history through appropriate means, including:
      - a. Providing access to language and culture training
      - b. Assisting and/or supporting the repatriation of Nisga'a Cultural artifacts, and
    - viii) Promoting and protecting Nisga'a spirituality.

# *Societies Act* (British Columbia)

## BYLAWS

### Gitlax̄dax Nisga'a Terrace Society

#### Part I – Interpretation

1.1 In these Bylaws and the constitution of the Society, unless the context otherwise requires:

“address of the Society” means the address of the Society as filed from time to time with the registrar in the Notice of Address;

“Board” means the directors of the Society;

“Board resolution” means:

- (a) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
- (b) a resolution that has been submitted to all of the directors and consented to in writing by 2/3 of the directors who would have been entitled to vote on it in person at a meeting of the Board;

“Bylaws” means these Bylaws as altered from time to time;

“chairperson” means a person elected to the office of chairperson in accordance with these Bylaws;

“constitution” means the constitution of the Society as filed with the registrar;

“Council of Elders” means the Council constituted in accordance with the Nisga'a Constitution;

“directors” means those persons who are, or who subsequently become, directors in accordance with these Bylaws and have not ceased to be director;

“enrolment register” means the enrolment register established under the Eligibility and Enrolment Chapter of the Nisga'a Treaty and continued and maintained under the *Nisga'a Citizenship Act*;

"Society" means the Gitlaxdax Nisga'a Terrace Society;

"founding directors" means those persons whose names are included in the statement of directors and registered office filed with the registrar at the time of incorporation;

"members" means the founding directors and those persons who have subsequently become members in accordance with these Bylaws and, in either case have not ceased to be members, and a "member" means any one of them;

"Members' Code of Conduct" means the Members' Code of Conduct, set out in Schedule 3 to the *Nisga'a Government Act*;

"Nisga'a citizen" means an individual who is enrolled in the enrolment register;

"Nisga'a Constitution" means the Constitution of the Nisga'a Nation adopted in accordance with the Nisga'a Government Chapter of the Nisga'a Final Agreement;

"Nisga'a Final Agreement" means the Nisga'a Final Agreement signed on behalf of the Nisga'a Nation and Her Majesty in Right of British Columbia on April 27, 1999, and by Her Majesty in Right of Canada, on May 4, 1999, and includes any amendments made to that Agreement from time to time in accordance with its provisions;

"Nisga'a Government" means Nisga'a Lisims Government and Nisga'a Village Governments;

"Nisga'a Lisims Government" means the government of the Nisga'a Nation described in the Nisga'a Constitution;

"Nisga'a Lisims Government Executive" means the Nisga'a Lisims Government Executive as described in the Nisga'a Constitution;

"Nisga'a Urban Local" means the entity established for the purpose of participation in Nisga'a Lisims Government outside of the Nass Area;

"Nisga'a Urban Local Representative" means a representative to Nisga'a Lisims Government from a Nisga'a Urban Local;

"Nisga'a Village Government" means the government of a Nisga'a Village;

"ordinary residence" has the meaning determined by the provisions of section 2 of the *Nisga'a Elections Act*;

"ordinary resolution" means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members; or
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;

"region" means the City of Terrace and Electoral Area E of the Kitimat-Stikine Regional District, and all Indian reserves within or abutting that City or Electoral Area;

"registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;

"registrar" means the means the individual appointed as the Registrar of Companies under section 400 of the *Business Corporations Act* (British Columbia);

"regular election" means an election held in accordance with section 28 or Schedule 2 of the Nisga'a Constitution;

"Societies Act" means the *Societies Act* (British Columbia);

"special resolution" means any of the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members; or
- (b) a resolution consented to in writing by all of the voting members;

"Terrace Nisga'a Urban Local" means the entity established for the purpose of participation in Nisga'a Lisims Government by Nisga'a citizens residing in the region.

## PART 2 MEMBERSHIP

2.1 The Society will have the following categories of members:

- (a) General members; and
- (b) Honorary members.

2.2 The general members of the Society are:

- (a) the founding directors; and
- (b) all Nisga'a citizens whose ordinary residence at the time of application has been within the region for a period of at least 90 days and whose application for membership is accepted by the directors.

2.3 General members are entitled to:

- (a) participate in all activities of the Society;
- (b) vote at all meetings of the Society; and
- (c) hold any office of the Society.

2.4 The members of the Society may by ordinary resolution at a general meeting grant honorary membership to persons who are:

- (a) supportive of the purposes of the Society; and
- (b) not Nisga'a citizens but whose ordinary residence at the time of the general meeting has been within the region for a period of at least 90 days.

2.5 Honorary members are entitled to participate in the activities of the Society but are not entitled to:

- (a) vote at any meetings of the Society;
  - (b) hold any office of the Society; or
  - (c) receive benefits from programs and services provided by the Society which are available only to Nisga'a citizens.
- 2.6 A person ceases to be a general member of the Society:
- (a) upon the date which is the later of:
    - i) the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society; and
    - ii) the effective date of the resignation therein;
  - (b) if the person's name is removed from the enrolment register;
  - (c) if the person's ordinary residence is no longer within the region; or
  - (d) upon his/her death.
- 2.7 A person ceases to be an honorary member:
- (a) upon the date which is the latter of:
    - i) the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society; and
    - ii) the effective date of the resignation therein;
  - (b) upon being removed by ordinary resolution at a general meeting;
  - (c) if the person's ordinary residence is no longer within the region; or
  - (d) upon his/her death.
- 2.8 Members are not required to pay membership fees and remain in good standing until they cease to be a member.

### PART 3

#### MEETINGS OF MEMBERS

- 3.1 The Board may convene general meetings
- (a) at regularly scheduled times; or
  - (b) whenever it deems fit.
- 3.2 The Board must convene a general meeting upon receipt of a written request requesting such a meeting signed by at least 10% of the general members.

- 3.3 The Board must give not less than 14 days written notice of a general meeting to its members entitled to receive notice.
- 3.4 Notice of a general meeting must specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of the business.
- 3.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding general meeting.
- 3.7 An annual general meeting must be held within 6 months of the end of each completed financial year of the Society.

#### PART 4

#### PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Every general meeting must deal with:
  - (a) the adoption of rules of order;
  - (b) consideration of the financial statements of the Society, if financial statements for the Society have been prepared since the date of the last annual general meeting;
  - (c) consideration of the report of the directors, if any;
  - (d) consideration of the report of the auditor, if any;
  - (e) the appointment of the auditor if required: and
  - (f) any other business which is identified in the notice of the meeting or which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.
- 4.2 A quorum at a general meeting is three members unless the members by ordinary resolution determine otherwise, but shall never be less than 3 members.
- 4.3 The chairperson must, subject to an ordinary resolution appointing another person, chair all general meetings; but if at any general meeting the chairperson, or an alternate person appointed by an ordinary resolution is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the members present may choose one of their number to chair the meeting.

- 4.4 If a person presiding as chair of a general meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon the alternate receiving the consent of a majority of the members present at the meeting, he or she may preside as chair.
- 4.5 A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.6 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.7 The chair of a general meeting may move or propose a resolution and all resolutions proposed at a general meeting must be seconded.
- 4.8 Any issue at a general meeting which is not required by these Bylaws or the *Societies Act* to be decided by a special resolution must be decided by an ordinary resolution;
- 4.9 Each general member is entitled to one vote and proxy voting is not allowed.
- 4.10 Voting must be by a show of hands unless the members, by ordinary resolution, determine otherwise.
- 4.11 If the result of a vote is a tie the resolution being voted on is deemed to have failed;
- 4.12 A copy of any special resolution passed in accordance with these Bylaws must be filed with the registrar in the prescribed form and does not take effect until the copy is accepted by the registrar

## PART 5 DIRECTORS

- 5.1 The Board 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 Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a general meeting, but subject, nevertheless to the provisions of:
  - (a) all laws affecting the Society;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a general meeting.
- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.



- 5.3 The property and the affairs of the Society must be managed by the Board.
- 5.4 The Society must have not less than three or more than nine directors as may be determined from time to time by ordinary resolution.
- 5.5 The directors of the Society are the founding directors until the Society's first election of a director or directors, to be held concurrently with the next regular election under the *Nisga'a Elections Act*.
- 5.6 Subsequent elections for a director or directors must be held concurrently with regular elections under the *Nisga'a Elections Act*.
- 5.7 Any individual elected as a representative to Nisga'a Lisims Government from the Terrace Nisga'a Urban Local is, as a result of that election, a director of the Society upon being appointed a director by the Nisga'a Lisims Government Executive.
- 5.8 The other director or directors of the Society must be elected by the general members concurrently with and in the manner in which a representative from a Nisga'a Urban Local is elected under the *Nisga'a Elections Act*.
- 5.9 Any general member who is at least 18 years old is eligible to be a director of the Society unless that person:
- (a) is disqualified under the Nisga'a Constitution; or
  - (b) may not be a candidate for an elected office under the *Nisga'a Elections Act*.
- 5.10 The term of office of a director ends when a successor is elected as a director of the Society, or appointed as a director of the Society by the Nisga'a Lisims Government Executive, as the case may be.
- 5.11 Every director must unreservedly subscribe to and support the purposes of the Society and if at the time of election or appointment the person elected or appointed is not a general member of the Society, then the person must apply to the directors and be accepted as a general member before assuming office.
- 5.12 The members may, by special resolution, remove a director before the expiration of that director's term of office.
- 5.13 A director will also be removed if a complaint under Part 5 of the Members' Code of Conduct has resulted in a determination that the director be removed from office.
- 5.14 A person ceases to be a director of the Society
- (a) upon the date which is the later of:
    - (i) the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society; and
    - (ii) the effective date of the resignation stated therein;
  - (b) upon his or her death;
  - (c) upon the expiration of his or her term of office;

- (d) upon being removed by special resolution under section 5.12; or
  - (e) upon being removed from office in accordance with the Members' Code of Conduct.
- 5.15 A bi-election must be held to fill a vacancy in the office of a director referred to in section 5.7 in accordance with the *Nisga'a Government Act* and in the manner set out in the *Nisga'a Elections Act*.
- 5.16 If there is a vacancy in the office of the director referred to in section 5.8, then:
- (a) a bi-election may be held in the manner set out in the *Nisga'a Elections Act*, if there is a contract between the Nisga'a Nation and the Society which provides for the administration of the bi-election under the *Nisga'a Elections Act*; or
  - (b) a bi-election may be held in the manner set out in a bylaw approved by special resolution and effective only after acceptance by the registrar.
- 5.17 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.18 A director referred to in section 5.8
- (a) may be remunerated for services rendered in his or her capacity as a director as determined by an ordinary resolution, but may not receive remuneration greater than that to which a Nisga'a Urban Local Representative is entitled, as determined by the Nisga'a Lisims Government Executive under section 27 of the *Nisga'a Government Act*; and
  - (b) may be reimbursed, in accordance with a policy set by the Society, for expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.19 A director may hold any office in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines.
- 5.20 The Board may do all things necessary to fulfil the purposes of the Society, including
- (a) making expenditures and issuing loans whether or not secured or interest bearing; and
  - (b) entering into trust arrangements or contracts on behalf of the Society, in accordance with terms and conditions that the Board may prescribe, for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of donations, bequests, advances or loans.
- 5.21 The Board may
- (a) take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Society; and

- (b) refuse to accept any donation, bequest, trust, loan, contract or property.
- 5.22 In investing the funds of the Society the Board is not limited to securities and investment in which trustees are authorized by law to invest but may make any investments which in its opinion are prudent.
- 5.23 Subject to the provisions of the *Societies Act* and section 14.4, a director is not liable for any loss which may result from any such investment.
- 5.24 Each director, however elected or appointed, is subject to the Members' Code of Conduct, and, without limiting the generality of the foregoing:
  - (a) must comply with the Members' Code of Conduct, and
  - (b) may be reprimanded or removed from office in accordance with the Members' Code of Conduct.

## PART 6

### PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board provided that 5 days' notice of such meeting must be sent in writing to each director.
- 6.2 No formal notice is necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.
- 6.3 The chairperson may at any time convene a meeting of the Board.
- 6.4 For the purposes of the first meeting of the Board held immediately following the election of a director or directors, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be properly constituted.
- 6.5 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the directors in office at the time when the meeting convenes and includes directors who are participating by teleconference and can hear what is spoken by all participants and who in turn can be heard by all other participants.
- 6.6 The chairperson of the Society must, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the chairperson or such alternate person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.
- 6.7 If the person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, the Board, by resolution, may designate an alternate to chair such meeting or portion thereof.

- 6.8 No resolutions proposed at a meeting of the Board need be seconded unless the Board by resolution has determined otherwise.
- 6.9 Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority may be decided by a Board resolution.
- 6.10 Each director is entitled to one vote.
- 6.11 If the result of a vote is a tie, the resolution being voted on is deemed to have failed.
- 6.12 A Board resolution in writing, which has been signed by all the directors and has been deposited with the Secretary,
- (a) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted;
  - (b) may be in two or more counterparts which together will be deemed to constitute one resolution in writing; and
  - (c) must be filed with minutes of the proceedings of the Board and is deemed to be passed on the date stated in the resolution, or, if no date is stated, on the latest date stated on date stated on any counterpart.
- 6.13 The Board may seek and consider the advice of elders on matters relating to traditional values of the Nisga'a Nation.

## PART 7 COMMITTEES

- 7.1 The Board may delegate any, but not all, of its powers to committees, which may be composed of directors or other individuals as the Board thinks fit.
- 7.2 A committee in the exercise of the powers delegated to it must conform to any rules that may from time to time be imposed by the Board and must report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the same rules set out in these Bylaws governing proceedings of the Board.
- 7.4 The Board may create such standing and special committees as may from time to time be required.
- 7.5 A committee must limit its activities to the purpose or purposes for which it is appointed, and has no powers except those specifically conferred by a Board resolution.

- 7.6 Unless specifically designated as a standing committee, any special committee must be created for a specified time period only.
- 7.7 Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee is automatically dissolved.
- 7.8 Members of a committee may be reimbursed, in accordance with a policy set by the Society, for expenses necessarily and reasonably incurred while engaged in the affairs of the committee.

## PART 8 DUTIES OF OFFICERS

- 8.1 At the first meeting of the Board held after a regular election, the Board must elect a chairperson who, subject to section 8.3, will hold office until the next regular election.
- 8.2 The Board must appoint a Secretary and a Treasurer and may appoint such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.
- 8.3 A person may be removed as an officer by a Board resolution.
- 8.4 Should the Chairperson or any other officer, for any reason not be able to complete his or her term, the Board must select a replacement without delay.
- 8.5 The Chairperson must preside at all meetings of the Society and of the Directors.
- 8.6 The Secretary is responsible for making the necessary arrangements for:
  - (a) the issuance of notices of meetings of the Board;
  - (b) the keeping of minutes of all meetings of the Society and Board;
  - (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer or the chairperson;
  - (d) the custody of the common seal of the Society, if any; and the conduct of the correspondence of the Society.
- 8.7 The Treasurer is responsible for making the necessary arrangements for:
  - (a) the keeping of such financial records, reports and returns, including books of account, and the making of such filings as are necessary to comply with the *Societies Act* (British Columbia), the *Income Tax Act* (Canada) and other applicable legislation; and
  - (b) the rendering of financial statements to the directors, members and others when required.

- 8.8 If the Secretary is absent from any meeting of the Board, the directors present may appoint another person to act as secretary at that meeting.

## PART 9

### SEAL

- 9.1 The Board may provide a common seal for the Society and has power from time to time to destroy a seal and substitute a new seal in its place.
- 9.2 The common seal may be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

## PART 10

### BORROWING

- 10.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.
- 10.2 No debenture shall be issued without the authorization of a special resolution.
- 10.3 The members may by special resolution restrict the borrowing powers of the Board but any restriction imposed expires at the next annual general meeting.

## PART 11

### AUDITOR

- 11.1 The Society must have an auditor.
- 11.2 The first auditor may be appointed by the Board which shall also fill any vacancy occurring in the office of the auditor.
- 11.3 At a general meeting, the Society may appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of his appointment or removal.
- 11.6 No director or employee of the Society may be the auditor for the Society.

11.7 The auditor may attend general meetings.

## PART 12

### NOTICES

12.1 Notice of a general meeting must be given to:

- (a) every person shown on the register of members as a member on the day the notice is given; and
- (b) the auditor.

12.2 No other person is entitled to be given notice of a general meeting.

12.3 A notice may be given to a member either:

- (a) personally by delivery, facsimile, telegram, telex or email; or
- (b) by first class mail posted to a member's registered address;

and, in addition, at the discretion of the Board:

- (c) by publication in a local newspaper which is distributed in the region;
- (d) on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society;
- (e) by transmission through a local television program or broadcast on a local radio program within the region.

12.4 A notice sent by mail is deemed to have been given on the second day following the day on which the notice was posted.

12.5 In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there is, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice is only effective when actually received.

12.6 A notice delivered by hand or sent by facsimile, telegram, email or telex under section 12.3(a) is deemed to have been given on the day it was delivered or sent as the case may be.

12.7 If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given is not, but the day on which the event for which notice is given is to be counted in the number of days required.

PART 13  
MISCELLANEOUS

- 13.1 The members may from time to time determine whether and to what reasonable extent and at what reasonable times and places and under what reasonable conditions or regulations the documents, including the books of account of the Society and minutes of meetings of the Board are to be open to the inspection of those members of the Society who are not directors.
- 13.2 In the absence of a resolution by the members, the documents, including the books of account, of the Society are open to inspection by any member of the Society not being a director.
- 13.3 The rules governing when notice is deemed to have been given to members in sections 12.3(a) and (b) also apply to determine when a notice is deemed to have been submitted to all of the directors.
- 13.4 The Society has the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 13.5 The Society will not be a subsidiary of any other society or corporation.
- 13.6 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society that the Society confers.
- 13.7 Subject to an order of the registrar pursuant to the *Societies Act* stating that the Society is a "reporting society" as defined under the *Societies Act*, the Society will not be a "reporting society."

PART 14  
INDEMNIFICATION

- 14.1 To the extent permitted by the *Societies Act*, each director and eligible party (as defined by the *Societies Act*) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that person by reason of his or her holding or having held authority within the Society:
- (a) is or may be joined as a party to such legal proceeding or investigative action; or
  - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.



- 14.2 Subject to the provisions of the *Societies Act*, the Board is authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it and to secure the director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
- 14.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the members and any contract, act or transaction that is approved, ratified or confirmed by an ordinary resolution (unless any different or additional requirement is imposed by the *Societies Act* or these Bylaws) is as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.
- 14.4 Subject to the provisions of the *Societies Act*, no director or officer of the Society is liable for the acts, neglects or defaults of any other director or officer of the Society or for any loss, damage or expense to the Society as a result of the execution of the duties of his or her respective office or trust, unless the loss, damage or expense happens as a result of the willful act default or neglect of the director or officer.
- 14.5 Expenses incurred with respect to any claim, action, suit or proceeding may, in the discretion of the Board, be advanced by the Society prior to a final disposition and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay the amount unless it is ultimately determined that he or she is entitled to indemnification.
- 14.6 The Society must apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.
- 14.7 Each person, upon becoming a director or officer of the Society, is deemed to have contracted with the Society upon the terms of the indemnities in these Bylaws, which continue in effect with regard to actions arising out of the term each director or officer held their office notwithstanding that he or she no longer continues to hold that office.
- 14.8 The failure of a director or officer of the Society to comply with the provisions of the *Societies Act* or of the constitution or these Bylaws does not invalidate any indemnity to which he or she is entitled under this part.
- 14.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any person as a director or officer.

## PART 15

## BYLAWS

- 15.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and Bylaws of the Society.
- 15.2 Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses property incurred in the winding-up or dissolution, including the remuneration of a liquidator and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such charities, registered under the provisions of the *Income Tax Act* (Canada), or such "qualified donees" allowed under the *Income Tax Act* (Canada), as shall be designated by the Board. Any such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes. This paragraph is unalterable.
- 15.3 These Bylaws may not be altered or added to except by special resolution.

**THE CONSTITUTION AND BYLAWS WERE REPLACED IN THEIR ENTIRETY BY SPECIAL RESOLUTION DATED OCTOBER \_\_\_\_, 2019**