



Naut'sa mawt Tribal Council Society Bylaws

Incorporation: October 1983

Last Amendment: January 2015

Transition to BC Societies Act: November 2018

TABLE OF CONTENTS

PART I – INTERPRETATION	4
DEFINITIONS.....	4
PLURALITY AND GENDER	5
HEADINGS OF PARTS AND SECTIONS.....	5
PART II – MEMBERSHIP.....	7
PERSONS WHO ARE MEMBERS.....	7
MEMBERSHIP APPLICATION	7
INITIATION FEE.....	7
GOOD STANDING	7
TERMINATION OF MEMBERSHIP	8
UPHOLD CONSTITUTION.....	8
HONORARY MEMBERS.....	8
PART III - MEETINGS.....	9
ANNUAL GENERAL MEETING	9
SPECIAL GENERAL MEETING	9
ONE VOTE PER MEMBER.....	10
PROXY VOTING.....	10
CHAIRMAN	10
PART IV – DIRECTORS.....	11
PERSONS WHO ARE DIRECTORS	11
CESSATION OF DIRECTORSHIP	11
REIMBURSEMENT OF DIRECTORS.....	11
POWERS AND DUTIES OF DIRECTORS.....	12
MEETINGS OF DIRECTORS.....	13
NOTICE OF MEETING OF DIRECTORS	13
ACTS OF BOARD OF DIRECTORS.....	13

DISPUTES.....	13
COMMITTEES	14
PART V – OFFICERS.....	15
ELECTION OF OFFICERS.....	15
REPLACEMENT DURING TERM.....	15
DUTIES OF OFFICERS	15
PART VI – CHIEF ADMINISTRATIVE OFFICER.....	16
DUTIES AND POWERS OF CAO	16
PART VII – PREPARATION AND CUSTODY OF MINUTES	17
PREPARATION OF MINUTES.....	17
MINUTE BOOK.....	17
PART VIII – CUSTODY AND USE OF THE SEAL.....	18
PART IX – BORROWING POWERS.....	18
PART X – AUDIT OF ACCOUNTS	18
PART XI – ALTERATION OF BYLAWS.....	18
PART XII – GENERAL	18
NOTICES	18
WEBSITE	19
COPY OF BYLAWS.....	19
OTHER PROVISIONS	19

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in Section 11(1) of the *Societies Act* and any other bylaws.

PART I – INTERPRETATION

DEFINITIONS

1. (1) In these bylaws unless the context otherwise requires:

“application” means an application to become a Member First Nation submitted by the Council of the applicant to the Board as provided in subsection 5.2;

“Board” means the directors of the Society;

“First Nation” means a band, tribe, treaty nation or any other entity that represents an aboriginal community in Canada;

“Council” means the governing and elected body of the First Nation, including the Chief and all members of that nation’s council from time to time;

“Chief Administrative Officer” or **“CAO”** means that person hired by the Board under Part VI, to manage the affairs of the Society;

“director” means the directors of the Society for the time being;

“general meeting” means both annual general meetings and special general meetings;

“honorary member” means a person who is appointed as an honorary member of the Society by the members in accordance with section 10;

“Member” means a member of the Society in accordance with section 4;

“Member First Nation” means a First Nation whose Council makes an Application that is accepted by the Board in accordance with section 5;

“officers” means the officers from time to time of the Society appointed under Part V;

“Society Act” means the *Society Act* of British Columbia from time to time in force and all amendments to it;

“special resolution” means

a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of the members who, being entitled to do so, vote in person or by proxy,

i) of which the notice that these bylaws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a special resolution has been given, or

- ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - b) a resolution consented to in writing by every member who would have been entitled to vote on it in person or by proxy, at a general meeting and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

PLURALITY AND GENDER

2. Words importing the singular include the plural and *vice versa*; and words importing a male person include a female person and *vice versa*.

HEADINGS OF PARTS AND SECTIONS

3. (1) The headings of parts and sections in these bylaws have been inserted as a matter of convenience and for reference only and in no way define, limit, or enlarge the scope or meaning of these bylaws or any of them.
- (2) The headings of the parts and sections in these bylaws are as follows:

PART I – INTERPRETATION

- 1. Definitions
- 2. Plurality and Gender
- 3. Heading of Parts and Section

PART II – MEMBERSHIP

- 4. Persons Who Are Members
- 5. Membership Application
- 6. Initiation Fee
- 7. Good Standing
- 8. Termination of Membership
- 9. Uphold Constitution
- 10. Honorary Members

PART III – MEETINGS

- 11. Annual General Meeting
- 12. Special General Meeting
- 13. One Vote per Member
- 14. Proxy Voting
- 15. Chairman

PART IV – DIRECTORS

- 16. Persons Who Are Directors
- 18. Cessation of Directorship
- 19. Reimbursement of Directors

- 20. Powers and Duties of Directors
- 21. Meeting of Directors
- 24. Notice of Meetings of Directors
- 25. Acts of the Board of Directors
- 26. Disputes
- 27. Committees

PART V – OFFICERS

- 28. Elections of Officers
- 29. Replacement During Term
- 30. Duties of Officers

PART VI – CHIEF ADMINISTRATOR OFFICER

- 31. Duties and Powers of CAO

PART VII – PREPARATION AND CUSTODY OF MINUTES

- 32. Preparation of Minutes
- 33. Minute Book

PART VIII – CUSTODY AND USE OF THE SEAL

PART IX – BORROWING POWERS

PART X – AUDIT OF ACCOUNTS

PART XI – ALTERATION OF BYLAWS

PART XII – GENERAL

- 38. Notices
- 39. Website
- 40. Copy of Bylaws

PART II – MEMBERSHIP

PERSONS WHO ARE MEMBERS

4. The members of the Society are the Chief and the other members from time to time of the Council of each Member First Nation provided he or she has not ceased to be a member under section 8.

MEMBERSHIP APPLICATION

5. (1) To be eligible to become a Member First Nation of the Society, a First Nation must be located in British Columbia.

(2) To become a Member First Nation, an eligible First Nation must submit to the Board an Application consisting of a resolution signed by a majority of its Council that provides the First Nation wishes to apply to the Society to become a Member First Nation.

(3) Upon receipt of the Application the Board will review and consider that Application for acceptance at the next regular or special meeting of the Board. An Application shall be deemed to have been denied unless at such meeting the Board, by resolution, accepts the Application.

(4) Subject to subsection (5) of this section 5, immediately upon the Board accepting the Application, all persons who are members of that Council shall automatically become a member of the Society.

(5) Notwithstanding anything to the contrary contained in this section 5, no person shall become a member of the Society until that person pays such initiation fee as may be required to be paid by a resolution of the members passed at an annual general meeting prior to the making of the relevant Application.

INITIATION FEE

6. (1) No initiation fee shall be payable to the Society unless the members have previously passed a resolution at an annual general meeting that provides for the payment of an initiation fee. Any such initiation fee:

- (a) shall be an amount determined by the members at an annual general meeting;
- (b) shall only be changed by the members at an annual general meeting; and
- (c) shall be payable by or on behalf of all new members prior to them becoming members of the Society.

GOOD STANDING

7. Members are in good standing until they cease to be a member in accordance with section 8.

TERMINATION OF MEMBERSHIP

8. (1) A Member First Nation's participation in the Society is terminated when:
- (a) the Member First Nation withdraws from the Society by delivering to the Society a written resolution signed by a majority of its Council advising of its withdrawal from the Society; or
 - (b) the Member First Nation is expelled from the Society by special resolution of the members passed at a general meeting.

On such withdrawal or expulsion under this section 8, all members of the Council of that Member First Nation shall cease to be members of the Society and it is not necessary that the names of the individuals ceasing to be members of the Society be included in any resolution.

- (2) A person ceases to be a member of the Society:
- (a) on ceasing to be a member of his or her Council; or
 - (b) on death; or
 - (c) on ceasing to be a member under subsection (1) of this section 8.
- (3) A Member First Nation that has withdrawn or been expelled from the Society under subsection (1) of this section 8 may apply to become a Member First Nation by submitting an Application in accordance with section 5.

UPHOLD CONSTITUTION

9. Every member shall uphold the constitution and comply with these bylaws.

HONORARY MEMBERS

10. (1) By special resolution of the members passed at any annual general meeting the members may appoint honorary members of the Society.
- (2) Honorary membership in the Society shall continue until completion of the next annual general meeting.
- (3) Honorary members shall not be required to pay initiation fees.
- (4) Honorary members shall be entitled to attend any general meetings and any Board meetings except the whole or any part of a Board meeting where the Board determines the honorary member's presence is not required or appropriate.
- (5) Honorary members shall not be entitled to vote at any general meeting or at any meeting of the Board.

PART III - MEETINGS

ANNUAL GENERAL MEETING

11. (1) The Society shall hold an annual general meeting every November, or December at the latest, of each year. The Board shall set the place, date, and time of the meeting.
- (2) Notice of an annual general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business.
- (3) Notice shall be validly given if sent by ordinary mail or email to the Chief of every Member First Nation and to each director at least thirty (30) days prior to the day upon which the meeting will be held.
- (4) Where there has been substantial compliance with section 11 (3) above, no error or omission in giving notice of a meeting to or the non-receipt of a notice of a meeting by any of the members entitled to receive notice will invalidate the proceedings at that meeting or make void any decision taken.
- (5) At an annual general meeting a quorum shall consist of fifty percent (50%) of the members plus one (1) provided that there shall be no quorum unless at least one member from each Member First Nation is present.

SPECIAL GENERAL MEETING

12. (1). Every general meeting other than the annual general meeting is a special general meeting.
- (2) A special general meeting may be requisitioned at any time:
 - (a) by a resolution of the Board delivered to the address of the Society; or
 - (b) by the written request of at least five (5) directors delivered to the address of the Society stating the reason for the meeting and the motion(s) intended to be submitted to the meeting; or
 - (c) by the written request of at least 10% of the total number of members delivered to the address of the Society stating the reason for the meeting and the motion(s) intended to be submitted to the meeting.
- (3) Notice of a special general meeting shall be validly given if sent by registered mail or email to each member at least fourteen (14) days prior to the day on which the meeting will be held and not more than twenty-one (21) days before the meeting. This notice shall state specify the place, date and hour of the meeting. Only the matter(s) set out in the notice for the special general meeting shall be considered at the meeting.

(4) Any special general meeting shall have the same method of voting and the same quorum requirements as an annual general meeting.

(5) Special general meetings may be adjourned to any subsequent date by a majority vote if a quorum is not present and no further notice of the adjourned meeting need be given.

(6) If the Board does not within twenty-one (21) days of receipt of a requisition call a special general meeting, the members who signed the requisition or a majority of them may themselves convene a special general meeting to be held within four (4) months after the date of delivery of the requisition to the address of the Society provided that they first comply with the notice provisions of section 12(3).

ONE VOTE PER MEMBER

13. Each member of the Society, save and except honorary members, present at a general meeting is entitled to cast one (1) vote on each resolution.

PROXY VOTING

14. (1) Proxy voting shall be allowed at general meetings.

(2) A person wishing to act as a proxy:

(a) must be a member of the same Member First Nation Council as the person or persons who have authorized the individual proxy to vote as proxy on their his behalf;

(b) must be authorized by a written proxy signed by the person or persons who have authorized the proxy to vote as proxy on their behalf and signed by a witness to such signatures, and

(c) must present the original of such signed proxy authorization to the chairman of the general meeting prior to a resolution upon which he intends to vote as a proxy being read to the general meeting.

CHAIRMAN

15. (1) The chair to preside at a general meeting shall be the Chair, unless the Chair is not present, in which case the Vice-Chair shall preside at the general meeting.

(2) If neither the Chair nor the Vice-Chair is present at a general meeting, the chair to preside at the general meeting shall be chosen by the members in attendance at that meeting.

PART IV – DIRECTORS

PERSONS WHO ARE DIRECTORS

16. (1) The Board shall consist of one person from each member First Nation.
- (2) The Chief of each Member First Nation shall automatically be its director on the Board unless the Council of the Member First Nation has designated a different member of the Council to be its director on the Board.
- (3) A director shall be entitled to designate an alternate to attend Board meetings on his or her behalf provided that such alternate presents his or her appointment in writing at the Board meeting attended by the alternate.
- (4) The Council of a Member First Nation shall be entitled at any time to replace its designated director, if any, by giving written notice of such replacement to the office of the Society.
- (5) If a director of a Member First Nation ceases to be a director, such Member First Nation shall designate his replacement.
17. Each director on entering office shall take and subscribe to the oath of office, if any, that has been adopted by the Board.

CESSATION OF DIRECTORSHIP

18. A person shall cease to be a director:
- (a) on ceasing to be a member of the Society; or
 - (b) on his resignation in writing being given to the Society; or
 - (c) on being replaced as the designate of a Member First Nation under subsection 16(4).

REIMBURSEMENT OF DIRECTORS

19. (1) Directors shall be reimbursed for reasonable travel and accommodation costs incurred to attend Board and committee meetings. Expenses shall be paid after receipt of a completed expense claim form with supporting receipts. Meeting fees shall be paid to directors on a quarterly basis.
- (2) Directors shall receive fees for attendance at Board meetings and may also be reasonably remunerated for services rendered in his capacity as a director according to guidelines established by ordinary resolution of the members at an annual general meeting.
- (3) The Board may engage a director in a capacity involving special duties on behalf of or advice to the Society on such reasonable terms as may be determined by the Board.

POWERS AND DUTIES OF DIRECTORS

20. (1) The board of directors shall be the governing body of the Society and the directors shall be responsible for implementing the resolutions and policies of the Society as determined at general meetings.
- (2) The directors may exercise all the powers and so all the acts and things that the Society may exercise and do, or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:
- (a) all laws affecting the Society; and
 - (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.
- (3) A director must:
- (a) act honestly and in good faith and in the best interests of the Society, and
 - (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director.
- (4) The powers and duties of the Board also include the following:
- (a) promoting the mission of the Society;
 - (b) maintaining and protecting the Society's assets and property;
 - (c) approving an annual budget for the Society;
 - (d) approving policies for the Society;
 - (e) appointing auditors;
 - (f) selling, disposing of, or mortgaging any or all of the property of the Society;
 - (g) without limiting the general responsibility of the Board, delegating its responsibilities and duties to the Chief Administrative Officer as set out in section 35;
 - (h) evaluate performance of the Chief Administrative Officer; and
 - (i) honouring, protecting and promoting the languages and cultures of the Member First Nations by encouraging the Chief Administrative Officer to incorporate language and culture where possible.
- (5) No rule, made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

MEETINGS OF DIRECTORS

21. (1) The Board shall meet as often as the business of the Society requires but in no event shall the Board meet any less than six times in any calendar year.
- (2) Meetings of the Board may be conducted by telephone conference or video conference, provided that:
- (a) all members consent to hold such a meeting;
 - (b) that a quorum of the participants in the meeting can hear one another; and
 - (c) any action authorized or resolution passed be confirmed at the next meeting of the Board.
22. The quorum necessary for the directors to conduct business shall be a majority of the directors in office at the time the meeting convenes.
23. (1) In these bylaws, “in-camera session” means such meeting or portion of a meeting of the Board the proceedings of which the Board determines ought to occur without non-members of the Board present excepting any non-member(s) of the Board who may be required or permitted by the Board to be present.
- (2) The Board will determine what matters ought to be deliberated on in an in-camera session and determine whether minutes of an in-camera session will be made public or kept confidential.

NOTICE OF MEETING OF DIRECTORS

24. (1) Notice of a meeting of the Board shall be given to the Chief of each Member First Nation and to every other director at least seven (7) days prior to the day on which the meeting will be held:
- (a) personally; or
 - (b) by ordinary mail addressed to such Chief or director at his registered address; or
 - (c) by email, if the Chief or director has designated an address for such purpose.

ACTS OF BOARD OF DIRECTORS

25. Unless these bylaws provide otherwise, the acts and decisions of the majority of directors present at a meeting of the Board at which a quorum is present shall be the acts and decisions of the directors.

DISPUTES

26. The board of directors shall be responsible for the settlement of any questions or disputes not covered by these bylaws.

COMMITTEES

27. (1) The Board may, by resolution, appoint a committee consisting of one or more directors it considers appropriate, and may delegate to the committee any, but not all, of the directors' powers. Whether or not a committee has been appointed, the Board may, by resolution appoint one or more other committees consisting of the director or directors it considers appropriate, and delegate to each such committee any, but not all, of the directors' powers.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.
- (3) The Board may permit any person or persons who are not directors to be non-voting members of a committee established under section 26 (1).
- (4) The Board may, at any time, with respect to a committee appointed under section 26 (1):
- (a) revoke or alter the authority given to the committee or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
 - (b) disband, or change the membership of, the committee; and
 - (c) fill vacancies in the committee.
- (5) Subject to section 26 (5) and unless the Board requires otherwise in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under section 26 (1):
- (a) the committee may meet and adjourn as it thinks proper;
 - (b) the committee will elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
 - (c) a majority of the members of the committee constitutes a quorum of the committee;
 - (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote;

- (e) the committee will take minutes of all meetings and file the minutes with the secretary; and
- (f) the committee Chair will submit a report to be presented at the annual general meeting.

PART V – OFFICERS

ELECTION OF OFFICERS

28. (1) The officers of the society shall be the chair, the vice-chair and
- (a) a secretary-treasurer; or
 - (b) a secretary and a treasurer
- (2) A person may be appointed to two or more offices of the Society at any one time.
- (3) All officers shall retire from office when their successors are elected at the next meeting of the board following each annual general meeting.
- (4) Separate elections shall be held for each office to be filled.
- (5) Every officer shall be director of the Society

REPLACEMENT DURING TERM

29. (1) A person appointed as an officer of the society shall cease to be an officer upon:
- (a) ceasing to be a member of the society, or
 - (b) delivery of his written resignation to the Society; or
 - (c) on being removed at a duly convened meeting of the directors by 75% of the directors in office at the time of such meeting.

On the occurrence of a vacancy, the Board shall elect a person to take the place of the former officer at a duly convened meeting of the directors.

DUTIES OF OFFICERS

30. (1) The main spokesman is the Chair of the Society, who shall preside at all meetings of the Society and of the Board.
- (2) The Vice-Chair shall carry out the duties of the Chair during the Chair's absence.
- (3) Where the Society has a Treasurer, the Treasurer shall:
- (a) be responsible for maintaining records of all receipts and expenditures of the Society;

- (b) forward monthly reports outlining all financial affairs of the Society to the Board;
 - (c) make a year-end report available to the members of the Society at each annual general meeting.
- (4) The Treasurer shall be responsible for ensuring that the Chief Administrative Officer carries out the duties set out in section 30 (3) above and Section 36 with respect to finances of the Society.
- (5) Where the Society has a Secretary, the Secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings of the Society and directors;
 - (c) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (d) have custody of the seal of the Society; and
 - (e) maintain the register of members.
- (6) The Secretary shall be responsible for ensuring that the Chief Administrative Officer carries out the duties set out in section 29 (5) above.
- (7) When the society has a secretary-treasurer, that person shall carry out the duties in both subsection 29 (3) and (5).
- (8) The Board may from time to time prescribe additional duties to be observed by the Chair, Vice-Chair, Secretary or Treasurer.
- (9) The Board shall establish the remuneration for those serving as officers of the Society.

PART VI – CHIEF ADMINISTRATIVE OFFICER

DUTIES AND POWERS OF CAO

31. (1) The Board may from time to time:
- (a) hire a Chief Administrative Officer to be the chief administrative officer of the Society;
 - (b) determine the tenure and remuneration of such Chief Administrative Officer;
 - (c) prescribe the powers, duties and responsibilities of the Chief Administrative Officer which shall be in addition to any duties of the administrator Chief Administrative Officer prescribed in these bylaws.

- (2) The duties of the Chief Administrative Officer also include the following:
- (a) establish effective lines of communication to ensure the Board is fully briefed and aware of significant Society operations and activities;
 - (b) report key changes, advancements and challenges to the Board in a timely manner to enhance informed decision making by the Board;
 - (c) develop a positive working relationship with the Board by fostering trust and accountability; and
 - (d) promote the languages and cultures of the Member First Nations by incorporating language and culture where possible.

PART VII – PREPARATION AND CUSTODY OF MINUTES

PREPARATION OF MINUTES

32. (1) The Chief Administrative Officer administrator of the Society shall be responsible to institute procedures;
- (a) for the preparation of and shall have custody of the minutes of all general meetings, of all meetings of the Board and all meeting of committees; including in-camera meeting minutes; and
 - (b) for the sending of a copy of the minutes of each general meeting to the Chief of every First Member Nation and every director by ordinary mail or by email within thirty (30) day of such meeting; and
 - (c) for the sending of a copy of the minutes of each meeting of the Board to the Chief of every Member First Nation and every director by ordinary mail or by email within thirty (30) days of such meeting; and
 - (d) for the sending of a copy of the minutes of each meeting of a committee to each committee member and director by ordinary mail or by email within thirty (30) days of such meeting.

MINUTE BOOK

33. The minute book or minute books of the Society shall be open during reasonable business hours of any business day at the registered address of the Society to the inspection of any member upon a request for such inspection being made to the Chief Administrative Officer of the Society.

PART VIII – CUSTODY AND USE OF THE SEAL

34. (1) The Society shall have a seal which shall be kept under the custody of the Chief Administrative Officer of the Society.
- (2) The seal shall not be affixed to any instrument except by:
- (a) authority of a resolution of the Board and in the presence of such officer or officers as may be prescribed as signing officers by such resolution; and
 - (b) if no officer or officers are prescribed, then in the presence of both the chair and the treasurer of the Society

PART IX – BORROWING POWERS

35. Subject to the provisions of Section 34 of the *Societies Act*, the Board may exercise all powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such time or times, in such amounts and upon terms, as they think fit.

PART X – AUDIT OF ACCOUNTS

36. The fiscal year end of the Society shall be the 31st day of March in each year and the books and accounts of the Society shall as soon thereafter as is practicable be examined and their correctness ascertained by the accountant of the Society for the time being.

PART XI – ALTERATION OF BYLAWS

37. These bylaws may be added to, repealed, altered or amended only by a special resolution.

PART XII – GENERAL

NOTICES

38. (1) Any notice under the *Society Act* or these bylaws may be given to a member or director:
- (a) personally; or
 - (b) by mail addressed to such member at the member's registered address; or
 - (c) by email, if the member has designated an electronic mail address for such purpose.

WEBSITE

39. (1) The Society will maintain a web site for communication with its members.
- (2) The web site will post at least:
- (a) an announcement of the annual meeting;
 - (b) a list of the Board of Directors and Officers;
 - (c) minutes of the Board meetings and annual general meetings; and
 - (d) the constitution and bylaws of the society.

COPY OF BYLAWS

40. Each member on being registered as a member of the Society shall be furnished on his request with a copy of the constitution and bylaws of the Society.

OTHER PROVISIONS

41. The operations of the Society are to be carried on chiefly in Province of British Columbia. This provision is alterable.

42. In the event the Society should, at any time, be wound up or dissolved , the remaining assets, after payment of all debts and liabilities (which term liabilities shall include the repayment of residual portions of monies received by the Society with specific conditions for use and application attached thereto to the party or parties originally paying such monies or their written designees) shall be given or transferred to such charitable organization in Canada, registered as such under the Income Tax Act or such non-profit organization under the Income Tax Act, having similar objects to the Society as may be determined by the members of the Society at the time of winding up or dissolution or, insofar as effect cannot be given to the foregoing provision, to such other charitable organization registered as such under the Income Tax Act or such non-profit organization under the Income Tax Act, as may be determined by members of the Society at the time of winding up or dissolution. **This provision was previously unalterable.**