



Naut'sa mawt Tribal Council Bylaws

Incorporation: October 1983

Transition to new *Societies Act*: November 2018

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PART 1. PREAMBLE

1.1 PURPOSE

The Naut'sa mawt Tribal Council (NmTC) purpose is stated in the Constitution. It is to walk alongside our Member Nations on their journey towards self-determination and reclamation of culture.

NmTC achieves this by:

- (a) strengthening self-determination through organizational and operational excellence;
- (b) collaborating to identify priorities, develop, and deliver relevant, impactful programs, projects and services;
- (c) facilitating meaningful conversations and communications that support knowledge sharing, and fostering connection to culture; and
- (d) developing relationships, programs, and activities that generate ethical revenues for long-term financial security.

1.2 INCORPORATION

This Society was incorporated in October 1983 as Alliance Tribal Council, and with transitioning to the new Act in November 2018, as NmTC.

The *Society Act* was replaced by the *Societies Act* effective November 28, 2016.

1.3 LEGISLATION

The Society's actions are governed by the *Societies Act* and Regulations or any other act or regulations that may replace that legislation.

If there is a conflict between these bylaws and the legislation, the legislation prevails.

PART 2. INTERPRETATION

2.1 DEFINITIONS

“**Act**” see “*Societies Act*” below.

“**Annual General Meeting**” (**AGM**) means the meeting of the members that the Society is required to convene each year in accordance with section 4.2 Annual General Meetings.

“**Annual Report**” means the report that must be filed with the Registrar within 30 days of the AGM.

“**Society**” means the Naut'sa mawt Tribal Council (NmTC).

“**Board**” means the Board of Directors as appointed in accordance with Article 5, Directors.

“**Board report**” or “**Directors' report**” means the report given by the Chair 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.

“**Board Resolution**” means a resolution:

- (e) passed by a simple majority of the directors at a board meeting; or

(f) consented to in writing by a simple majority of the directors who would have been entitled to vote at a Board meeting.

“Bylaws” means these bylaws and any changes that are approved by the members and registered on the system operated by the Registrar for British Columbia.

“Conflict of interest” see Material Conflict of Interest below.

“Consent Resolution” means a resolution that is sent in writing to all directors and is consented to (approved in a vote) in writing, in counterpart, by simple majority of the directors.

“Constitution” means the constitution filed with the Registrar and any changes that are approved by the members and the Registrar.

“Counterpart” means one of more copies of a document that are signed and then considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

“Director” means the Chief or a Councillor appointed by a Member Nation to be their representative and serve on the Board as a Director.

“Elders Advisory Council” means the council appointed by the Board consisting of Elders from the Nations who serve in accordance with section 5.4.4.

“Fund(s)” means the monies administered by the Board.

“General Meeting” means a meeting of the members as described in Article 4, Meetings of members.

“Honorary Member” means a person who has been appointed by the Board as an honorary member in accordance with section 3.1.4 of these bylaws.

“In good standing” means a member that has met all their legal obligations under the Act and these bylaws.

“In person” means that the member is in the room where the meeting is being held or who is connected to the meeting in such a way that they can take all actions, including voting, as if they were in the room.

“In writing” means a hard copy (paper) document or soft copy file or text that is sent electronically (including email).

“Mailing address” means the registered office mailing address as set out in the Society's statement of directors and registered office.

“Material conflict of interest” means in the context of:

- (a) discussing an issue, information that could alter the discussion and / or the decision;
- (b) accounting records, information that could alter the financial statements such that a reasonable person might notice the difference;
- (c) preparing a review of the financial position, information that could noticeably alter the report on the Society's financial position and / or the results of its operations;

- (d) conflict of interest for a director, the situation where it could be difficult for a director to separate the interests of the Society and their own in order to objectively consider the issue and vote in the best interest of the Society; and
- (e) disclosure of a direct or indirect interest in a contract, transaction or matter, information that could affect the approval or rejection of a contract, transaction or matter.

“Member” means the elected officials of a Member Nation that has been approved for admission in accordance with section 3.1.1.

“Member in good standing” means a member who has complied with section 3.2 Member obligations.

“Member Nation” means any band, tribe, or Indigenous community that has been admitted to membership in the NmTC.

“Officer” means a director who, following the annual general meeting, is elected by the Board to be the Chair, Vice-Chair, Treasurer or Secretary.

“Ordinary Resolution” means a resolution that is consented to by a simple majority of the members with voting rights.

“Quorum” means the minimum number of Members required to transact business at a general meeting (see section 4.2.1 Quorum for a general meeting) or the minimum number of directors required to transact business at a board meeting (see section 5.5.2 Proceedings of the Board, Quorum).

“Register of Directors” means the list of the directors including their names and contact information.

“Registrar” means the Registrar of Companies of the Province of British Columbia.

“Senior Manager” means the person engaged by the Board to be responsible for the operations of NmTC to be known as the Chief Administrative Officer (CAO) or by any other title approved by the Board.

“Simple majority” means 50% plus one of those entitled to vote at the meeting.

“Society” means the Naut'sa mawt Tribal Council.

“Societies Act” means the *Societies Act* [SBC 2015] Chapter 18 as it may be changed or any act that replaces that Act.

“Special Business” means:

- (a) any business conducted at a special general meeting as outlined in the notice calling the meeting (see section 4.4 Special General Meetings); and
- (b) any business conducted at an annual general meeting except adopting the rules of order, considering the financial statements, hearing the Board report, hearing the auditor's report (if any), electing directors, and appointing an auditor (if required).

“Special General Meeting” means a meeting of the members of the Society that is called between annual general meetings in order to deal with urgent matters that require the members' approval (see section 4.4 Special General Meetings).

“Special Resolution” means a resolution that:

- (a) is passed at a general meeting by at least 2/3 of the votes cast in accordance with section 4.2.6 Voting at a general meeting; or
- (b) is consented to in writing by 2/3 of the members with voting rights.

“Standing committee” means a permanent committee established in these bylaws responsible for specified duties.

“Statement of directors and registered office” means the statement filed with the Registrar that sets out:

- (a) the directors' full names and addresses; and
- (b) the Society's delivery address and mailing address.

Other words that are defined in the *Societies Act* have the same meaning in these bylaws as set out in the Act.

2.2 GRAMMAR

If a word is used in the singular, where it makes sense, it also means the plural.

2.3 PROCEDURES

Any procedures not covered in the legislation, regulations or these bylaws are governed by Robert's Rules as these apply to small organizations, by sound governance practices, and by any policies and procedures approved by the Board.

PART 3. MEMBERSHIP

3.1 CLASSES OF MEMBERS

There are two classes of members:

- (a) Members; and
- (b) Honorary Members.

3.1.1 Qualifications for Membership

Members must be a Nation located in British Columbia.

3.1.2 Membership application

To become a member, a Nation:

- (a) must be an eligible First Nation as defined from time to time in policy;
- (b) must submit an application supported by a resolution passed by a 2/3 majority of the nation's Chief and Council;
- (c) will be required to provide information and address questions from the Board in accordance with the Membership Application policy' and
- (d) if the application is approved by the Board, will become a Member upon payment of an initiation fee.

The Membership becomes effective at the beginning of the next financial year.

The Members:

- (a) will set the amount of the initiation fee at a general meeting; and

(b) may change the amount at an annual general meeting;

3.1.3 Members' representatives

Members participate in the Society through their representatives.

The Members' representatives are:

- (a) the Chiefs of each Nation; or
- (b) an Elected Official designated by the Chief and Council of that Nation to be the representative for their Nation on the Board of Directors and serve in that capacity as a Director.

3.1.4 Honorary Members

Honorary Members are individuals who have made an exceptional contribution to furthering the Society's Purpose.

The Board:

- (a) may confer honorary membership to recognize this exceptional contribution;
- (b) may confer the honour on past and current Members; and
- (c) may approve benefits specific to Honorary Members.

Honorary Members who are also Members:

- (a) retain all their rights and responsibilities as Members; and
- (b) gain any benefits and services they enjoy as Honorary Members.

3.2 MEMBER OBLIGATIONS

Elected Officials:

- (a) must uphold the constitution and comply with these bylaws;
- (b) are deemed to have accepted and agree to be bound by any decision made in accordance with the constitution or these bylaws;
- (c) must observe and be bound by a code of ethics and any standards of practice as may be approved by the membership; and
- (d) are not liable for the Society's debts or liabilities.

3.3 MEMBER RIGHTS

3.3.1 Members

The Elected Officials of the Member Nations are the members of the society.

The Chief of the Member Nation represents their Nation or may delegate the representation to a Counsellor.

Member Nation Representatives:

- (a) are appointed as a Board director;
- (b) vote at a general meeting;
- (c) may vote at a meeting of a committee to which they are appointed;
- (d) may only cast one vote;

- (e) may view the Society's documents after giving reasonable notice;
- (f) must be given access to the constitution and bylaws; and
- (g) may view the latest financial statement.

3.3.2 Honorary Members

Honorary Members who are also a Member's Representative retain their rights under that membership.

Honorary Members who are not also a Member do not have the right to:

- (a) nominate a representative of a member for election as a director;
- (b) stand for election as a director;
- (c) be appointed as a director; or
- (d) vote at a general meeting.

3.4 DURATION OF MEMBERSHIP

The Board may suspend or revoke a membership when, in their sole opinion, continuation of the membership would not be in the best interests of the Society.

3.4.1 Suspending a member

The Board may:

- (a) suspend the membership of any member who is not in good standing with the Society;
- (b) reinstate the member when the Member is in full compliance with the Act and these bylaws.

The Board must give the member:

- (a) not less than 14 calendar days' written notice of the time and place of the Board meeting at which the vote to suspend the membership is to be taken;
- (b) the reason(s) for the proposed suspension; and
- (c) the opportunity to speak at the Board meeting or provide a written submission of no more than 500 words before the Board votes on the resolution.

3.4.2 Expelling a Member Nation

The Members may expel a Member Nation if:

- (a) they consider that the Member Nation's conduct is or could be harmful to the Society; or
- (b) the Member Nation has willfully committed a breach of the bylaws.

The Board must:

- (a) call a special general meeting to resolve the issue;
- (b) notify the Member Nation in writing of the proposed expulsion;
- (c) deliver the notice not less than 14 calendar days before the meeting;

- (d) state the time and place of the special general meeting;
- (e) provide the reason(s) for the proposed expulsion; and
- (f) inform the Member Nation proposed for expulsion of their right to address the Members in person or in writing.

The Member Nation proposed for expulsion:

- (a) must notify the Secretary at least one working day before the meeting if they wish to address the Board;
- (b) must provide any written submission at least two working days before the meeting; and
- (c) may present a written statement (not to exceed 200 words); but
- (d) may not be present during the discussion or vote.

The Board, at its sole discretion, may later accept an application for membership from an expelled Member Nation.

The Members:

- (a) will vote by ballot on a special resolution to revoke membership.

3.4.3 Termination of membership

Membership terminates at the end of the financial year following when the Member:

- (a) delivers a written resolution to the Society:
 - (i) signed by a majority of their Chief and Council, and
 - (ii) advising of its withdrawal from the Society;
- (b) is expelled.

The former member:

- (c) must meet all their obligations upon termination; or
- (d) failing to do so, the obligation remains in perpetuity until met; and
- (e) may not submit an application for reinstatement as a Member:
 - (i) if there are any outstanding obligations from the previous membership; or
 - (ii) if they failed to meet their obligations in a timely manner; and
 - (iii) until at least two years, including the current financial year, have elapsed since the termination of their previous membership unless:
 - the applicant submits an appeal to the Board; and
 - the Board approves a new time period by a special resolution.

3.4.4 Termination of a director

A Director ceases to be a Director:

- (a) on ceasing to be a member of his or her Council;
- (b) upon death; or

- (c) when their Nation ceases to be a Member.

PART 4. MEETINGS OF MEMBERS

4.1 GENERAL MEETINGS

General Meetings may be held at a location selected by the Board.

4.2 CALLING GENERAL MEETINGS

The Board must:

- (a) provide written notice calling a general meeting;
- (b) give no more than 60 days and no less than 21 calendar days' notice in advance of the meeting;
- (c) give no less than seven days' notice in advance of a special general meeting;
- (d) select a place in Coast Salish territory in British Columbia for the meeting;
- (e) state the time, place and reason for the meeting in the notice;
- (f) attach the agenda of the business to be transacted in the notice;
- (g) include all motions requiring a special resolution;
- (h) send the notice to the members':
 - (i) email addresses where these are available; or
 - (ii) address by regular post; and
- (i) post the notice on the Society's website.

The notice:

- (a) must be available to all Members but if by mistake a Member does not receive the notice, the meeting can be held and the proceedings at the meeting are valid; and
- (b) period can be waived or reduced if all members agree in writing.

A member:

- (a) may waive their entitlement to be notified of a general meeting; and
- (b) is deemed to have waived entitlement to notification if the member:
 - (i) is present at the meeting; unless
 - (ii) they are there to object that the meeting is not lawfully called.

4.2.1 Quorum for general meetings

Quorum:

- (a) is 25 members who are either present in person or have voted in advance of the meeting;
- (b) there will be no quorum unless at least one stakeholder from each Member First Nation is present;

- (c) must be present or have voted in advance for the proceedings of a general meeting to be valid;
- (d) is not needed to elect a chair, or to adjourn a meeting, or end a general meeting; and
- (e) is needed for all other business.

If there is no quorum:

- (a) within 30 minutes from the time the meeting was set to start, the meeting:
 - (i) is terminated if it was requisitioned; or
 - (ii) stands adjourned if it was called until the same day in the next week, at the same time and in the same place
- (b) within 30 minutes of the start time for the second adjourned meeting:
 - (i) the voting Members present will constitute quorum for that meeting; and
- (c) during a general meeting:
 - (i) business in progress is suspended until quorum is again present; and
 - (ii) after 15 minutes, the meeting is terminated if it was requisitioned; or
 - (iii) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

4.2.2 Order of business at a general meeting

The order of business at all general meetings is:

- (a) confirming that there is a quorum;
- (b) electing the chair if necessary;
- (c) confirming the Rules of Order to be used;
- (d) approving / amending the agenda;
- (e) dealing with unfinished business from the previous general meeting; and
- (f) dealing with other business stated in the agenda.

All general meetings conclude with:

- (a) adjourning the meeting.

If the meeting is the annual general meeting, the order of business continues with:

- (a) approval of the minutes of the last annual general meeting;
- (b) considering the financial statements;
- (c) considering the auditor's report;
- (d) receiving reports on directors' activities and decisions since the previous annual general meeting;
- (e) considering any Member Proposals;

- (f) announcing the Directors who have been appointed as directors; and
- (g) appointing an auditor.

If the meeting is a special general meeting, the order of business continues with:

- (a) dealing with special business included in the notice calling the meeting.

4.2.3 Chairing a general meeting

The Board Chair will chair the general meetings.

If the Chair is unable to preside or is not present within 15 minutes of the start time in the notice, the meeting will be chaired by:

- (a) the Vice-Chair;
- (b) a director if the Vice-Chair is unable to preside; or
- (c) if none of these is available within 15 minutes of the time set for the meeting, the members present will elect a member to preside.

4.2.4 Participating in general meetings

All Members' Elected Officials:

- (a) have the right to attend all general meetings; and
- (b) may participate in the proceedings.

All Members' Elected Officials:

- (a) may also vote on all matters

Members' Elected Officials may participate in a general meeting:

- (a) in person;
- (b) by telephone; or
- (c) using any electronic communication medium as long as all meeting participants are able to communicate with each other.

4.2.5 Member proposals

Members's Elected Officials may propose items to be included in the agenda for an annual general meeting.

The proposal must:

- (a) be submitted by a minimum of two of the Members' Elected Officials;
- (b) include the names and signatures of the Members' Elected Officials making the proposal;
- (c) include one statement in support of the proposal to be included in the meeting notice;
- (d) include a description on the proposal that together with the statement for the notice does not exceed 500 words; and
- (e) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

The Board must:

- (a) include the proposal in the notice calling the annual general meeting if it receives the proposal at least seven days before the notice is sent;
- (b) must state the proposal, the members' Elected Officials submitting the proposal, and one statement from the proposers in support of the proposal;
- (c) must distribute the proposal in advance of the meeting such that members' Elected Officials who will vote in advance may have sufficient time to do so;
- (d) must distribute the proposal in advance of the meeting; and
- (e) may decline the proposal if it is substantially the same as a proposal considered at the annual general meeting in the previous two years.

4.2.6 Voting at a general meeting

Each Member's Elected Officials:

- (a) is entitled to one vote;
- (b) may exercise their right to vote:
 - (i) in person at the meeting;
 - (ii) in advance of the meeting; or
 - (iii) by proxy by nominating a substitute to vote on their behalf.
- (c) voting in person cast their vote by:
 - (i) show of hands, oral vote or any other method as long as the voters' intent is clear;
 - (ii) ballot:
 - if the motion is with respect to an identifiable company or individual;
 - before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
 - at the direction of the chair; or
- (d) may vote in advance of the meeting
 - (i) if they have submitted their vote to the Secretary by mail, fax, email or other electronic means at least 48 hours in advance of the meeting;
 - (ii) may vote on some or all of the motions being proposed; and
 - (iii) must ensure that the Secretary receives their vote(s) at least 48 hours before the meeting.

Proxy holders:

- (a) must be an Elected Official of the Member Nation on whose behalf they are voting;
- (b) must have a written proxy signed by the Elected Official on whose behalf they are voting; and

- (c) must send the authorization to the Board Secretary before the meeting at which they will be exercising the proxy or to the Chair at the meeting.

4.2.7 Voting results

If a vote does not have the majority required:

- (a) the chair does not have a second or casting vote; and
- (b) the proposed resolution does not pass.

The chair must announce the outcome of each vote.

The Secretary will record the motion and results in the minutes of the meeting.

4.2.8 Adjourning a general meeting

A general meeting may be adjourned.

If a general meeting is adjourned, the Board must send a new notice if:

- (a) the meeting is adjourned for more than 10 calendar days; or
- (b) new items of business will be added to the agenda.

4.2.9 Changes approved at a general meeting

A change that alters the constitution or bylaws and that is approved at a general meeting:

- (a) goes into effect when it is uploaded onto the Registrar's system; and
- (b) does not invalidate any prior act that would have been valid if the change had not been made.

4.3 ANNUAL GENERAL MEETINGS

4.3.1 Timing of the annual general meeting

The Board:

- (a) must approve the financial statements no more than 120 days after the end of the financial year of the report; and
- (b) must hold the annual general meeting no later than six months after the end of the financial year that is being reported on in the financial statements.

4.3.2 Ordinary business

Ordinary business at the annual general meeting is the:

- (a) adoption of the rules of order unless it is stipulate in the bylaws;
- (b) consideration of the financial statements;
- (c) consideration of the Directors' Report and any other reports from the directors;
- (d) business arising out of any directors' report that does not require a special resolution;
- (e) consideration of the auditors' reports;
- (f) announcement of directors; and

(g) appointment of an auditor.

At the annual general meeting, the Board must present:

- (a) the annual financial statements; and
- (b) the annual report.

At the annual general meeting, the Members' Elected Officials:

- (a) may adopt any changes to the rules of order;
- (b) must consider the financial statements and the annual report;
- (c) must consider and vote on any special resolutions that were included with the notice calling the meeting.

4.3.3 Requesting items for inclusion on the AGM agenda

Members' Elected Officials may ask that item(s) be added to the agenda.

The item:

- (a) will be included on the agenda distributed before the meeting if it is received up to 24 hours before the meeting notice is distributed;
- (b) may be put forward as a motion to amend the agenda when the motion to approve the agenda is tabled at the start of the meeting; and
- (c) may be added during the meeting if proposed, seconded and approved by a 2/3 majority

4.3.4 Adjourning an annual general meeting

The Chair:

- (a) may adjourn the meeting; and
- (b) must adjourn a meeting if so-directed by a simple majority of the voting members present.

Business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

- (a) adjourned meeting; or
- (b) the business to be transacted at the adjourned meeting.

4.4 SPECIAL GENERAL MEETINGS

4.4.1 Called by the Board

The Board:

- (a) may call a general meeting at any time to deal with item(s) that cannot be delayed until the next annual general meeting;
- (b) must provide notice of the meeting no more than 60 days before and no less than 14 days before the meeting;
- (c) must send the notice of the meeting to all voting members; and

(d) may send the notice by email.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a voting member or if the member does not receive the notice.

4.4.2 Requisitioned by members

Members may requisition a general meeting.

The requisition:

- (a) must be submitted by at least two Members;
- (b) must show the names and signatures of the requisitionists;
- (c) must state the business to be discussed in no more than 500 words, including any special resolution the requisitionists wish to have considered;
- (d) may be made in a single record or may be several records in similar form;
- (e) must be delivered to the Society's registered address; and
- (f) must be sent to all directors.

The Board:

- (a) must call the meeting within 21 days of receiving the requisition or, failing to do so, the majority of the requisitionists may call the meeting;
- (b) must hold the meeting within no more than 60 days after receiving the requisition;
- (c) must send the notice in the same manner as if they had called the meeting; and
- (d) must conduct the meeting for the sole purpose stated in the requisition.

The Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

4.4.3 Ordered by the court

The court may order that a general meeting be held:

- (a) at the request of a voting member or a director; or
- (b) for any reason the court considers appropriate.

The court:

- (a) will direct how the meeting will be called, held and conducted;
- (b) will specify the notice, date, time, location and manner; and
- (c) may order that the quorum be varied or dispensed with at the meeting.

PART 5. BOARD

5.1 BOARD DUTIES

The Board oversees the management of the Society's activities and internal affairs.

The Board will:

- (a) administer all the affairs of the Society;
- (b) provide strategic direction to the Society;
- (c) oversee the Society's operations;
- (d) oversee the financial viability of the Society and set the budget;
- (e) establish terms of reference for all committees of the Board;
- (f) appoint the members of the committees; and
- (g) employ a senior manager to be manage the operations of NmTC.

The Board:

- (a) may not delegate the responsibility for:
 - (i) setting and approving the budget;
 - (ii) approving the financial statements;
 - (iii) accepting an audit report; or
 - (iv) approving, suspending or revoking membership.

5.2 BOARD POWERS

The Board:

- (a) can take any actions that the Society may take;
- (b) has the power to deal with all Society business between general meetings; and
- (c) must comply with all laws affecting the Society, these bylaws and any policies or procedures that are passed at a general meeting.

5.2.1 Validity of acts

The Board's acts:

- (a) are valid:
 - (i) for the purpose of appointing directors to fill vacancies even if there are fewer than a quorum;
 - (ii) if they comply with the governance documents that were in place at the time; and
 - (iii) remain valid even if the governance is subsequently changed.
- (b) are not invalid because of a defect in how director(s) were appointed.

5.2.2 Delegation

The Board may:

- (a) delegate tasks and responsibilities to individual directors or committees;
- (b) delegate responsibilities of a director; and
- (c) cancel the delegation at any time.

5.3 BOARD COMPOSITION

The Board will have a number of directors equal to the number of Member Nations.

The senior manager is not a member of the Board but provides support to the Board.

5.4 COMMITTEES OF THE BOARD

5.4.1 Establishing committees

The Board:

- (a) may establish standing and *ad hoc* committees to carry out tasks;
- (b) will establish terms of reference for each committee;
- (c) may appoint the chair and / or the members of each committee; and
- (d) will include at least one director to be on the committee and liaise with the Board.

The committees:

- (a) may elect the chair if the Board has not done so;
- (b) may meet and adjourn as they think proper; and
- (c) must report in a timely way to the Board on their activities, expenditures and outcomes.

5.4.2 Executive Committee

The Executive Committee:

- (a) consists of the Chair, Vice-Chair, Secretary, and Treasurer;
- (b) is chaired by the Board Chair;
- (c) may, in the case of an emergency:
 - (i) act on behalf of the Board; and
 - (ii) will inform the Board of any actions as quickly thereafter as possible;
- (d) will dissolve at the annual general meeting; and
- (e) will be elected by the Directors at the first meeting of the Board following the annual general meeting.

5.4.3 Finance and Governance Committee

The Finance and Governance Committee (FGC) has two roles:

- (a) overseeing, advising on, and reporting to the Board on the financial matters of the society; and
- (b) overseeing, advising on, and reporting to the Board on the governance matters of the society.

The Finance and Governance Committee:

- (a) consists of :
 - (i) the Chair;

- (ii) three Directors appointed by the Board; and
- (iii) the Treasurer;
- (b) is chaired by the Board Chair;
- (c) will conduct itself in a manner similar to the way in which the Board operates;
- (d) will report to the Board at each Board meeting on:
 - (i) financial matters including but not limited to the budget, financial position, forecast to financial year-end, conduct of audits, and audit reports on the financial matters; and
 - (ii) governance matters including but not limited to reviews of and amendments to the constitution and bylaws, and policies.

5.4.4 Elders Advisory Council

The Elders Advisory Council:

- (a) consists of one or more Elder selected by the Elected Officials of each Member Nation with support from the NmTC Elders Council and the Member Nation's Elder Coordinator;
- (b) empowers NmTC to move forward in a good way, always mindful of the Purpose;
- (c) guides the work of NmTC with their wisdom in protocol, culture and knowledge;
- (d) meets monthly to share their teachings with NmTC Staff, support one another, and promote healing. Meetings can be held in person or virtually, as determined by the NmTC Elders Council;
- (e) attends NmTC Board meetings;
- (f) may raise items or risks to the Board's attention;
- (g) may be tasked with investigating items or potential items by the Board;
- (h) will provide advice to the Board on items they or the Board raises with them; and
- (i) may be tasked individually or as a committee of the Board by the Board to carry out other activities.

The Members of the Elders Advisory Council:

- (a) are appointed by the Board to be Honorary Members of the society.

5.4.5 *Ad hoc* committees

The Board:

- (a) may establish *ad hoc* committees.

The *ad hoc* committee:

- (a) will carry out the tasks and duties assigned to them by the Board;
- (b) will make recommendations to the Board;

- (c) has no power to make decisions or take action; and
- (d) must report regularly and in a timely way to the Board on their activities, expenditures and outcomes.

5.5 PROCEEDINGS OF THE BOARD

5.5.1 Board Meeting location and timing

The Board may meet anywhere on Member Nation or Coast Salish traditional territories and at any time that it considers to be suitable.

5.5.2 Quorum

A quorum of the Board is a simple majority of the directors.

Directors who are unable to attend a meeting:

- (a) should notify the Secretary;
- (b) may vote in advance of the meeting;
- (c) must register any advance vote(s) with the Chair or Secretary; and
- (d) are then considered to be present for the purpose of a quorum.

5.5.3 Calling a meeting

The Chair:

- (a) may call a meeting of the Board at any time; and
- (b) must call at least one meeting in each financial quarter.

The Board:

- (a) will set the time and date of Board meetings for the upcoming year at the first meeting of the Board after the annual general meeting.

Any two directors:

- (a) can require the Secretary to convene a Board meeting;
- (b) must make the request in writing; and
- (c) must give the reason(s) for the meeting.

The Secretary:

- (a) must convene the meeting within 14 calendar days of receiving the request (see section 9.1.11 Sending and receiving records).

A majority of the directors who requested the meeting:

- (a) can call the meeting if the meeting has not been held by the 14th day; and
- (b) must hold the meeting within 30 calendar days of the request being received.

5.5.4 Meeting notice

The Secretary:

- (a) must send notice of a Board meeting at least five working days in advance of the meeting;

- (b) does not have to send a meeting notice to:
 - (i) a newly elected or a newly appointed director if the meeting is held immediately after the meeting at which the director was elected or appointed; and
 - (ii) a director during any period when they are absent from British Columbia.

The directors may waive the notice period if all agree.

5.5.5 Chairing the meeting

The Chair will chair the Board meetings.

Vice-Chair will chair the meeting if the Chair is not present 15 minutes after the meeting was scheduled to start.

The directors may choose a director who is present to chair the meeting if neither the Chair nor the Vice-Chair is then present.

5.5.6 Participating in the meeting

Directors:

- (a) may participate in person, by telephone or by any other communication medium as long as all members are able to communicate with each other; and
- (b) are considered to be present at the meeting regardless of how they participate.

Elected Officials:

- (a) may be present at any Board meeting;
- (b) may address the Board if:
 - (i) they make a request in writing;
 - (ii) the request is delivered to the Chair at least five working days before the meeting in question; and
 - (iii) the Chair, with the advice of the officers, approves the request.

5.5.7 Voting at a Board meeting

Directors:

- (a) may vote on resolutions at a Board meeting;
- (b) in advance of a Board meeting; or
- (c) by a consent resolution.

Resolutions:

- (a) are passed by:
 - (i) a simple majority of the directors; or
 - (ii) special resolution if required in these bylaws; or
- (b) passed as consent resolutions will be read into the minutes of the following Board meeting.

Voting:

- (a) is normally by a show of hands;
- (b) may be by written ballot if:
 - (i) required by the bylaws or
 - (ii) requested by a majority of the directors.

If a vote is tied:

- (a) the Chair does not have a second or casting vote; and
- (b) the resolution does not pass.

PART 6. DIRECTORS

6.1 DIRECTOR DUTIES

Directors:

- (a) will carry out the normal duties of such a position;
- (b) may be tasked with chairing a standing or *ad hoc* committee; and
- (c) will perform other duties as the Board may assign from time to time.

6.2 FIDUCIARY EXPECTATIONS

The directors must:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with this Act and the regulations;
- (d) subject to paragraphs (a) to (c), act in accordance with these bylaws; and
- (e) without limiting the above, act with a view to the Society's purpose.

Nothing in a contract or the bylaws relieves a director from:

- (a) the duty to act in accordance with the Act and the regulations; or
- (b) liability for any negligence, default, breach of duty or breach of trust.

6.3 CONFLICT OF INTEREST

A director may have a 'material conflict of interest' in accordance with section 2.1 Definitions, Material Conflict of Interest (d).

6.3.1 Disclosure of a material conflict of interest

The director:

- (a) must disclose fully and promptly to the other directors the nature and extent of the interest;
- (b) must not act in any way to influence the discussion or vote;

- (c) must abstain from voting on the contract, transaction or matter under consideration;
- (d) may leave the directors' meeting, if any, when the issue is discussed;
- (e) may be present to provide information; and
- (f) is counted as being present for quorum.

6.3.2 Determination of a material conflict of interest

The Board:

- (a) will consider any submission from a director or an Elected Official that raises a question on a director's conflict of interest;
- (b) will inform the director of the report and investigation;
- (c) will provide an opportunity for the director to provide relevant information; and
- (d) will in their sole and final judgement, determine whether or not there is a material conflict of interest.

A director who is contracted to perform paid work for the Society and:

- (a) who will make a profit on the contract, must declare the conflict in advance;
- (b) who does not declare a conflict of interest in advance;
 - (i) must pay an amount equal to any profit; or
 - (ii) does not have to pay any penalty if after disclosure, the contract or transaction is approved by the Board or by a special resolution by the members.

6.3.3 Records of material conflicts of interest

The conflict of interest must be recorded in:

- (a) the minutes of the Board meeting where the conflict of interest was disclosed; or
- (b) the consent resolution of directors with respect to the conflict of interest.

6.4 APPOINTMENT OF DIRECTORS

6.4.1 Appointment to fill a vacancy

If a Director leaves the Board, the Council:

- (a) will confirm the vacant position with the Chief of the Member Nation of that representative; and
- (b) will request the nomination of another qualified representative to fill the position.

6.5 QUALIFICATIONS

A director must:

- (a) be a Chief or an Elected Official selected to represent a Member Nation;

- (b) be at least age 18;
- (c) not have been found to be incapable of managing his or her own affairs by any court in Canada or elsewhere;
- (d) not be an undischarged bankrupt;
- (e) not have 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:
 - (i) the court orders otherwise;
 - (ii) 5 years have elapsed since the last to occur of:
 - (iii) the end of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (iv) the imposition of a fine,
 - (v) the end of the term of imprisonment, and
 - (vi) the end of the term of any probation, or
 - (vii) 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:
- (f) have agreed in writing to serve on the Board; and
- (g) be appointed in accordance with these bylaws.

A director:

- (a) must resign immediately if at any point they:
 - (i) declare that they are no longer qualified; or
 - (ii) the Board deems that they have ceased to be qualified.

6.6 DIRECTORS' TERMS OF OFFICE

Appointed directors:

- (a) hold office until the next annual general meeting; and
- (a) are eligible for reappointment at the annual general meeting.

6.6.1 Resignation of a director

A director who intends to resign:

- (a) must do so in writing; and
- (b) must stipulate if the resignation is effective:
 - (i) when the Society receives the resignation;
 - (ii) on a specified date; or
 - (iii) on the occurrence of a specified event.

The Board can deem a director to have resigned from the Board if the director:

- (a) has not attended at least 60% of the Board meetings in any 12-month period;
- (b) has not attended three consecutive Board meetings without a reason that the Board considers to be valid; or
- (c) the director ceases to be a Chief or Counsellor for his or her Nation.

6.7 REMOVAL OF A DIRECTOR

The Elected Officials can remove a director if:

- (a) they consider that the director's conduct has been contrary to the best interests of the Society.

The Board must give the director:

- (a) 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;
- (b) the reason(s) for the proposed expulsion; and
- (c) the opportunity to speak to the Elected Officials and / or provide a written submission before the Elected Officials vote on the resolution.

The appellant:

- (a) may present a written statement (not to exceed 200 words) or may speak to the membership; but
- (b) may not be present during the discussion or vote.

The Board must:

- (a) send a notice to the members calling a general meeting;
- (b) include the text of the special resolution and the reason(s) for the proposed removal; and
- (c) include the written statement from the director in question if it is received before the Board sends out the notice.

The Members:

- (a) will vote by ballot.

6.8 PROTECTION OF DIRECTORS

6.8.1 Liability of directors

A director is not liable for the consequences of any decision or action if they:

- (a) carried out the duties reasonably and in good faith; and
- (b) relied on:
 - (i) the financial statements;
 - (ii) a financial review report;
 - (iii) written report from a qualified professional;
 - (iv) a statement of fact from another director; or

- (v) any information a court considers provides reasonable grounds for the actions.

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

6.8.2 Indemnification

The Society may:

- (a) indemnify the directors against all penalties in respect of a legal proceeding or investigative action;
- (b) purchase indemnification insurance; and
- (c) pay expenses actually and reasonably incurred.

6.8.3 Remuneration

Directors will be paid an honorarium for serving as a director.

The Members will set the amount of remuneration.

Directors will be reimbursed for all necessary and reasonable expenses that they incur as directors.

PART 7. OFFICERS

7.1 OFFICER POSITIONS

The Officers are the:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer.

The Board may combine the duties of the Secretary and Treasurer into a Secretary-Treasurer position.

7.2 OFFICERS' DUTIES

7.2.1 Chair

The Chair:

- (a) chairs the Board and general meetings;
- (b) provides leadership and direction to the Board and committees;
- (c) may move or second a resolution;
- (d) may delegate responsibilities to directors;
- (e) sits as an *ex officio* member on all committees;
- (f) represents the Society in public presentations; and
- (g) performs such other duties as the Board may determine from time to time.

7.2.2 Vice-Chair

The Vice-Chair:

- (a) carries out the Chair's duties if the Chair is absent or otherwise unable to act; and
- (b) performs such other duties as the Board may determine from time to time.

7.2.3 Secretary

The Secretary:

- (a) is responsible for the Board and Society's correspondence;
- (b) issues notices of general meetings and board meetings;
- (c) takes and stores minutes of board and general meetings;
- (d) has custody of all the Society's records and documents except those kept by the treasurer; and
- (e) maintains the register of members.

If the secretary is absent from a meeting, the chair will appoint another person to assume the duties for the meeting.

The Board:

- (a) may delegate some of the Secretary duties to the senior manager of operations.

7.2.4 Treasurer

The Treasurer:

- (a) ensures that the financial records, including books of account, are kept in accordance with legally required standards;
- (b) provides financial reports to the Board when required;
- (c) ensures that all accounts receivable and accounts payable are attended to in a timely manner;
- (d) ensures that all funds are properly secured;
- (e) prepares or has the financial statements prepared in compliance with the *Societies Act*;
- (f) provides financial statements to the Board, members and others as required; and
- (g) present the annual financial statements for the preceding year at the annual general meeting.

The Board:

- (a) may delegate some of the Treasurer duties to the Chief Financial Officer who reports to the senior manager of operations.

7.3 ELECTION OF OFFICERS

The Board:

- (a) will elect the Officers at the first board meeting after the annual general meeting; and
- (b) may elect a director to serve in an officer position more than once.

7.4 RESIGNATION OF AN OFFICER

If an Officer resigns from an officer position and remains on the Board, the Board:

- (a) must assign the officer duties to another director.

If an Officer resigns from an officer position and leaves the Board, the Board:

- (a) must assign the officer duties to another director; and
- (b) may appoint another member to fill that director's position in accordance with section 6.4.1 Appointment to fill a vacancy.

7.5 REMOVAL OF AN OFFICER

The Board:

- (a) can remove a director from an officer position; but
- (b) cannot remove a director from the Board (see section 6.7 Removal of a director).

To do so, the Board must:

- (a) notify the Officer of the proposed removal;
- (b) call a Board meeting;
- (c) distribute the resolution for removal at least seven days before the meeting;
- (d) hear and / or read any presentation from the Officer in question before voting;
- (e) pass the resolution with a 2/3 majority;
- (f) send a copy of the resolution to the Director; and
- (g) elect a replacement officer for the remainder of the term.

PART 8. FINANCE

8.1 FINANCIAL YEAR

The financial year is from April 1st to March 31st.

8.2 BANKING

All Society funds will be deposited:

- (a) in a financial institution that,
 - (i) is regulated by the Superintendent of Financial Institutions;
 - (ii) carries on a banking business; and
 - (iii) is selected by the Board; and
- (b) to the credit of the Society.

8.3 PAYMENT OF ACCOUNTS

Any payments not approved in the budget must be approved by any two of the following:

- (a) Chair;
- (b) Vice-Chair;
- (c) Secretary; and
- (d) Treasurer / Secretary-Treasurer.

8.4 BORROWING POWERS

The Board may at their discretion and solely for the benefit of the society:

- (a) borrow money; and
- (b) issue bonds, debentures, notes or other evidences of debt obligations
 - (i) at any time;
 - (ii) to any person; and
 - (iii) for any consideration
- (c) up to a limit set or amended by the Memembrs at the annual general meeting.

8.5 FINANCIAL STATEMENTS

The Board, at each annual general meeting:

- (a) must present the financial statements for the period;
 - (i) beginning immediately after the end of the preceding financial year,
 - (ii) ending not more than six months before the annual general meeting at which the financial statements are presented, and
 - (iii) the financial audit on those financial statements.

8.6 INDEPENDENT AUDIT OF ACCOUNTS

The Society is required to have an independent audit conducted on the financial statements.

PART 9. SOCIETY RECORDS

9.1 RECORDS TO BE KEPT

The Society will keep two kinds of records, those that:

- (a) relate to the formation of the society, from official bodies, and the composition of the society; and
- (b) relate to the operation of the society.

9.1.1 Foundational records

The Society must keep records related to its formation, registers of members and directors and records related to the Society as a whole:

- (a) the certificate of incorporation as a society;

- (b) certified copies from the Registrar of the:
 - (i) constitution;
 - (ii) bylaws;
 - (iii) statement of directors; and
 - (iv) statement of the Society's office;
- (c) copies of records from the Registrar, other than in response to a request;
 - (i) orders from any:
 - court or tribunal, and
 - government body, agency or official;
- (d) the register of directors with their contact information;
- (e) consents to act as director, declarations of conflict of interest and resignations;
- (f) disclosures of interest by directors or the Executive Director;
- (g) register of members, by classes of members with contact information;
- (h) the minutes of general meetings, including the text of each resolution passed;
- (i) consents to resolutions received from Members in the case of consent resolutions;
- (j) the financial statements; and
- (k) reviews of the financial statements.

9.1.2 Operational records

The Society must keep records of its operations:

- (a) the minutes of each meeting of directors, including:
 - (i) a list of the directors present, and
 - (ii) the text of each resolution passed at the meeting
- (b) a copy of each consent resolution and a copy of each of the consents;
- (c) accounting records of each transaction that materially affected the financial position; and
- (d) audit reports.

9.1.3 Disposal of records

The Society may dispose of records that:

- (a) were created or last altered more than 10 years previously; and
- (b) are no longer relevant to the activities or internal affairs of the Society.

9.1.4 Location of records

The Society will keep non-electronic and electronic records at the Society's

registered office.

The Board may approve other location(s) at which some or all of the records may be kept.

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.

9.1.5 Maintenance of records

The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

9.1.6 Inspection of records

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

Directors:

- (a) may, without charge, inspect any Society record in section 9.1 Records to be kept.

Elected Officials

- (a) may, without charge, inspect:
 - (b) the records listed in section 9.1 Records to be kept;
 - (c) directors' disclosures of interest;
 - (d) Board meeting minutes;
 - (e) consent resolutions;
 - (f) accounting records that affect the financial position; and
 - (g) financial statements.

Members of the Public:

- (a) are not entitled to access any of the Society's records.

9.1.7 Access to the records

The Society may set:

- (a) a reasonable period of notice; and
- (b) reasonable restrictions on the times for the inspection.

Elected Officials who want to inspect the register of members must:

- (a) apply for access in writing;
- (b) state their name; and

(c) state that the information obtained will only be used to:

- (i) requisition or call a general meeting;
- (ii) seek support for a member proposal; or
- (iii) influence the voting of members.

The Society:

- (a) will provide members access to all documents that they are entitled to see;
- (b) may impose a reasonable period of notice;
- (c) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (d) will do so without charge.

9.1.8 Provision, restriction, denial of access

The Board:

- (a) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (b) will restrict access to the directors' register unless the information will be used solely for the Society's activities or internal affairs; and
- (c) will provide access only if the information will be used for organizational purposes.

The Society will:

- (a) respond to requests for inspection within 14 days;
- (b) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (c) determine whether to charge a fee and set that fee in accordance with the Regulations.

9.1.9 Inspection of registers

Register of members

The Board may, by resolution, restrict a member's right 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.

If the rights have been restricted, a member may apply in writing to the society to inspect the register of members. The application must:

- (a) include the applicant's name, and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Members' Proposal; or
 - (iii) influence the voting of members.

If the application is approved, the member may inspect the register without charge.

The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the member may inspect the register of members.

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.

Register of directors

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

9.1.10 Copies of records

A member may request a copy of any document which they are entitled to access.

The Society:

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

9.1.11 Sending and receiving records

Sending records

The Society will provide the records by:

- (a) email, fax or mail if the recipients provides that information;
- (b) pick-up at the registered office;
- (c) delivery, at cost to the recipient, to the address provided by recipient; or
- (d) any other manner agreed to by the parties.

Receiving records

A record is considered to have been received at the beginning of the:

- (a) 3rd day after the record is delivered to the delivery address;
- (b) 5th day after the record is mailed; and
- (c) 3rd day after the record is emailed or faxed.

Records served

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

PART 10. SEAL

10.1 REQUIREMENT FOR A SEAL

The Society does not use a seal.

PART 11. CHANGES TO THE CONSTITUTION OR BYLAWS

Any change to the constitution and / or bylaws requires a special resolution.

PART 12. DISSOLUTION OF THE SOCIETY

12.1 DISSOLUTION

The Society:

- (a) may submit a request to the Registrar to dissolve the society;
- (b) must pay all obligations before distributing any residual funds or assets;
- (c) must distribute any residual assets which remain after the payment of all obligations to:
 - (i) a qualified recipient specified in the bylaws of the society, or
 - (ii) if the bylaws do not specify a qualified recipient for such a distribution, to a qualified recipient specified in an ordinary resolution of the society or
 - (iii) if passing an ordinary resolution is not feasible, specified in a directors' resolution.