

  
CAROL PREST

**Bylaws of Yucwemínem ne Tsetsítcws-kucw Society  
(the “Society”)**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the Directors of the Society;

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

“**Council**” means the duly elected Chief and Council of TteS.

“**Director**” means a Director of the Society as determined in accordance with Part 4 of these Bylaws;

“**General Manager**” means the individual holding the position of Housing Manager of Tk’emlúps te Secwépemc.

“**Immediate Family**” means a person’s spouse, children, adopted children, parents, grandparents, grandchildren, siblings and adopted siblings, and also includes the spouse’s children, spouse’s adopted children, spouse’s parents, spouse’s grandparents, spouse’s grandchildren, spouse’s siblings, and spouse’s adopted siblings as well.

“**Initial Director**” means a temporary Director who is appointed for a 10-month period in accordance with Part 4 of these Bylaws.

“**Membership**” means all Members of the Society.

“**Member**” means a Member of the Society as determined in accordance with Part 2 of these Bylaws;

“**Officers**” means the officers of the Society including the Chairperson, Vice-Chairperson and Secretary-Treasurer, and such other officers as may be appointed from time to time;

“**Ordinary Resolution**” means an ordinary resolution of the Members as defined in the *Societies Act*;

“**Register of Members**” means the register which lists the Members and their addresses;

“**Society**” means the Yucwemínem ne Tsetsítcws-kucw Society;

“**Special Resolution**” means a special resolution of the Members as defined in the *Societies Act*;

“**TteS**” means Tkemlúps te Secwépemc, a “band” within the meaning of the *Indian Act*, formerly known as the Kamloops Indian Band; and

“**TteS Member**” means a member of TteS (688) whose name appears on the TteS membership list in accordance with TteS’ membership code.

### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

## **PART 2 – MEMBERS**

### **Application for Membership**

**2.1** Every Member must be a currently-sitting member of TteS’s Council.

**2.2** Every Member must uphold the Constitution of the Society and must comply with these Bylaws.

**2.3** Every Member must be over the age of 18.

### **No Membership dues**

**2.4** There will be no membership fees payable by Members.

### **Ceasing to be a Member**

**2.5** A Member will cease to be a Member:

- (a) upon delivering his or her resignation in writing to the Secretary-Treasurer or to the address of the Society;
- (b) upon ceasing to be a Council member of the Tk’emlúps te Secwépemc;
- (c) on his or her death; or
- (d) on being expelled.

**2.6** A Member may be expelled by a Special Resolution passed at a general meeting.

- 2.7 The Notice of a Special Resolution for expulsion of a Member will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8 The Member that is the subject of the proposed resolution for expulsion will be given an opportunity to be heard at the general meeting before the Special Resolution is put to vote.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **First annual general meeting**

- 3.1 The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year, within 6 months of the Society's fiscal year-end and not more than 15 months after the previous annual general meeting.
- 3.2 General meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

#### **Extraordinary general meeting**

- 3.3 Every general meeting of the Society, other than an annual general meeting, is an extraordinary general meeting.

#### **Convening a general meeting**

- 3.4 A quorum of Directors may, whenever they deem fit, convene a general meeting.

#### **Notice of general meeting**

- 3.5 The Board will give not less than 30 days' written notice of a general meeting of the Society to its Members, but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 Notice of a general meeting will specify the date, time and location of the meeting, and in the case of special business, the general nature of that business. Notices must be sent out to all members at least 30 days prior to date of the meeting.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings of that meeting.

### **Notice of Special Resolution to be passed at general meeting**

**3.8** Where it is proposed that a Special Resolution be passed at a general meeting, the written notice of the meeting shall set out the text of such Special Resolution.

### **Proceedings at general meetings**

**3.9** At a general meeting of the Members, the following business is special business:

- (a) all business that is transacted at a general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except for the following business:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Board;
  - (iv) the confirmation of the appointed Directors;
  - (v) the report of the auditor;
  - (vi) the appointment of the auditor; and
  - (vii) other business that, under these Bylaws, ought to be transacted at an annual general meeting or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.

### **Chair of general meeting**

**3.10** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
  - (i) the Chairperson;
  - (ii) the Vice-Chairperson, if the Chairperson is unable to preside as the chair; or
  - (iii) one of the other Directors present at the meeting, if both the Chairperson and Vice-Chairperson are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.11** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum for general meetings**

**3.12** The quorum for the transaction of business at a general meeting is five (5) Members.

**3.13** The quorum for the passing of a Special Resolution is five (5) Members.

### **Quorum required**

**3.14** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members is present.

### **Lack of quorum at commencement of meeting**

**3.15** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not present:

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.16** If, at any time during a general meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.17** The chair of a general meeting may, or, if so directed by the voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 3.20** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Methods of voting**

- 3.21** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting Members.
- 3.22** In the case of a tie vote, the chair may not cast a second vote and the proposed resolution will be defeated.
- 3.23** The chair of a general meeting may move or propose a resolution.

### **Announcement of result**

- 3.24** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

- 3.25** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

- 3.26** A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

## **PART 4 – DIRECTORS**

### **Number of Directors on Board; TteS Members**

- 4.1** The Society will have 3 Directors or such other number as may be determined from time to time by the Board, up to a maximum of 9 Directors.
- 4.2** A majority of the Directors must be TteS Members.

### **Initial Directors and Term**

- 4.3** The first Directors will be the individuals listed in the list of first Directors filed with the Registrar at the time of incorporation of the Society and will be those individuals who hold the position of Chief or Councillor for Tk'emlúps te Secwépemc at the time of incorporation of the Society.

- 4.4 Each Director appointed pursuant to section 4.3 (an “Initial Director”) shall serve a term of no more than 10 months.

### **Qualifications of Directors**

- 4.5 Each Director must be qualified in accordance with the *Societies Act*.
- 4.6 Each Director who is not an Initial Director must possess a professional qualification or experience in at least one of the following areas:
- (a) First Nations governance and administration;
  - (b) Housing development;
  - (c) Construction;
  - (d) Non-profit management;
  - (e) Accounting, banking, or financial management;
  - (f) Project management;
  - (g) Social Work;
  - (h) Government relations.

### **Powers of Directors**

- 4.7 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society at a general meeting, subject to:
- (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 at a general meeting.

### **Upholding the Constitution and promoting purposes of the Society**

- 4.8 Every Director and committee member shall uphold the Constitution and comply with these Bylaws.
- 4.9 The affairs of the Society shall be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of the personal financial gain of its Members.

### **Prior Acts of Directors**

**4.10** No rule made by the Society at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### **Appointment of Subsequent Directors**

**4.11** Following the appointment of the Initial Directors, all subsequent Directors (a "Subsequent Director") will be appointed and removed by the Membership in accordance with these bylaws.

**4.12** The term of office for a Subsequent Director is three years.

**4.13** There is no limit to the number of times a Subsequent Director can be re-appointed.

### **Removal or Resignation of a Director**

**4.14** A Director will continue to hold office for the duration of his or her term unless, prior to the expiration of his or her term of office, the Director:

- (a) resigns by sending a notice in writing to the Secretary-Treasurer or to the address of the Society;
- (b) becomes incapacitated to such an extent that the Director can no longer carry out the Director's duties;
- (c) dies; or
- (d) is removed as a Director by Membership.

**4.15** If a Director resigns or is removed, the Members must appoint a new Director to complete the unexpired portion of the term of office of the individual whose departure from office created the vacancy as soon as reasonably practicable.

### **Acts or proceedings of the Board by less than prescribed number of Directors**

**4.16** No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

### **Officers**

**4.17** The Chairperson, Vice-Chairperson, and Secretary-Treasurer are the Officers of the Society.

**4.18** The Directors will elect the Officers from among themselves at the first Directors' meeting following the Society's incorporation and thereafter following the expiration of the terms of office for each Officer.



## **Duties of Directors**

- 4.19** The Directors will represent the views of the Members fairly and generally.
- 4.20** The duties of the Directors will be to guide, direct, and supervise the affairs of the Society.
- 4.21** The Directors shall appoint the General Manager of the Society to manage the activities or internal affairs of the Society.

## **Director's oath of office**

- 4.22** A Director will be required to sign the Society's oath of office for Directors that is approved by the Directors.

## **Best interest of the Society**

- 4.23** A Director must:
- (a) act honestly and in good faith and in the best interest 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.
- 4.24** A Director that has willingly misrepresented the Board's direction, has made a decision for personal gain or has made a representation at a Board meeting not in good faith will be reported to the Members and may be removed by the Members.

## **Director conflict of interest**

- 4.25** For the purposes of this bylaw, a Director has a conflict of interest when the Director exercises an official power or performs an official duty or function in the execution of his or her office and at the same time knows that in the performance of the duty or function or in the exercise of the power there is the opportunity to further his or her private interest.
- 4.26** For the purposes of this bylaw, a Director has an apparent conflict of interest if there is a reasonable perception, which a reasonably well informed person could properly have, that the Director's ability to exercise an official power or perform an official duty or function must have been affected by his or her private interest.
- 4.27** A Director who is in a conflict of interest, or perceived conflict of interest must:
- (a) fully and promptly disclose the nature and extent of his or her interest to the other Directors;

- (b) immediately withdraw from the meeting or part of the meeting during which the matter is under consideration;
- (c) not attempt in any way, whether before, during or after the meeting, to influence the opinion or vote of the Directors on any question in respect of the matter;
- (d) not attempt in any way to influence the Directors, employees or contractors in carrying out their duties in respect of the matter; and
- (e) comply with the requirements of the Act and any conflict of interest policy adopted by the Directors.

### **Director Remuneration**

**4.28** Directors may not be remunerated in any capacity as a Director or Officer, however, Directors may be reimbursed for reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

### **General Manager**

**4.29** The General Manager shall not be a Director but shall be entitled to receive notice of and attend all Board meetings.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Directors’ Meeting**

- 5.1** A Directors’ meeting may be called by the Chairperson or by two other Directors.
- 5.2** At least 7 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.
- 5.3** The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- 5.4** The Directors may regulate their meetings and proceedings as they think fit.
- 5.5** The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.
- 5.6** The Board will attempt to meet on a regularly scheduled date to conduct business.

- 5.7** No resolution proposed at a Directors' meeting need be seconded and the chair of a meeting shall be entitled to move or propose a resolution.
- 5.8** The Directors may hold meetings, in whole or in part, by conference telephone, video conferencing or other communication medium if all the Directors participating in the meeting are able to communicate with each other. A Director who participates by telephone conferencing, video conferencing or other communication medium in a meeting contemplated by this provision is deemed to be present at the meeting and to have agreed to participate in that manner.
- 5.9** The Directors shall have the right by resolution to make further procedure for the conduct of the proceedings of meetings of Directors as they may think fit.

### **Voting at Directors' Meeting**

- 5.10** Prior to taking a vote, the Directors will strive to achieve a consensus on any resolution before them. Questions arising at any meeting of the Directors will be decided by consensus of votes.

### **Minutes at Directors' Meeting**

- 5.11** A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid as if regularly passed at a duly called and constituted meeting of the Board.

### **Acts or proceedings of the Directors by less than prescribed number of Directors**

- 5.12** No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office nor if afterwards it is discovered that there was some defect in the appointment of any Director or that any Director was disqualified.

### **Committees**

- 5.13** The Board may delegate by resolution any, but not all, of its powers to committees consisting of such Directors and other individuals as they think fit.
- 5.14** A committee formed to exercise delegated powers of the Directors will follow any rules imposed on it by the Board, and will report every act or thing done in exercise of those powers to the earliest meeting of the Board held after it has been done.
- 5.15** A committee will select a chair of its meetings; but if no chair is selected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee members may choose one of their number to be chair of the meeting.

- 5.16** All committee members will be given notice of all committee meetings.
- 5.17** The members of a committee may meet and adjourn, as they think proper.

## **PART 6 – LIABILITY AND INDEMNITY OF DIRECTORS**

### **Liability of Directors**

- 6.1** The Directors shall not be relieved from the duty to act in accordance with the Act and these Bylaws nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.
- 6.2** Subject to section 6.1 the Directors are hereby exonerated from any loss that may arise through any bona fide application of the funds, property and assets of the Society for the purposes of the Society as set forth in the Constitution.

### **Indemnification of Directors**

- 6.3** The Society may, subject to the provisions of the Act, indemnify a Director or former Director and his or her heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Director which may arise in connection with the activities of the Society or the performance of his or her duties as a Director, if:
- (a) he or she acted honestly and in good faith with a view to the best interests of the Society and exercised the care, diligence and skill of a reasonably prudent person; and
  - (b) with respect to any criminal or administrative proceedings, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 6.4** The indemnity authorized by this Part shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Part.
- 6.5** The Directors may from time to time cause the Society to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Society.
- 6.6** The Directors may cause funds to be expended by the Society for the purchase and maintenance of insurance for the benefit of any individual who is or was a Director, Officer, employee or agent of the Society against any liability incurred by such individual in their capacity as such.

## **PART 7 – DUTIES OF OFFICERS**

### **Role of Chairperson**

- 7.1** The Chairperson is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties and will:
- (a) preside at all meetings of the Society and of the Board;
  - (b) supervise the other Officers in the execution of their duties;
  - (c) be an ex-officio member of all committees;
  - (d) supervise the implementation of the Constitution and Bylaws; and
  - (e) exercise general care and supervision of the affairs of the Society.

### **Role of Vice-Chairperson**

- 7.2** The Vice-Chairperson is the vice-chair of the Board and is responsible for carrying out the duties of the Chairperson if the Chairperson is unable to act, or upon request and, when so acting, will have all the powers and be subject to all the responsibilities of the Chairperson.

### **Role of Secretary-Treasurer**

- 7.3** The Secretary-Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) conducting the correspondence of the Society;
  - (b) issuing notices of meetings of the Society and Directors;
  - (c) keeping minutes of all meetings of the Society and Directors;
  - (d) circulating minutes of all meetings of the Directors at least one week prior to the next meeting of the Directors;
  - (e) having custody of all records and documents of the Society;
  - (f) having custody of the common seal of the Society;
  - (g) maintaining the Register of Members;
  - (h) keep such financial records as are necessary to comply with the Act; and
    - (i) rendering financial statements to the Directors, Members and others when required.
- 7.4** In the absence of the Secretary-Treasurer from a meeting, the Directors will appoint another person to perform the duties of the Secretary-Treasurer at the meeting.

## **PART 8 –SIGNING AUTHORITY**

### **Signing authority**

- 8.1** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the General Manager if in accordance with section 9.3 of these Bylaws; or
  - (b) by the Chairperson, together with one other Director; or
  - (c) if the Chairperson is unable to provide a signature, by the Vice-Chairperson together with one other Director.

## **PART 9 – CONTRACTS AND BORROWING**

### **Contracts and Borrowing**

- 9.1** Subject to section 9.3, no contract shall be entered into by the Society, nor any documents executed on behalf of the Society, without prior resolution of the Directors.
- 9.2** All documents signed and executed on behalf of the Society, shall be in accordance with section 8.1 of these Bylaws.
- 9.3** The General Manager shall have the authority to commit the Society to contracts up to the contractual spending amounts that apply to the Manager of Housing for Tk'emlúps te Secwépemc, as amended from time-to-time (the "Spending Limit"). The General Manager may execute all contracts within the General Manager's Spending Limit on behalf of the Society without further action on the part of the Directors.
- 9.4** In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 9.5** No debenture will be issued without the sanction of a Special Resolution.
- 9.6** In investing the monies of the Society, the Directors will be restricted to securities permitted by law to a trustee.

## **PART 10 – AUDITOR**

### **Fiscal Year**

**10.1** The fiscal year for the Society will be from April 1<sup>st</sup> to March 31<sup>st</sup>.

### **Appointment of Auditor**

**10.2** The Directors will appoint the first auditor and fill all vacancies occurring in the office of the auditor.

**10.3** At each annual general meeting, the Society will appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next annual general meeting.

**10.4** An auditor may be removed by Ordinary Resolution.

**10.5** An auditor will be promptly informed in writing of the auditor's appointment or removal.

### **No Director or employee as Auditor**

**10.6** No Director and no employee of the Society will be the auditor.

### **Auditor at general meetings**

**10.7** The auditor may attend and present at annual general meetings.

### **Auditor Qualifications**

**10.8** An auditor appointed under this Part must be a Member in good standing of the Charter Professional Accountants of British Columbia.

## **PART 11 - NOTICES TO MEMBERS**

### **Notices to Members**

**11.1** A notice may be given to a Member or Director personally or by mail, email or facsimile transmission to the Member or Director's mail address, email address or facsimile number.

**11.2** A notice sent by mail will be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile transmission will be deemed to be given on the day it is transmitted if the notice is transmitted before

4:00 p.m. on a weekday, or on the next day that is not a Saturday, Sunday or holiday, if the document is transmitted after 4:00 p.m.

**11.3** Notice of a general meeting will be given to:

- (a) every Member shown on the Register of Members on the day notice is given; and
- (b) the auditor.

**11.4** No other person is entitled to receive notice of a general meeting.

**11.5** A Member will notify the Society of any change in the Member's home address, e-mail address, or telephone number.

## **PART 12 – EMAIL TRANSMISSION AND COUNTERPARTS**

### **Email transmissions and counterparts**

**12.1** Any document or resolution signed in writing by a Member or a Director and transmitted by fax or email shall be deemed to be an original document or resolution.

**12.2** Ordinary Resolutions and Special Resolutions consented to in writing by Members and resolutions consented to in writing by the Directors may be in counterparts each consented to in writing by one Member or Director or more than one Member or Director, which together shall be deemed to constitute one resolution.

## **PART 13 - BYLAWS**

### **Bylaws available on request**

**13.1** The Society shall provide to a Member or Director, at his or her request, a copy of the Constitution and the Bylaws of the Society.

## **PART 14 – ALTERING PURPOSE**

**14.1** The Society will not alter or delete the purpose set out in paragraph 2(c) of its constitution without first obtaining the written consent of the British Columbia Housing Management Commission.

## **PART 15 – DISSOLUTION OR WINDING UP**

### **Dissolution or winding up**



**15.1** Upon winding up or dissolution of the Society by a Special Resolution, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such recognized Canadian charitable organization in British Columbia promoting aims similar to those of the Society as may be decided by members of the Society at the time of winding up or dissolution. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Dated and Approved: 20<sup>th</sup> day of November, 2020