

**CONSTITUTION OF  
NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY**

1. The name of the Society is Nechako-Kitamaat Development Fund Society.
2. The purposes of the Society are to promote sustainable economic development in Northwestern British Columbia, including the Nechako River basin and Kitamaat Village, to:
  - (a) support investment in new or existing businesses;
  - (b) create new employment or stabilize existing employment; and
  - (c) support other goals that are consistent with the promotion of sustainable economic development in Northwestern British Columbia, including the Nechako River basin and Kitamaat Village and that the Minister responsible for the BC-Alcan Northern Development Fund Act considers desirable.

**BYLAWS OF THE  
NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY**

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## BYLAWS OF THE NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY

### I – DEFINITIONS AND INTERPRETATION

- 1.1 **“Act”** means the Societies Act SBC 2015 Chapter 18, as amended from time to time;
- 1.2 **"Directors"** mean the directors of the Society for the time being.
- 1.3 **“Electronic Means”** means any system of combination of systems, including but not limited to mail, telephone, electronic, radio, computer or web-based technology or communication facility, that:
  - (a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters
- 1.4 **"Minister"** means the Minister of Jobs, Economic Recovery and Innovation and Minister Responsible for Northern Development of the Province of British Columbia or such other member of the Executive Council (as that term is used in the *Constitution Act*, R.S.B.C. 11996, c.66) as the Lieutenant Governor in Council shall appoint in place of the Minister.
- 1.5 **"Society"** means Nechako-Kitamaat Development Fund Society.
- 1.6 Words importing the singular include the plural and *vice versa*, and person includes a corporation.
- 1.7 When construing the Bylaws, reference shall be had to the Act and words and expressions used in the Bylaws shall, as far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.
- 1.8 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **2 MEMBERSHIP**

### **2.1 Composition of Membership**

The members of the Society shall be appointed by the Minister for such periods as the Minister may determine, and shall not total more than 10 in number or such greater number as the members may determine by a Special Resolution passed at a General Meeting.

One of the members will be nominated by Cheslatta Carrier Nation for a term and/or consecutive terms as determined by Cheslatta Carrier Nation.

If Cheslatta Carrier Nation chooses not to nominate an individual, then the members of the Society may select an individual to fill the seat for a one-year term.

### **2.2 Cessation of Membership**

A Person shall cease to be a member of the Society:

- (a) on the last day of the period of the member's appointment;
- (b) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
  - (2) the effective date of the resignation stated thereon;
- (c) upon his or her death, in the case of an individual, or, in the case of a partnership or corporation, dissolves;
- (d) upon his or her expulsion; or
- (e) if the Minister rescinds the member's appointment.

## **3 MEMBERSHIP RIGHTS AND OBLIGATIONS**

### **3.1 Dues**

There shall be no annual membership dues.

### **3.2 Standing of Members**

All Members are deemed to be in good standing.

### **3.3 Expulsion of Member**

A member may be expelled by a Special Resolution of the members passed at a General Meeting. Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Directors, by a resolution passed by at least 75% of the Directors, may expel a member whose conduct shall have been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Society.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

### **3.4 Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

## **4 MEETINGS OF MEMBERS**

### **4.1 Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Directors decide.

### **4.2 Annual General Meetings**

An Annual General Meeting will be held at least once in every calendar year and not more than 15 months after the adjournment of the preceding Annual General Meeting.

### **4.3 Extraordinary General Meeting**

Every General Meeting other than an Annual General Meeting is an extraordinary general meeting.

### **4.4 Calling of Extraordinary General Meeting**

The Directors may, whenever they think fit, convene an Extraordinary General Meeting.

### **4.5 Notice of General Meeting**

Due notice of time and place and the general nature of the business to be transacted at a General Meeting shall be given to each member at least 14 days before the meeting.

### **4.6 Omission of Notice**

The accidental omission to give notice of a General Meeting or the non-receipt of a notice by any members entitled to receive notice, does not invalidate proceedings at that meeting.

## **5 PROCEEDINGS AT GENERAL MEETINGS**

### **5.1 Ordinary Business at General Meetings**

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **5.2 Notice of Special Business**

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **5.3 Electronic Participation in General Meetings**

The Directors may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, Directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

### **5.4 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

## **5.5 Quorum**

The quorum for the transaction of business at a General Meeting is six members.

## **5.6 Lack of Quorum**

If within 15 minutes from the time appointed for a meeting, a quorum is not present, the General Meeting if convened on the requisition of members, shall be terminated but in any other case it shall stand adjourned to such date as the Directors may decide.

## **5.7 Loss of Quorum**

If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.

## **5.8 Chair**

The Chair shall preside as chair of a General Meeting.

## **5.9 Alternate Chair**

If the Chair is absent, then one of the other Directors present shall preside as chair of a General Meeting.

## **5.10 Adjournment**

A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

# **6 VOTING BY MEMBERS**

## **6.1 Entitlement to Vote**

Each member is entitled to one (1) vote.

## **6.2 Equality of Votes**

In case of an equality of votes, the chair shall not have the casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

## **6.3 Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

#### **6.4 Voting by Proxy**

Voting by proxy is not permitted.

### **7 DIRECTORS**

#### **7.1 Powers of the Directors**

The Directors may exercise all such powers and do all such acts and things as 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 in General Meeting, but subject nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these Bylaws; and
- (d) rules not being inconsistent with these Bylaws which are made from time to time by the Society in General Meeting.

#### **7.2 Prior Acts of Directors**

No rule made by the Society in a General Meeting invalidates a prior act of the Directors that would have been valid, if that rule had not been made.

#### **7.3 Duties of Directors**

Pursuant to the Act, every Director will:

- (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; and
- (c) act in accordance with the Act and the regulations thereunder.

#### **7.4 Qualifications of Directors**

Pursuant to the Act, a Person may not serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;

- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt;
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act; or
- (e) is an “ineligible individual” as defined by section 149.1(1) of the *Income Tax Act* (Canada).

#### **7.5 Members are Directors**

The Members appointed by the Minister shall be deemed to be the Directors of the Society.

The Directors shall not be less than 5 and shall not exceed 10, or such greater number as may be determined from time to time by way of a Special Resolution passed at a General Meeting.

#### **7.6 Removal of Director**

The members may by Special Resolution remove a Director before the expiration of the Director's term of office and recommend that the Minister appoint a successor to complete the term of office.

#### **7.7 Ceasing to be a Director**

If a Director resigns or otherwise ceases to hold office, the Minister may appoint a member as a Director to fill a vacancy in the Directors. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

#### **7.8 Remuneration**

Each Director shall be paid an honorarium as determined by the Minister for being or acting as a Director and shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

### **8 PROCEEDINGS OF DIRECTORS**

#### **8.1 Board Meetings**

The Directors may regulate their meetings and proceedings as they think fit.

#### **8.2 Notice of Board Meetings**

A directors' meeting may be called by any Director. At least 2 days notice of the director's meeting must be given unless all the directors agree to a shorter notice period.

### **8.3 Attendance**

All Directors must attend at least two thirds of the meetings of the Directors, calculated on an annual basis. If a Director is going to be absent for two consecutive meetings, then that Director must notify the Chair prior to the second meeting and advise the Chair of the reasons for the absence.

### **8.4 Participation by Electronic Means**

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

### **8.5 Quorum**

The quorum for the transaction of business at a Directors' meeting is a majority of the Directors then in office.

Quorum may be met by attendance by telephone or electronic means. If a quorum is not met, the Chair will decide if the meeting is adjourned or continued without binding decisions being made.

### **8.6 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
  - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

## **8.7 Chair of Meetings**

The Chair shall chair all meetings of the Directors but if at any meeting the Chair is not present within fifteen (15) minutes of the time appointed for holding the meeting, then the Directors present may choose one of their number to be chair at that meeting.

## **8.8 Questions at Meetings of Directors**

Questions arising at any meeting of the Directors and committee of Directors shall be decided in accordance with applicable policies in effect from time to time and otherwise by a majority of votes. In case of an equality of votes, the chair of the meeting does not have a second or casting vote.

## **8.9 Passing a Resolution**

No resolution proposed to the meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

## **8.10 Signed Resolution**

A resolution in writing signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

# **9 OFFICERS**

## **9.1 Officers**

The officers of the Society shall include the Chair, Secretary and Treasurer.

## **9.2 Election of Officers**

The Officers shall be elected by the Directors at each Annual General Meeting.

## **9.3 Term of Officer**

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 9.2.

A Director may be elected as an officer for consecutive terms.

## **9.4 Removal of Officers**

A Person may be removed as an officer by Board Resolution.

## **9.5 Replacement**

Should the Chair or any other officer for any reason be unable to complete his or her term, Directors will remove such officer from his or her office and will elect a

replacement without delay.

## **9.6 Duties of Chair**

The Chair shall preside at all meetings of the Society and of the Directors.

The Chair is the Chief Executive of the Society and shall supervise the other officers in the execution of their duties.

## **9.7 Combination of Offices**

The offices of either Chair and Secretary or Treasurer and Secretary may be held by the same person.

## **10 ADVISORY COMMITTEES**

### **10.1 Creation and Delegation to Advisory Committees**

The Directors may:

- a) from time to time appoint advisory committees consisting of persons having expertise required by the Society; and
- b) refer to the advisory committees, if any, appointed pursuant to this Bylaw for advice and reports on any subject or matter which, in the opinion of the Directors, is appropriate for consideration by an advisory committee.

### **10.2 Duration**

The members of advisory committees shall serve for such term as the Directors may determine.

### **10.3 Terms of Reference**

The Directors shall define the terms of reference for and shall appoint a chairperson of each advisory committee.

## **11. COMMITTEES**

### **11.1 Creation and Delegation to Committees**

The Directors may create such standing and special committees, as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Directors Resolution.

The Directors may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

## **11.2 Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period. A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

## **11.3 Terms of Reference**

In the event the Directors decide to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Directors in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Directors held after it has been done, or at such other time or times as the Directors may determine.

## **11.4 Meetings**

The members of a committee may meet and adjourn as they think proper.

## **12 FINANCIAL MATTERS**

### **12.1 Accounting Records**

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### **12.2 Borrowing Powers**

The Directors shall not, on behalf of and in the name of the Society, borrow money or raise or secure the payment or repayment of money by the issue of debentures, except in the ordinary course of making banking arrangements for the accounts of the Society.

### **12.3 Powers**

The Society shall have the following powers, which powers are alterable, namely:

- (a) to receive funds and assets to apply to further the purposes of the Society;
- (b) to enter into any contracts or arrangements with any person, corporation or institution, which may further the Society's purposes; and
- (c) to do all other things which are incidental or conducive to the attainment of the purposes of the Society.

## **13 AUDITOR**

### **13.1 Audit**

The financial records of the Society shall be audited at least once in every fiscal year, each fiscal year commencing on April 1 and ending on March 31.

### **13.2 Reporting**

An audited financial statement for each fiscal year shall be submitted to the Minister after review by the Directors on submission at the Directors meeting immediately following July 15 of each subsequent fiscal year.

### **13.3 Vacancy in Auditor**

The Directors shall fill all vacancies occurring in the office of auditor.

No Director and no employee of the Society shall be auditor.

### **13.4 Appointment of Auditor at Annual General Meeting**

At each Annual General Meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected, or a successor is elected at the next Annual General Meeting.

### **13.5 Removal of Auditor**

An auditor may be removed by Ordinary Resolution. An auditor shall be informed forthwith in writing of appointment or removal.

### **13.6 Participation in General Meetings**

The auditor is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **14 NOTICES TO MEMBERS**

### **14.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's

Registered Address, or, where the Member or Director has provided a fax number or e mail address, by fax or e-mail, respectively.

Notice of General Meeting shall be given to every member shown on the Register of Members on the date notice is given and to the auditor if Bylaw 13 applies. No other person is entitled to receive a notice of General Meeting.

#### **14.2 When Notice Deemed to have been Received**

A notice sent by mail shall be deemed to have been given on the seventh 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.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **15 BYLAWS**

#### **15.1 Alteration of Bylaws**

If a Bylaw is alterable, such Bylaws shall not be altered or added on to except by Special Resolution approved by the Minister.

### **16 – MISCELLANEOUS**

#### **16.1 Conduct of Affairs of the Society**

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. The provisions of this paragraph 16.1 shall be unalterable.

#### **16.2 Dissolution**

Upon the winding up or dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of within one year to the Minister of Finance and Corporate Relations. The provisions of this paragraph 16.2 shall be unalterable.