



## NWIC BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

### Part 1 – Interpretation

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#### Definitions

1.1 In these Bylaws:

"Act" means the [Societies Act](#) of British Columbia as amended from time to time.

"Association" means society as duly constituted under the Societies Act.

"Board" means the Directors of the Society.

"Bylaws" means these Bylaws as altered from time to time.

"Society" means the North West Indigenous Council Association.

"North West" means the geographic area of Canada defined as the Province of British Columbia.

1.2 The definitions in the Act apply to these Bylaws.

1.3 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, shall prevail.

### Part 2 – Membership

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2.1 The Members of the society are the applicants for the incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-Laws and, in either case, have not ceased to be Members.

2.2 Membership in the Society shall consist of three types including Full Members, Associate Members and Honorary Members.

- a. Any person or local organization (hereinafter referred to as “Local”) may apply for membership as a Full Member of the Society provided that the applicant:
  - i. In the case of a person:
    1. Has been a resident of the Province of British Columbia for the three (3) months prior to the application;
    2. Is over sixteen (16) years of age at the time of application; and
    3. Self identifies and is of Indigenous ancestry which includes status and non-status Indians, Inuit and Métis peoples of Canada (defined by Section 35 of the Constitution Act; 1982).
  - ii. In the case of a local:
    1. Operates within the Province of British Columbia;
    2. Has a minimum of six (6) members, who are also Full Members of the Society;
    3. Has membership requirements identical to the membership requirements of the Society membership prescribed for persons pursuant in Article 2.2.a.i;
    4. Holds an annual Meeting at least once during every calendar year at which time elections for Directors and Officers must be held;
    5. Holds General Membership Meetings at least two (2) times a year;
    6. Maintains the files and minutes of all General Meetings and makes such minutes available to any members of the Local upon request; and,
    7. Maintains a bank account.

2.3 Any local may apply to the Secretary for Full Membership in the Society by the forwarding the Resolution duly passed at the General Meeting of the Local and signed by its President and Secretary

2.4 An application by the Local for Full Membership in the Society must be accompanied by the name of the Local’s authorized representative. Upon acceptance of the application the Local shall become Full Member of the Society and the Zone within which the Local is geographically located and the Local shall be entitled to the representation to all meetings.

- a. A Zone shall be presumed to be organized if it:
  - i. Has members more than fifty percent (50)% of the Locals who are Full Members if the Society and are located in the area comprising the Zone;
  - ii. Has a legal structure and a Board of Directors consisting of the Presidents of the Locals comprising the Zone;
  - iii. Has an administration which is capable of accounting to the Society for the decentralization funds in a manner established by the society;
  - iv. Maintains a Bank account;
  - v. Maintains an office, telephone and mailing address; and,
  - vi. Devotes some of its resources to assisting unorganized Locals within its boundaries to become organized.

2.5 The spouse and children of a Full Member of the Society who do not themselves qualify for Full Membership may become Associate Members of the Society.

2.6 Any Person who in the opinion of the Directors of Members permits special consideration may be accepted as an Honorary member of the Society by a Resolution if the Directors or the Members at a meeting called for that purpose.

2.7 The Directors shall be entitled from time to time to change the requirements for Full Membership as set out in Articles 2.2, 2.3, and 2.4.

2.8 Every Member shall uphold the Constitution and comply with these By-Laws as they may exist from time to time.

2.9 A person or Local shall cease to be a Member of the Society:

- a. By delivering its resignation in writing to the Secretary of the Society or by email, mail or delivering it to the address of the Society;
- b. On the person's death or, in the case of a Local, the Local's dissolution;

### Part 3 – Meetings of Members

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The Annual General Meeting of the Society shall be held yearly at a time, and place determined by the Directors. Special arrangements can be for remote access options to Members to participate in the Annual General Meeting business and election of Directors. The Directors shall have the discretion to hold the Annual General Meeting any time after the expiration of twelve months after the last Annual General Meeting as circumstances dictate in accordance with BC Society Act.

3.2 Special General Meetings may be called at any time by a quorum of the Board of Directors.

3.3 Notwithstanding Article 2.2, the Directors shall call a Special General Meeting upon the receipt of a Petition signed by ten percent (10%) or more of the Full Members of the Society who are in good standing.

3.4 Notice of any Annual or Special General Meeting need not be given to each Full Member of the Society but it shall be sufficient if two (2) weeks' notice in writing is posted on the Society's website or Facebook page, and where members have provided an e-mail address notice is to be sent electronically.

3.4 The accidental omission to give notice to, or the non-receipt of the notice of any Annual or Special General Meeting by any Full Members, shall not invalidate proceedings at the Meeting.

3.5 The quorum at all Annual or Special General Meetings shall be fifty percent (50%) plus one (1) of the Full Members in good standing who register or sign into the Meeting.

3.6 Only a Full Member in good standing for a minimum of thirty (30) days prior to the meeting, and who is present at the meeting or has provided a proxy in the manner that is prescribed from time to time by the Directors, shall be entitled to vote.

3.7 Voting at any Annual or Special General Meeting shall be by a show of hands, except for election of the Directors, the voting for which shall be by secret ballot.

3.8 Associate and Honorary Members may attend, but shall not be entitled to vote at any Annual or Special General Meeting. Associate and Honorary Members may be entitled to speak at an Annual or Special General Meeting at the discretion of the Chair of the Annual or Special General Meeting.

3.9 Staff Members of the Society shall not be entitled to vote at Annual or Special General Meetings.

#### **Part 4 – Directors**

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4.1 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or 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 by-laws and
- c. Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings.

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

4.3 The first Directors shall retire at the first Annual General Meeting of the Society. Subsequently, Directors shall retire at the expiration of their term, when their successors will be elected. A Director shall be elected at the annual general meeting for one term (2 years).

4.4 The President, Vice-President, Secretary, Treasurer and one or more other persons appointed upon incorporation or as elected by the members at the Annual General Meeting shall be Officers of the Society. An officer must be a Director and ceases to be an Officer upon ceasing to be a Director.

4.5 The Society shall have a maximum of 10 Directors, representing the five (5) Regions and four (4) At Large in the Province. The Board must make reasonable effort to include at least one (1) Elder, one (1) Youth, and one (1) Two-Spirit or LGBTQ individual, regardless of region.

Interior: 1 Director

Fraser Valley: 1 Director  
Vancouver Coastal: 2 Directors  
Vancouver Island: 1 Director  
Northern BC: 1 Director  
At Large: 4 Directors

4.6 There shall be 8 Directors elected at the First Annual General Meeting of the Society.

4.7 In order to stand for election, each Director must be present (at the physical site or through electronic, video, or other such means that permit their full participation in discussion and voting) at the Annual General Meeting at which they are elected. Those standing for Regional Director positions, must be a permanent resident of the Region they intend to represent, and must be a Full Member of the Society.

4.8 Unless otherwise decided by the Members present at the Annual General Meeting, the officers shall be elected by the Directors at the first meeting of the Directors following the Annual General Meeting and in the manner approved by the Directors. Officers shall serve for a 2 year term, upon election.

4.9 Procedures for electing the Directors and Officers at the Annual General Meeting shall be determined by the Members present at the meeting.

4.10 No act or proceeding of the Directors shall be invalid only by reason of there being less than the prescribed number of Directors in office.

4.11 The Members may, by special resolution, remove a Director before the expiration of their office, and may elect a successor to serve until the next Annual General Meeting. Reasons for removal will be consistent with section 6.1(g).

4.12 No Director or officer shall be remunerated for being or acting as a Director or officer but a Director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

4.13 Directors shall be elected for a term of two (2) years and may stand for re-election for additional

terms.

4.14 In the event a Director ceases to be a Director during the term, the Directors may appoint a Full Member as an interim Director (in the case of a Regional Director the Full Members should reside from the same Region) to fill the vacancy until such time as the next Annual General Meeting is held to elect a new Director.

4.15 The Directors shall have the discretion to refuse to allow the nomination of a Director if they have sufficient knowledge that the candidate does not have the sufficient educational background, work experience or good character to fulfill the responsibilities of the position.

14.16 Special business is:

- a. All business at an extraordinary meeting except the adoption of rules of order; and
- b. All business conducted at an annual general meeting, except the following:
  - i. The adoption of rules of order;
  - ii. The consideration of the financial statements;
  - iii. The report of Directors;
  - iv. The report of the auditor, if any;
  - v. The appointment of the auditor, if required;
  - vi. The election of Directors and Officers;
  - vii. Such other business, that under these bylaws, may be conducted at an annual general meeting or business that is brought under consideration by a report of the Directors issued with notice convening the meeting.

## **Part 5 – RESPONSIBILITIES OF DIRECTORS AND OFFICERS**

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5.1 The Directors are responsible for the administration and management of the affairs of the Society. The power and authority of the Directors are set out in these By-Laws. In addition, the Directors may do or cause to be done all such things on behalf of the Society except those things that the Society Act or these By-Laws outline as the General Meeting's responsibility. The Directors may make any rules and regulations as they see proper, provided that those rules and regulations are consistent with the Constitution, By-Laws and the Society Act.

5.2 The President shall preside at meetings of the Directors, and prepare the agenda. In the event the President is unable to attend a meeting of the Directors, the Vice-President shall preside at the meeting and prepare the agenda. In the event of a special circumstance, whereby the President or Vice-President is unable to chair the meeting; the Directors may appoint a temporary Chair for that meeting.

5.3 The Chair shall be entitled to vote at meetings of the Directors. In the event of a tie vote, the Chair shall be entitled to cast a second and deciding vote.

5.4 The Directors shall meet at least three (3) times a year at such place or by such means as they may determine, and may adjourn any meeting at their pleasure. The quorum requires a minimum of six (6) Directors in attendance at any meeting of the Directors. Voting is based on the simple majority of those Directors present.

5.5 In the event there is no quorum at a Directors' meeting, the Directors who are present shall be entitled to propose a resolution or resolutions and circulate such resolution(s) to the absent Directors who shall be entitled to respond in writing (email) or by phone with a yes or no vote. In the event a Director does not respond to the resolution(s) within seven days or such other time period as may be determined by the Directors, their vote shall be recorded as an abstention.

5.6 Any resolution of the Directors signed by all the Directors or delivered to all the Directors pursuant to the procedure in Article 5.5 shall have the same force and affect as if duly passed at a meeting of the Directors held for that purpose.

5.7 Directors shall not be paid for their services as Directors, but their reasonable expenses for conducting the Society's business will be paid upon the prior approval of the Directors. No Director shall serve as a member of the paid staff of the Society whether on a temporary or permanent basis.

5.8 The President shall be Chairperson of all meetings of the Directors, unless the Directors otherwise decide.



5.9 A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

5.10 The Directors may delegate any, but not all of their powers to committees consisting of such persons as they think fit and may name the committee.

- a. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- b. Subject to directions of the Directors, the committee shall determine its own procedures.
- c. The members of a committee may meet and adjourn as they think proper.

5.11 A newly appointed or elected Director or Directors shall be notified of the first meeting of the Directors following their appointment or election.

5.12 A Director who may be absent temporarily (greater than three months) from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or email, for any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn, no notice of meetings of Directors shall be sent to that Director; and despite notice not being given to that Director, any and all meetings of Directors of the Society shall be valid and effective if a quorum of Directors is present.

## **PART 6 – REMOVAL OF DIRECTORS**

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6.1 A Director shall cease to be a Director upon any of the following events:

- a. The Director dies or is permanently incapacitated;
- b. The Director resigns in writing from their position;
- c. The Director holds any salaried position with the Society;
- d. The Director no longer resides in the Region that they represent;
- e. The Director is concerned with or participates in the profits of any contract with the Society without disclosing their interest in the contract to the Directors prior to the discussion or vote at a Directors' meeting regarding the contract;
- f. The Director is absent from three (3) consecutive Meetings without valid reason

acceptable to the Directors;

- g. The Director is removed by way of resolution approved by seventy-five percent (75%) of the Directors or by Special Resolution at an Annual or Special General Meeting in circumstances which include but are not limited to the following:
  - i. If they are jeopardizing the Society;
  - ii. If they are bringing the reputation of the Society into disrepute; or
  - iii. If they are performing actions or making statements contrary to the Constitution and By-Laws of the Society;

6.2 In the event a Director is to be considered for removal pursuant to Article 6.1.g., the Director shall be notified by the President or Secretary on behalf of the Directors of the proposed action, which notice shall be accompanied by a brief statement of the reasons for the proposed removal, and further the Director shall be given the opportunity to be heard at a meeting of the Directors to state why the Director should not be removed; or In the event a Director is to be considered for removal pursuant to a Special Resolution at an Annual or Special General Meeting, the Director shall be provided a copy of the Special Resolution and shall be given an opportunity to be heard at the Annual or Special General Meeting to state why the Director should not be removed.

## **Part 7 – Officers**

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7.1 A President, Vice-President, Secretary, Treasurer, shall be elected by the Directors at the first Meeting of the Directors following the Annual General Meeting. All Officers shall serve at the pleasure of the Directors.

7.2 Officers of the Society shall not be paid for their services but their reasonable expenses on behalf of the Society will be paid upon prior approval of the Directors.

7.3 The President and Vice-President shall be recognized spokespersons with authority to communicate the policies, decisions and work of the Society, and shall be subject at all times to the direction of the Directors and the terms of the communications policy.

7.4 The President is a formal representative for the Society and Directors and may in special circumstances act as the Chief Executive Officer of the Society.

7.5 The Vice-President shall act for the President in their absence.

7.6 The Secretary shall:

- a. Conduct the correspondence of the Society
- b. Issue notice of meetings of the Society and Directors  
Keep minutes of all meetings of the Society and Directors. In the absence of the secretary for a meeting, the Directors shall appoint another person to act as secretary at that meeting.
- c. Have custody of all records and documents of the Society, except those entrusted to the Treasurer.
- d. Have custody of the Common Seal of the Society.
- e. Maintain the register of Members
- f. Ensure Annual reports required under the BC Society Act are submitted.

7.7 The Treasurer shall:

- a. Keep such financial records, including books of account, as are necessary to comply with the BC Society Act.
- b. Render financial statements to the Directors, Members, and others as required.

7.8 The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.

## **Part 8 – Removal of Directors**

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8.1 Officers of the Society may be removed by the Directors in circumstances which may include but are not limited to the following:

- a. The person is jeopardizing the reputation or operations of the Society; or
- b. The person is performing actions or making statements contrary to the Constitution and By-Laws of the Society.

8.2 In the event an Officer is to be considered for removal pursuant to Article 8.1, the Officer shall be notified by the Directors of the proposed action, which notice shall be accompanied by a brief statement of the reasons for the proposed removal, and further that Officer shall be given the opportunity to be heard at a meeting of the Directors to state why the Officer should not be removed.

8.3 The Officer shall be notified in writing of the decision of the Directors within seven (7) days of the meeting.

### **Part 9 – Executive Committee**

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9.1 The Directors shall appoint an Executive Committee consisting of the Officers of the Society and such other persons as the Directors think fit.

9.2 The Directors may delegate to the Executive Committee such powers to act on behalf of the Directors as they see fit, in accordance with the Society Act of British Columbia. All powers not specifically delegated to the Executive Committee remain with the Directors.

9.3 The Executive Committee shall meet or communicate monthly to carry out the directions and policy decisions of the directors.

9.4 The Directors may from time to time appoint such other Committees for any purpose as they think fit, in accordance with Article 4.10 of these By-Laws.

### **Part 10 – Accounts**

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10.1 The Directors shall cause true accounts to be kept of:

- a. All sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
- b. Assets and liabilities; and
- c. All other transactions affecting the financial position of the Society.

10.2 Directors will be responsible for overseeing the setup of accounting and record keeping systems for the Society and determining spending and budget processes and contract and cheque signing authorization. These systems and processes will be detailed in a Finance Policy which will be updated from time – to time. The Directors shall determine the Signing Officers of the Society and be responsible for ensuring the following:

- a. Year End Financial statements showing income and expenditures of the Society during the preceding Fiscal Year.
- b. The Fiscal Year of the Society shall terminate at such time as the Directors shall determine.
- c. The accounts and books of the Society shall be examined at least once in every year and their correctness ascertained by an Auditor to be appointed at each Annual General Meeting. The Auditor shall certify the correctness or otherwise of the Society's accounts as presented to each Annual General Meeting of the Society.

10.3 The Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be opened to the inspection of Full Members not being Directors.

## **Part 11 – Borrowing**

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11.1 In order to carry out the purposes of the Society the Directors may on behalf of the Society raise or secure the payment or repayment of money in such manner as they decide and in particular, without limiting the generality of the foregoing, by the issuance of debentures.

11.2 No debentures shall be issued without the sanction of a Special Resolution.

11.3 The Members may by Special Resolution restrict the borrowing powers of the Directors but the restrictions so imposed expire at the next Annual General Meeting.

## **Part 12 – SPECIAL RESOLUTIONS AND ALTERATIONS OF CONSTITUTION AND BY-LAWS**

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12.1 A Resolution which is proposed for consideration as a Special Resolution at any Annual or Special

General Meeting of the Society must be received in written form no later than thirty (30) days prior to the Annual or Special General Meeting.

12.2 The majority necessary for the passing of a Special Resolution of the Society shall be seventy-five (75%) of the Full Members who are present at the particular Annual or Special General Meeting in which the Resolution is considered.

12.3 The Constitution and By-Laws of the Society may be added to or altered only by a Special Resolution of the Society.

### **PART 13 – REGIONAL BOUNDARIES**

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13.1 For the purposes of electing Directors, the Society shall be divided into the following six (6)

Regions:

- Region 1 - Interior;
- Region 2 - Fraser;
- Region 3 - Vancouver Coastal;
- Region 4 - Vancouver Island;
- Region 5 - Northern BC; and
- Region 6 - At Large

### **PART 14 – INDEMNIFICATION**

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14.1 For the purposes of indemnification, "Director" includes a former director and the heirs and personal representatives of such Director or former Directors; and "Officer" includes an employee or agent, and the heirs and personal representatives of such Officer.

14.2 Subject to such court approval as may be required by the Society Act, the Directors shall cause the Society to indemnify a Director against all costs, charges and expenses actually and reasonably incurred by such Director, including an amount paid to settle or satisfy a judgment in a civil, criminal or administrative action or proceeding to which the Director is made a party by reason of being or having been a Director of the Society. Each Director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

14.3 The Board of Directors may cause the Society to indemnify any Officer of the Society against all costs, charges and expenses whatsoever incurred by them and resulting from acting as an Officer and each Officer shall on being appointed be deemed to have contracted with the Society on the terms of the foregoing indemnity.

14.4 The Board of Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Officer against any liability incurred as such.

#### **PART 15 – NON PROFIT STATUS**

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15.1 The North West Indigenous Council shall be carried on without purpose of gain for its Members, and any profits or other accretions to the Society shall be used solely to promote its purposes.

#### **PART 16 – REMUNERATION FOR DIRECTORS, SIGNING AUTHORITY**

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16.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity provided that the agreement to provide remuneration to a Directors for services was approved by a motion of the Board of Directors, prior to services being delivered.

16.2 The Signing Authorities for the Society must be approved by the Board of Directors. A contract or other record to be signed by the Society must be signed on behalf of the Society:

- a. By the President, together with one other Director,
- b. If the President is unable to provide a signature, by the Vice-President together with one other Director,
- c. If the President and Vice-President are both unable to provide signatures, by any 2 other Directors, authorized to sign by a motion of the Board of Directors, or
- d. In any case, by one or more individuals authorized by a motion of the Board of Directors to sign the record on behalf of the society.

## **PART 17 – DISSOLUTION**

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17.1 In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to a non-profit society as determined by the Board of Directors, but such non-profit society must have objectives similar to the aims of the Society and must operate within the Province of BC.