
FIRST NATIONS FISHERIES SOCIETY

BY-LAWS

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BYLAWS OF FIRST NATIONS FISHERIES SOCIETY

Part 1 INTERPRETATION

1.1. **Name** - The legal name of the Society is FIRST NATIONS FISHERIES SOCIETY.

1.2. **Definitions** - In these Bylaws, unless the context otherwise requires:

- (a) **"Board"** means the Board of Directors of the Society;
- (b) **"Chair"** means the Chair appointed pursuant to these Bylaws;
- (c) **"Director"** means one or more of the Directors of the Society for the time being;
- (d) **"Member"** means one or more of those persons who are the 14 First Nation Regional Representatives appointed from each of the of the 14 geographic regions in British Columbia set out in these Bylaws and where such persons agree to be so appointed;
- (e) **"Region"** means one or more of the 14 geographic regions identified in s. 2.3 of these Bylaws;
- (f) **"registered address"** of a Member means the Member's address, facsimile number or email address as recorded in the register of Members;
- (g) **"Representative"** means one or more of the 14 First Nation Regional Representatives elected in each of the Regions of British Columbia to be a Member of the Society pursuant to s. 2.4 of these Bylaws; and
- (h) **"Society Act"** means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;

1.3. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

1.4. Words importing the singular include the plural and vice versa; and words importing gender include a male person, a female person and a corporation.

Part 2 MEMBERSHIP

General

- 2.1 The Members of the Society are the 14 Representatives.
- 2.2 Every Member shall uphold the Society's Constitution and comply with these Bylaws.

Appointment of Members

- 2.3 Each First Nation in British Columbia shall be entitled to participate in the appointment of its Representative to be the Member of the Society for the Region. First Nations shall self-identify with one of the following Regions in British Columbia, the boundaries of which are those agreed upon at the 2009 Fall Fisheries Assembly of the Society and more particularly described as follows:

- I. North Coast;
- II. Central Coast;
- III. South-East Vancouver Island;
- IV. Lower Mainland/ Lower Fraser;
- V. Upper Fraser;
- VI. Northern Transboundary;
- VII. Haida Gwaii;
- VIII. Northern Vancouver Island;
- IX. West Vancouver Island;
- X. Fraser Valley;
- XI. Mid-Fraser (1);
- XII. Mid-Fraser (2);
- XIII. Upper Skeena; and
- XIV. Transboundary-Columbia.

- 2.4 The First Nations in each of the Regions shall elect one Representative to be a Member of the Society by whatever procedures they choose, provided that:

- a) these procedures encourage the fair representation of the interests of all

participating First Nations in the Region;

- b) the Representative appointed to be a Member of the Society has the general support of all participating First Nations in the Region;
- c) the Representative shall be appointed as a Member for a term length of three (3) years, after which time the Representative may be re-appointed pursuant to the rules under this Part 2; and
- d) in the event of uncertainty in respect to the appointment of a Representative, the Board shall establish rules to permit the application of principles and dispute resolution processes that respect the local indigenous laws and decision-making processes to address any uncertainty.

2.5. The number of Members shall be 14, with one Representative being from each of the Regions identified in bylaw 2.3.

Members in Good Standing

2.6. All Members are in good standing except a Member who:

- (a) owes any debt to the Society and whose debts to the Society are in arrears for six (6) consecutive months; or
- (b) is deemed, by a two-thirds vote of the Members at a special meeting of the Membership, to have acted in a manner contrary to the principles of the Society.

2.7. A Member who has ceased to be a Member in good standing in accordance with bylaw 2.6(a) shall maintain such status so long as the debt remains unpaid.

Ceasing to be a Member

2.8. A person shall cease to be a Member of the Society:

- (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- (b) on his or her death or, in the case of a corporation, on dissolution;
- (c) on having been a Member not in good standing for twelve (12) consecutive months;
- (d) upon missing four (4) consecutive meetings of the Society;
- (e) if the First Nations in the sponsoring Region replace or rescind support for the appointed Member; or
- (f) where that person has been replaced as per the selection criteria of each

Region.

Expulsion

- 2.9. A Member may be expelled by a special resolution of the Members passed at a general meeting.
- 2.10. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- 2.11. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Interim Member

- 2.12 Where a Region has not appointed a Member pursuant to bylaw 2.4:
 - a) the Directors may re-appoint the retiring Member for that Region to continue as an Interim Member for that Region for a maximum term of four (4) months. If that Region does not appoint a Member by the end of the four (4) month period, then the membership for that Region shall remain vacant until the Region appoints a Member pursuant to bylaw 2.4; and
 - b) in the event of uncertainty in respect to the re-appointment of a retiring Member as an Interim Member, the Directors shall follow the dispute resolution process set out at bylaw 2.4(d).

Part 3 MEETINGS OF MEMBERS

Annual General Meetings

- 3.1. General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Board decides.
- 3.2. An annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Extraordinary General Meetings

- 3.3. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.4. The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.5. In addition to the general notice provisions in Part 12 of these Bylaws, notice of a

meeting of Members shall be sent to every Member shown on the Society's register of Members, and to the auditor, should one be appointed.

General

3.6. Notice of a meeting shall:

- a) be in writing;
- b) identify the place, day and hour of the meeting;
- c) include an agenda specifying the general nature of the business to be addressed at the meeting;
- d) specify instructions for depositing a proxy and the form of proxy should the Member be unable to attend the meeting;
- e) in the case of an annual general meeting, be sent to the Members at least 14 days in advance of the meeting; and
- f) in the case of an extraordinary general meeting be sent to the Members at least 14 days in advance of the meeting.

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

3.8. An extraordinary general meeting may be held by conference call.

Part 4 PROCEEDINGS AT GENERAL MEETINGS

Business

4.1 The Members of a Society may consider and transact any business, either special or general, at any meeting of the Members.

4.2 Special business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business transacted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;

- iii. the report of the Directors;
- iv. the report of the auditor, if any;
- v. the appointment of the auditor, if required; and
- vi. the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

Quorum

- 4.3. A quorum is five (5) of the Members currently appointed to the Society. This number or more present may convene a general meeting.
- 4.4. No business, other than the election of an alternate Chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.5. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.6. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; in any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, at least five (5) Members present shall constitute a quorum.

Chair

- 4.7. Subject to bylaw 4.8, the President of the Society or, in the absence of the President, one of the Directors present, shall preside as Chair of a general meeting.
- 4.8. If at a general meeting:
 - a) neither the President, nor other Directors are present within 15 minutes after the time appointed for holding the meeting; or
 - b) the President and all the Directors present are unwilling to act as Chair
 the Members present shall choose one of their number to be Chair.

Adjournments

- 4.9. 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.
- 4.10. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.11. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Voting

- 4.12. Every Member in good standing present at a meeting of Members is entitled to one vote.
- 4.13. Prior to taking a vote, the Members will strive to achieve a consensus on any resolution before them.
- 4.14. Subject to Bylaw 4.15, all votes shall be taken by a show of hands.
- 4.15. The Chair may, at the request of one or more Members, direct a secret ballot be taken rather than a vote by show of hands on any vote.
- 4.16. In the event of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member, and the resolution shall be deemed to be defeated.
- 4.17. Voting by proxy is permitted in the case where a Member is not able to attend a meeting. An alternate representative from the same Region or another Member may attend in that Member's place provided the proxy appointment is submitted in writing to the Board prior to the commencement of the meeting.
- 4.18. A resolution in writing circulated and signed by 75% of Members who would have been entitled to vote in person or by proxy at a general meeting of the Society and placed with the minutes of the Members is as valid and effective as if regularly passed at a general meeting of the Members, provided such resolution is provided to all Members at least 14 days prior to such resolution being circulated and signed.

Part 5 DIRECTORS

General

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

- a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) rules, not being inconsistent with these Bylaws that are made from time to time by the Society in a general meeting.
- 5.2. A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3. The number of Directors shall be not less than five (5) and not more than seven (7) or such other number as may be determined from time to time by special resolution of the Members.
- 5.4. The Members shall, at an annual general meeting or an extraordinary meeting, elect Directors by each Member submitting not more than six (6) names of his or her proposed Directors. The six (6) Members with the highest number of votes are elected Directors.
- 5.5. Each Director must be a Member.
- 5.6. No act or proceeding of the Directors is invalid only by reason of there being less than five (5) Directors in office.

Terms of Office

- 5.7. Each Director shall hold a term of office for a maximum period of three (3) years. After the three (3) year term, the Director or Directors may be reappointed by the Members.

Vacancies

- 5.8. A Director of the Society ceases to hold office when:
- a) the Director's term of office expires; or
 - b) the Director dies, resigns or is removed from office.
- 5.9. A Director may be removed if they do not uphold the values of the Society or if they are not able to meet the time commitments required for their position.
- 5.10. Where an office of a Director becomes vacant, replacement Directors shall be elected by a procedure agreed upon by the Members, provided that:
- a) all efforts must be made to reach a consensus on the election of such replacement Directors;
 - b) if no consensus is possible, replacement Directors shall be elected by a majority vote of all Directors present at a meeting of the Directors; and

- c) a replacement Director appointed under this Bylaw 5.10 holds office until the end of the term of the office of the Director he or she replaces.

Remuneration

5.11. Other than for normal eligible expenses as outlined by the Society's policies, no Director shall be remunerated for being or acting as a Director, except where authorized by special resolution of the Members at a meeting of the Society.

Part 6 POWERS AND OBLIGATIONS OF DIRECTORS

General Obligations

- 6.1. A Director shall, in exercising the powers and performing the functions of a Director:
- a) act honestly and in good faith and in the best interests of the Society;
 - b) exercise the care, diligence and skill of a reasonably prudent person;
 - c) immediately disclose in writing to the other Directors the existence of any direct, indirect or perceived conflict of interest;
 - d) uphold the Constitution of the Society; and
 - e) adhere to the highest legal and ethical standards.

General Powers

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

Appointment of Officers

- 6.3. The Directors of the Society shall appoint the officers identified in bylaw 8.1.
- 6.4. In the absence of the Secretary at a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 7 PROCEEDINGS OF DIRECTORS

General

- 7.1. The Directors may meet together at such places and times as they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2. Each Director is entitled to one vote at a meeting of the Directors, which may not be exercised by proxy.
- 7.3. A Director may at any time convene a meeting or request the Secretary to convene a meeting of the Directors. The Secretary, on the request of a Director, shall convene a meeting of the Directors.

Chair

- 7.4. The President shall be the Chair of all meetings of the Directors. If at a meeting the President is not present within 30 minutes after the time scheduled for holding the meeting, the Secretary shall act as Chair. If neither the President nor the Secretary are present at a meeting of the Directors, the Directors present may choose one of their number to be Chair at that meeting.

Quorum

- 7.5. The quorum of a meeting of the Directors shall be three (3), except where there are less than six (6) sitting Directors the quorum shall be a majority of the sitting Directors.

Notice

- 7.6. Subject to the general notice provisions in Part 12 of these Bylaws, the Secretary (or his or her delegate) shall give notice of a Directors' meeting to each Director in writing specifying the place, day and hour of the meeting at least 7 days in advance of the meeting.
- 7.7. For a first meeting of Directors held immediately following the appointment or election of

a Director at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director for the meeting to be constituted, if a quorum of the Directors is present.

- 7.8. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile or email, of any meeting of the Directors and may at any time withdraw the waiver. Until the waiver is withdrawn:
- a) no notice of a meeting of the Directors shall be sent to that Director; and
 - b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

Director's Committees

- 7.9. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
- 7.10. A committee formed in accordance with bylaw 7.9 shall, in the exercise of the powers delegated to it, conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.11. A committee shall select a member of that committee to chair its meetings. If the Chair is not present within 30 minutes after the time scheduled for holding the meeting, the Directors present who are members of the committee shall choose one of their number to chair the meeting.
- 7.12. The members of a committee may meet and adjourn as they think proper.

Voting

- 7.13. Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- 7.14. In case of an equality of votes, the Chair does not have a second or casting vote.
- 7.15. No resolution proposed at a meeting of the Directors or committee of Directors need be seconded and the Chair of a meeting may move or propose a resolution.

Resolution in Writing

- 7.16. 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 the Directors.

Meetings by Teleconference

- 7.17. A Director may participate in a meeting of the Directors or of any committee of the Directors by means of conference telephone or other communication facility, provided that all Directors participating in the meeting can hear each other. A Director participating in a meeting in accordance with this bylaw 7.17 shall be deemed to be present at the meeting and shall be counted in the quorum therefore and be entitled to speak and vote there at.

Part 8 OFFICERS**General**

- 8.1. The officers of the Society shall include the President, one Secretary, one Treasurer, and such other officers as the Board may think necessary to carry out the Society's objectives.

President

- 8.2. The President shall do the following:
- (a) preside at all meetings of the Society and of the Directors unless the Directors or Members decide otherwise pursuant to these Bylaws; and
 - (b) supervise the other officers in the execution of their duties;

Secretary

- 8.3. The Secretary shall do the following:
- (a) oversee the issuing of notices of meetings;
 - (b) conduct the correspondence of the Society;
 - (c) keep minutes of all meetings of the Society and Directors;
 - (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of Members.
- 8.4. The Secretary shall make available to Members the minutes of all meetings on written request to the Secretary.

Treasurer

8.5. The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the Directors, Members and others when required.

8.6. The offices of Secretary and Treasurer may be held by one person.

Part 9 SEAL

9.1. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the President and Secretary.

Part 10 BORROWING

General

10.1. 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

Special Resolutions Required

10.2. No debenture shall be issued without the authorization of a special resolution.

Restrictions

10.3. The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 11 AUDITOR

General

11.1. This Part applies only where the Society is required or has resolved to have an auditor.

Appointment and Removal

11.2. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

11.3. At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

11.4. An auditor may be removed by ordinary resolution.

11.5. An auditor shall be promptly informed in writing of appointment or removal.

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

Attendance at General Meetings

11.7. The auditor may attend general meetings.

Part 12 GENERAL NOTICE PROVISIONS

12.1. Unless otherwise specified in these Bylaws, the general notice provisions set out in this Part apply to any notice required to be given to a Member, an auditor or a Director.

12.2. Any notice to be given to a Member, an auditor or a Director shall be sufficiently given if given to the Member, auditor or Director personally or by delivery, mail, facsimile or email to him or her at his or her registered address.

12.3. Any notice not served personally shall be deemed to have been given on the third business day following the date of mailing.

12.4. Any notice given during a strike, lockout or other labour disturbance at the post office or interruption in mail service shall be served personally, by facsimile, or by email, and not mailed.

12.5. The accidental omission to give notice to a person entitled to receive it shall not render the meeting invalid.

Part 13 BYLAWS

Copy to Members

- 13.1. On being admitted to Membership, each Member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.

Alterations

- 13.2. These Bylaws shall not be altered or added to except by special resolution.

Part 14 NON-PROFIT PURPOSE

- 14.1. The Society shall not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.
- 14.2. The Society shall have the power to accept donations, gifts, legacies and bequests.

Part 15 INVESTMENT POWER OF DIRECTORS

- 15.1. The Directors shall have power to invest, reinvest and vary the investment of the funds of the Society in such securities, properties and investments as the Directors shall think fit and shall not be restricted to securities permitted by law to a trustee.

Part 16 INDEMNITY AND INSURANCE

Indemnification

- 16.1. The Society may, subject to the provisions of the *Society Act*, indemnify a Member or Director or former Member or Director of the Society or of a subsidiary of the Society and his or her heirs and personal representatives against all costs, losses, damages, charges and monetary claims suffered or incurred by such Member or Director if he or she acted honestly and in good faith with a view to the best interests of the Society or of a subsidiary of the Society and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative proceedings, if he or she had reasonable grounds for believing that his or her conduct was lawful. Any indemnity which may be authorized by this bylaw shall be applicable only to the extent

that such indemnity shall not duplicate any indemnity or reimbursement which a Member or Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this bylaw.

- 16.2. The Directors may from time to time cause the Society to enter into a contract to indemnify any Member, Director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Society or any subsidiary of the Society.

Insurance

- 16.3. The Directors may cause funds to be extended by the Society for the purchase and maintenance of insurance for the benefit of any person who is, or was a Member, Director, officer, employee or agent of the Society or is, or was serving at the request of the Board as a Member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which the Society has or had an interest, against any liability incurred by such person as such Member, Director, officer, employee or agent.