

# TSAWWASSEN FIRST NATION TRUST SOCIETY

## BYLAWS

### PART 1

#### INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act* (British Columbia).
- (b) “Bylaws” means these bylaws of the Society, as amended and in effect from time to time.
- (c) “Constitution” means the constitution of the Society, as amended and in effect from time to time.
- (d) “Directors” means the directors of the Society from time to time pursuant to these Bylaws.
- (e) “Executive Council” means the Tsawwassen First Nation “Executive Council” established under the *Government Organization Act* (Tsawwassen First Nation).
- (f) “Finance and Audit Committee” means the Tsawwassen First Nation “finance and audit committee” established under the *Financial Administration Act* (Tsawwassen First Nation).
- (g) “Members” means the members of the Society from time to time pursuant to these Bylaws.
- (h) “members of the Tsawwassen Legislature” has the meaning assigned to the term “members of the legislature” in the *Government Organization Act* (Tsawwassen First Nation).
- (i) “Outside Expert Director” means an individual who is not a Tsawwassen Member and who is an accountant, lawyer or other person who, in the opinion of Executive Council, as evidenced by an Executive Council order, has professional qualifications and experience relevant to the role of a trustee.
- (j) “Registrar” means the Registrar of Companies of the Province of British Columbia, or his or her successor.
- (k) “Society” means the Tsawwassen First Nation Trust Society.
- (l) “*Trusts Act*” means the *Trusts Act* (Tsawwassen First Nation).
- (m) “Tsawwassen Member” has the meaning assigned to such term in the *Membership Act* (Tsawwassen).
- (n) “Tsawwassen Legislature” has the meaning assigned to the term “Tsawwassen legislature” in the *Government Organization Act* (Tsawwassen First Nation).

1.2 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation or other entity.

1.4 Any reference in these Bylaws to a statute, law, regulation or bylaw includes and is a reference to all amendments thereto that are in force from time to time and any statute, law, regulation or bylaw that has the effect of supplementing or superseding such statute, law, regulation or bylaw.

## **PART 2**

### **MEMBERSHIP**

2.1 The Members are the members of the Tsawwassen Legislature from time to time, and a person ceases to be a Member when he or she ceases to be a member of the Tsawwassen Legislature.

2.2 Every Member will uphold the Constitution and comply with these Bylaws.

2.3 There will be no membership dues.

## **PART 3**

### **MEETING OF MEMBERS**

3.1 The Directors may, at any time, call a meeting of the Members, at such time, place, and manner as may be determined by the Directors. The Directors, by resolution, may delegate the calling of any meeting or meetings.

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

3.3 Every notice of a general meeting will:

- (a) specify the place, day and time of the meeting;
- (b) set out the general nature of any special business, as set out in Bylaw 4.1, unless the special business is set out in a report of the Directors issued with the notice convening the meeting; and
- (c) include the text of any special resolution to be submitted to the meeting.

3.4 Tsawwassen Members are entitled to receive notice of general meetings in accordance with these Bylaws and to attend general meetings, but a Tsawwassen Member who is not a Member of the Society is not entitled to vote.

3.5 Any person entitled to receive notice of a general meeting may at any time waive notice of the meeting. The attendance by such person at a general meeting constitutes waiver of notice, unless the person specifies for the record that he or she is attending the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not properly called.

3.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member or any Tsawwassen Member does not invalidate proceedings at that meeting.

3.7 An annual general meeting of the Society will be held at least once every calendar year. Each annual general meeting will be held within six months of the financial year end of the Society.

## **PART 4**

### **PROCEEDINGS AT GENERAL MEETINGS**

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted 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 the Directors;
  - (iv) the report of the auditor;
  - (v) any appointment of an auditor; and
  - (vi) any other business as, under these Bylaws, ought to be transacted at an annual general meeting.

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

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

4.4 A quorum of a general meeting is a majority of Members entitled to vote present in person.

4.5 If within 30 minutes from the time set for holding a general meeting, a quorum is not present, the meeting is terminated.

4.6 The chair of a general meeting will be:

- (a) the President; or
- (b) if the President is not present or is unable or unwilling to preside as the chair, the Vice-President; or

- (c) if neither the President nor the Vice-President are present or if neither is able or willing to preside as the chair, an individual appointed by the Directors to preside as the chair.

4.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 30 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, by an ordinary resolution of the Members.

4.8 The chair of a general meeting may, or, if so directed by an ordinary resolution of the Members, 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.

4.9 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 to a date that is 10 or more days after the date of the original meeting, notice of the continuation of the adjourned meeting must be given to all persons entitled to notices of general meetings under these Bylaws or the Act.

4.10 Any Member may propose a resolution by motion and a proposed resolution must be seconded by another Member before a vote on a resolution is held. The chair of a meeting may propose, second or vote on a resolution.

4.11 In case of an equality of votes, the chair will not have a casting or second vote in addition to any vote to which he or she is entitled as a Member and a proposed resolution will not pass in the case of an equality of votes.

4.12 Every Member present at a general meeting in person will be entitled to one vote.

4.13 Voting will be by a show of hands, an oral vote or another method that, in the opinion of the chair, adequately discloses the intention of the Members, except that if, before such a vote, any Member requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

4.14 Voting by proxy is not permitted.

## **PART 5**

### **DIRECTORS AND OFFICERS**

5.1 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 Bylaws or by the Act or any other applicable law required to be exercised or done by the Members of the Society in general meeting, subject to the provisions of:

- (a) the Act, the *Trusts Act* and any other applicable law; and
- (b) these Bylaws.

5.2 The number of Directors will be determined under Bylaw 5.3. There will be no less than three Directors at any time.

5.3 The Directors will be the following persons:

- (a) the members of the Finance and Audit Committee, who hold office as Directors by virtue of their membership in that Committee; and
- (b) four additional Directors appointed by the Executive Council, by order, of whom at least one is to be an Outside Expert Director and at least two are to be Tsawwassen Members who are not members of the Legislature.

For greater certainty, a person who is appointed to be a member of the Finance and Audit Committee thereby becomes a Director of the Society, and ceases to be a Director when he or she ceases to be a member of the Finance and Audit Committee.

5.4 The two Tsawwassen Members appointed by the Executive Council as Directors at the time these Bylaws came into effect will continue in office until the Executive Council appoints the four additional Directors under Bylaw 5.3(b).

5.5 The term of office of a Director, other than a Director who is a member of the Finance and Audit Committee, will be the term established by Executive Council, or, if no term is so established, until the Director is removed or resigns, or new Directors are appointed.

5.6 Any vacancies in the four additional Directors appointed under Bylaw 5.3(b) existing from time to time will be filled by the Executive Council in due course.

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

5.8 A Director who is not a member of the Finance and Audit Committee may be removed by the Members by a special resolution.

5.9 A person will automatically cease to be a Director:

- (a) in the case of a Director who is a member of the Finance and Audit Committee, upon ceasing to be a member of the Finance and Audit Committee;
- (b) upon his or her removal in accordance with these Bylaws;
- (c) upon his or her resignation as a Director; or
- (d) upon his or her death.

5.10 Outside Expert Directors may receive remuneration for being or acting as a Director, if so determined by Executive Council order. No other Director will receive any remuneration for being or acting as a Director, but each Director will be entitled to receive reimbursement for reasonable expenses incurred by the Director in performing his or her duties as a Director.

5.11 Each Director must:

- (a) act honestly and in good faith and in the best interests of the Society; and
- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.

5.12 Without limiting any duties of a director under the Act or common law:

- (a) if a Director has a direct or indirect material interest in an existing or proposed contract or transaction of the Society, or any other matter that is or is to be considered by the Directors, and that interest could result in the creation of a duty or interest that could materially conflict with that Director's duty or interest as a Director of the Society, the Director will disclose fully and promptly the nature and extent of his or her interest to all of the other Directors and otherwise comply with the requirements of the Act;
- (b) the disclosure must be recorded in the minutes of the meeting, a consent resolution, or a record addressed to the Directors that is delivered to the registered office of the Society; and
- (c) The Director must abstain from voting on a Directors' resolution and leave the Directors' meeting when the contract, transaction or other matter is discussed, unless asked by the other Directors to be present to provide information.

5.13 Without limiting Bylaw 5.12 Directors of the Society will be subject to and will comply with any conflict of interest restrictions, rules and requirements set out in:

- (a) the Act; and
- (b) the *Conflict of Interest Act* (Tsawwassen First Nation), to the extent applicable and to the extent that it does not conflict with the Act.

## **PART 6**

### **PROCEEDINGS OF DIRECTORS**

6.1 Subject to the Act and these Bylaws, the Directors may meet, adjourn meetings and otherwise regulate their meetings and proceedings as they see fit.

6.2 The quorum for meetings of the Directors is a majority of the Directors in office at the relevant time.

6.3 The President will be chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President will act as chair and if neither is present within such time, the Directors present may choose a Director present to be chair at that meeting.

6.4 A Director may at any time waive notice of a meeting of Directors. The attendance of a Director at a meeting of Directors will constitute waiver of notice, unless the Director specifies for the record that he or she is attending the meeting for the express purpose of objecting to the holding of the meeting on the basis that the meeting was not properly called.

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

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

6.10 A committee so formed will, in the exercise of the powers so delegated, conform to any rules or directions that may from time to time be imposed on it by resolution of the Directors, and will report every act or thing done in exercise of those powers to the Directors.

6.11 Subject to any rules or directions imposed by the Directors, a committee will determine its own procedures.

6.12 Subject to the Act, these Bylaws and any rules or directions imposed by the Directors, the members of a committee may meet and adjourn as they see fit.

## **PART 7**

### **OFFICERS**

7.1 The Directors, by resolution, will appoint a President, Vice-President, Secretary, Treasurer, and such other officers as they deem necessary and determine the duties and responsibilities of all officers. All officers will hold office until their successors are duly appointed, subject to any expiration of a term of appointment, a resignation from office or removal from office by the Directors.

7.2 The President and Vice-President must be Directors and cease to be President or Vice-President when they cease to be Directors. No other officer is required to be a Director.

7.3 The President will preside at meetings of the Members of the Society and of the Directors.

7.4 The President is the Chief Executive Officer of the Society.

7.5 The Vice-President will carry out the duties of the President during his or her absence.

7.6 The Secretary will be responsible for making the necessary arrangements for:

- (a) conducting the correspondence of the Society;
- (b) issuing notice of meetings of the Members of the Society and Directors;
- (c) keeping minutes of all meetings of the Members of the Society and Directors;
- (d) having custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) having custody of any corporate seal of the Society; and
- (f) maintaining the register of Members.

7.7 The Treasurer will be responsible for making the necessary arrangements for:

- (a) keeping such financial records, including books of account, as are necessary to comply with the Act; and
- (b) rendering financial statements to the Directors, Members and others when required.

7.8 The offices of Secretary and Treasurer may be held by one person who will be known as the Secretary-Treasurer.

7.9 In the absence of the Secretary, or a person appointed by the Secretary, from a meeting of the Members or the Directors, the Directors will appoint another person to act as secretary for the meeting.

## **PART 8**

### **RECORDS**

8.1 The following records of the Society will be open to the inspection of the Directors and the Members:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar, of the Constitution, these Bylaws and the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar, other than in response to a request;
- (d) a copy of each order made in respect of the Society by any court or tribunal, or a federal, provincial or municipal government body, agency or official;
- (e) the Society's register of Directors;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) a copy of every record evidencing a disclosure by a Director or senior manager;
- (h) the Society's register of Members, including the contact information provided by each Member;
- (i) Members' minutes of meetings and written resolutions;
- (j) Directors' minutes of meetings and written resolutions;
- (k) the financial statements of the Society and the auditor's report on those financial statements; and
- (l) adequate accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

8.2 The Directors will prepare all reports, including financial reports, required by law to be prepared by the Society for all annual general meetings.

8.3 The Directors will, on behalf of the Society, file all financial and other reports that are required to be filed in accordance with the Act, the *Income Tax Act* (Canada) or any other applicable law.

## **PART 9**

### **SEAL**

9.1 The Directors may provide a corporate seal for the Society and they will have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

9.2 The corporate seal will 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**

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 such manner as they decide, including the granting of guarantees or security interests.

## **PART 11**

### **AUDITOR**

11.1 The Society will have an auditor.

11.2 The first auditor of the Society upon the coming into effect of these Bylaws will be the auditor appointed by the Directors.

11.3 At each annual general meeting, the Members will, by ordinary resolution, appoint an auditor to hold office until the auditor is re-elected or his successor is elected at the next annual general meeting.

11.4 The Members may, by ordinary resolution, remove an auditor and appoint a new auditor.

11.5 The Directors may, by resolution, fill any vacancy occurring in the office of auditor.

11.6 An auditor will be informed forthwith in writing of his or her appointment or removal.

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

11.8 The auditor may attend general meetings.

## **PART 12**

### **NOTICES**

12.1 Any notice or other document required by the Act or these Bylaws to be given to any Member or Director or to the auditor must be in writing and may be given by personal delivery, facsimile transmission, electronic means (which will include email) or mail and will be deemed to have been received:

- (a) if delivered, at the time of delivery;

- (b) if given by facsimile, at the time of transmission;
- (c) if given electronically, at the time of sending the message; and
- (d) if given by mail, on the fifth Business Day after the mailing;

at or to the recipient's latest address as shown in the records of the Society, or to the auditor at its business address, or if there is no address for a Member or Director in the records of the Society, then to the last known address of such Member or Director.

12.2 The signature of any Director or officer of the Society on any notice or document to be given by the Society may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed and, notwithstanding any other provision of these Bylaws, only one signature will be required on any such notice or document.

12.3 Where a given number of days' notice, or notice extending over a period of days, is required to be given, the day of service or posting of the notice will not be counted in such number of days or other period, unless otherwise specifically provided.

12.4 With respect to every notice or other document sent by mail, it will be sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. With respect to any notice or other document sent by electronic means or facsimile, it will be sufficient to produce the electronic confirmation that the notice or other document was sent electronically.

12.5 Notice of a general meeting will be given to:

- (a) every Member shown on the register of members on the day notice is given;
- (b) every Tsawwassen Member; and
- (c) the auditor of the Society.

12.6 Notwithstanding the foregoing, notice of each general meeting will be given to the Tsawwassen Members by posting it on the Tsawwassen First Nation website at least 14 days before the meeting, or by such other method determined by the Directors. No failure to give any such notice to any person will invalidate any resolution or act at any general meeting.

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

## **PART 13**

### **GENERAL**

13.1 These Bylaws will not be altered or added to except by special resolution.

13.2 Any meeting of the Members, the Directors or any committee may be held, or any Member, Director or committee member may participate in any meeting of the Members, the Directors or any committee, by telephone or other electronic means of communication so long as all the Members, Directors, or persons participating in the meeting are able to communicate with one another. Any Member, Director or other person participating in any meeting by telephone or other electronic means of communication will, for the purposes of

these Bylaws, be deemed to be present in person at the stated location of such meeting and, notwithstanding these Bylaws, where entitled to vote, will be entitled to vote in a manner that adequately discloses their intentions.

13.3 In the event of winding up or dissolution of the Society, all money or other property of the Society remaining after the satisfaction of its debts and liabilities will be given or transferred to such qualified recipient (as defined in the Act) promoting the same purposes of the Society as may be determined by ordinary resolution of the members of the Society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such money or other property will be given or transferred to another qualified recipient.

13.4 The purposes of the Society will be carried out without purpose of gain for its Members, and any profits or other accretions to the Society will be used for pursuing the purposes of the Society.

13.5 In the event of any conflict between any provision of these Bylaws and a provision in the Act, the provision in the Act will prevail to the extent of the conflict.

13.6 These Bylaws must comply with the requirements of the *Trusts Act*, except to the extent that a requirement under the *Trusts Act* conflicts with the Act.