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T.K. SPARKS

SOCIETIES ACT

BYLAWS OF YECWMÍNTE RE XQWLLINT, TAKE CARE OF BABY BASKET SOCIETY

Part 1 – Definitions and Interpretation

1.1

a) "Act" means the *Societies Act* of British Columbia as amended from time to time;
b) "Annual General Meeting" includes special meetings of the Members;
c) "Yecweminem" is the decision-making body of the Society, also known as the Board of the Society;
d) "Sku7pecen" (porcupine) means Director, and is a decision maker for the Society and a member of the Yecweminem (Board);
e) "Communities" are Secwèpemc First Nation Bands as identified under the *Indian Act*;
f) "Members" of the Society are Communities of First Nations, also known as Bands under the *Indian Act* and are represented by the Chief and Council of each First Nation Band;
g) "Registrar" means the Registrar of Companies of the Province of British Columbia;
h) "Society" meansYecwmínte re Xqwllint;
i) "Special Resolution" has the meaning given to it by the *Society Act*, except where the amendment of a section of the Stk'wenme7iple7 is stated to require a higher voting threshold than that in the Act;
j) "Seasonal Rounds" is a component of Secwèpemc governance and includes traditional gatherings of Secwèpemc for ceremony, traditional teachings, information sharing, and other activities as scheduled by the Yecweminem;
k) "Stkwenme7iple7" means bylaws of the Society as defined in the Act;
l) "Tqwlutmens re S7elkst" means the Chair of the Yecweminem (Board) and is responsible for supervising the Sku7pecan in the exercise of their duties; and
m) "Tsitcw Resolution" means a decision made by the Yecweminem (Board) that directs and binds the Society.

1.2 If there is a conflict between the Stkwenme7iple7 (Bylaw) and the Act or the Regulations, the Act or the Regulations, as the case may be, prevails.

1.3 The Society must on request and within a reasonable time provide a copy of the current Stk'wenme7iple7(Bylaw) without charge;

1.4 The Stk'weme7iple7 (Bylaw) can only be amended by Special Resolution and a Special Resolution does not take effect until filed with the Registrar.

1.5 The activities and purposes of the Society must be carried on without purpose of gain for it's Members, and any income, profits or other accreditations must be used to promote the purposes of the Society.

Part 2 – Membership

Application for membership

2.1 A Community, as represented by Chief and Council, (Kukip7 and Tkwanipla7), may apply to the Yecweminem (Board) for membership in the Society, and the Community becomes a member on the Yecweminem's acceptance of the application.

a) The application of the Community must include confirmation that the Community has adopted the *Secwèpemc Law of Stsmémelt and K'wséltkten* and that the Community supports the exercise of jurisdiction over child and family wellness and protection under the Law by the Yecwmínte re Xqwllint Society; and
b) Upon acceptance of Membership in the Society, the Member must appoint one person as their representative to act as the Sku7pecan (Director) and a second person to act as the alternate Sku7pecan when the representative is unavailable to attend a Yecweminem meetings.

2.2 A Member may at any time revoke the appointment of a Sku7pecan and appoint another person to that position.

2.3 A Sku7pecan must be 19 years of age or older and be a registered band member of the Community.

2.4 A Sku7pecan cannot be a member of the Chief or Council of the community.

2.5 The Member must notify the Society in writing of the appointment of the Sku7pecan and include the full name, address and contact information of the Sku7pecan and the alternate Sku7pecan.

Part 3 – Meeting of the Members

3.1 General meetings must be held at least once in every calendar year except the year in which the Society becomes incorporated.

3.2 The Members may call a general meeting pursuant to section 75 of the *Societies Act,* and may submit a proposal for consideration by the Society at a general meeting pursuant to section 81 of the *Societies Act*.

3.3 There must not be any membership dues payable to be a Member of the Society.

3.4 A matter to be decided at a general meeting of Members must be decided by ordinary resolution unless the matter is required by the Act or the Stkwenme7iple7 (Bylaw) to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.5 Quorum for general meeting of the Members is 50% plus one of the total number of Members of the Society.

Part 4 – Notice to Members

4.1 Notice of the annual general meeting must:

a) specify the place, day and hour of the meeting;
b) include the text of any Special Resolution to be proposed at the meeting;
c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit the Sku7pecan or Member receiving the notice to form a reasoned judgment concerning that business;

d) be sent to each Sku7pecan and Member not fewer than 14 days but not greater than 60 days before the meeting; and
e) The accidental omission to send notice of a general meeting to a Sku7pecan or Member, or the non-receipt of notice, does not invalidate any proceedings at that meeting.

4.2 Notice of general meetings must be given to :

a) each Member;
b) the Sku7pecan representative of each Member;
c) the auditor; and
d) No other person is entitled to receive notice of a general meeting.

4.3 A notice may be delivered to a Member or Sku7pecan by mail, email, or other electronic means.

4.4 A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.

4.5 A notice sent by email or other electronic means is deemed to have been received 24 hours after being sent.

Part 5 – Proceedings at General Meetings

5.1 The business at an AGM is:

a) to elect a Tqwlutmens re S7elkst (Chair) if required;
b) to determine if there is a quorum;
c) to adopt rules of order;
d) to approve the agenda;
e) to review and consider the minutes of the last AGM and any intervening general meetings;
f) to consider any reports on activities and decisions since the last AGM;
g) to receive the financial statements for the previous fiscal year and the auditor's report;
h) to appoint an auditor;
i) to address any business arising out of the financial statements, the auditor's report, the Stkwemiplem (Bylaw) and any matter for which notice has been given in the notice of the meeting;
j) to review and debate any Special Resolutions, if any, of which notice has been given as required by the Act;
k) any Members proposals pursuant to section 81 of the Act; and
l) to adjourn.

Part 6 – Sku7pecan (Directors) and Yecweminem (Board)

6.1 The Society must have no fewer than 3 and no more than 17 Sku7pecans.

6.2 Members must select or elect Sku7pecan (Directors) for a 3 year term, such term may be renewable for an additional 3 year term by the Member.

6.3 Sku7pecan should be selected based upon their skills, knowledge of *Secwèpemc Law of Stsmemelt and K'wseltkten* and/or their willingness to learn.

6.4 The Yecweminem is the oversight body for the management of and activities and internal operations of the Society.

6.5 The Yecweminem may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by the Stkwemiplem or by statue or otherwise lawfully directed or required to be done.

6.6 A Sku7pecan must, when exercising the powers and performing the functions of a member of the Board:

a) act honestly and in good faith with a view to the purposes and best interests of the Society;
b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
c) act in accordance with the Society's Act and Regulations; and
d) act in accordance to this Stkwenme7iple7.

6.7 A Sku7pecan must:

a) Have knowledge of the *Secwèpemc Law of Stsmemelt and K'wseltkten;*
b) have knowledge of the language, culture and history of Secwèpemc Nation;
c) have demonstrated life or work experience relevant to the purposes of the Society;
d) be 19 years of age or older; and
e) not be an elected Chief or Council member of a community.

6.8 Yecweminem (Board) may, at any time, request a Member to appoint a member as a Sku7pecan to fill a vacancy that arises on the Yecweminem (Board) as a result of a resignation, death or incapacity of a Sku7pecan during the Sku7pecan term of office.

6.9 In addition to any duties imposed on the selected Sku7pecan, a Sku7pecan is obligated to meet the Kukwpi7 and Twemipl7e (Chief and Council) of their Member (Community) quarterly, (seasonal rounds), spring, summer, fall and winter to report on the activities of the Society and seek advice and guidance as necessary.

Part 7 – Yecweminem (Board) Meetings

7.1 Any two Sku7pecan (Directors) can call for a meeting of the Yecweminem with 7 days notice to all members.

7.2 The Tqwlutmens re 7elkst (Chair) may call a meeting of the Yecweminem (Board) with 7 days notice to all members.

7.3 The 7-day notice for a Yecweminem meeting must include a draft agenda outlining the items of discussion and all supporting materials, time and location and whether in person or virtual attendance is required.

7.4 The Yecweminem must select and appoint a person responsible for issuing notices, taking minutes, keeping records of the Society in accordance with the Act, conducting correspondence of the Yecweminem and filing the annual report of the Society with the registrar under the Act.

7.5 The Yecweminem must select and appoint a person responsible for financial management for the Society including but not limited to receiving and banking monies collected from Members or other sources, keeping accounting records in respect of the Society's financial transactions, preparing the Society's financial statements and making the Society's filings respecting taxes.

7.6 Any contracts or agreements for the Society can only be signed by the Tqwlutmens re 7elkst (Chair) and one other member of the Yecweminem unless otherwise delegated by the Yecweminem through a Tsitcw resolution.

7.7 A Sku7pecan shall be renumerated for active participation in the work of the Society at rates set by the Yecweminem and be reimbursed for reasonable travel expenses in relation to work for the Society.

7.8 A Sku7pecan (Director) may be removal from the Yecweminem (Board) if they miss more than three (3) duly called meetings during a calendar year. Where removal is recommended by the Yecweminem, they shall notify the Member of the decision in writing and seek a new appointment to fulfill the role on behalf of the Member.

Part 8 – Quorum and Voting at a meeting of the Yecweminem

8.1 Quorum at a Yecweminem meeting is 50% plus one of all Sku7pecan appointed.

8.2 Decisions made at a Yecweminem meeting shall be called Tsitcw motions or resolutions and bind the Society as directives.

8.3 No decisions can be made without first establishing quorum. Where a meeting notice has been duly provided and there is no quorum present after 30 minutes of the stated start time of the meeting, the meeting may proceed as an information meeting only.

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

8.5 Subject to a Tsitcw resolution appointing another person, the Tqwlutmens re S7elkst (Chair) must chair each general meeting:

a) if the Tqwlutmens re S7elkst (Chair) is not present within 15 minutes of the meeting start time, or is unable or unwilling to act, then the Yecweminem may select another member present to be the Chair for the purposes of the meeting.

8.6 A question, resolution or motion arising at a meeting should be decided by consensus, if no consensus is reached after reasonable efforts, the Tqwlutmens re S7elkst shall call question and the matter shall be voted on, for, against, abstentions, and declare whether the question was carried or defeated. Each Sku7pecan present in the meeting shall be entitled to one vote.

a) The Tqwlutmens re S7elkst does not vote on resolutions unless there is a tie vote, only then shall the Tqwlutmens re S7elkst cast his or her vote to make the decision;
b) Voting must be by show of hands;
c) The Tqwlutmens re S7elkst must announce the outcome of each vote and ensure that it is recorded in the minutes, including the mover and seconder of the question being voted on;
d) Voting on Tsitcw resolutions may be conducted by mail, fax, email or other electronic means;
e) Where voting takes place via electronic means, all information about the intent and effect of the resolution must be delivered to the Sku7pecan;
f) Clear instructions for voting must be sent with the resolution including the time and date by which the vote must be cast and information on how to do so; and
g) A reasonable time must be allowed for delivery, receipt and return of the resolution.

Part 9 – OFFICERS

9.1 The Officers of this organization shall be:

a) Headman (Chief Executive Officer); and
b) Tqwlutmens re S7elkst (Chair).

Part 10 – Conflict of Stkweme7iple7 (Bylaw)

10.1 Where the Rules of Order adopted by the Yecweminem for procedural conduct of meetings do not address a specific circumstance, Robert's Rules of Order shall apply to assist the Yecweminem with decision making.

Part 11 – Amendments

11.1 The Bylaws and Constitution may be amended by a two-thirds (2/3) vote of the membership at a regular meeting.

Part 12 – Finance and Records

12.1 The Society must not borrow money or enter into any debt obligation unless it is authorized to do so by Special Resolution.

12.2 The Yecweminem may invest the property of the Society in any form of property or security in which a prudent investor might invest, but must exercise the care, skill, diligence and judgement that a prudent investor would exercise in making investments in light of the purposes and needs of the Society.

12.3 The Yecweminem must determine by resolution, the:

a) financial year end of the Society; and
b) signing officers of the Society, and their authority to sign contracts, documents, and other written instruments, or specific contracts, documents or written instruments.

12.4 The annual financial statements of the Society must be audited.

12.5 At each AGM the Society may select an auditor through a request for proposals competitive bidding process to conduct the audit for the Society from year to year or for a fixed term.

Part 13 – Winding-up or dissolution

13.1 In the event of the winding-up or dissolution of the Society, all assets of the Society remaining after the payment or satisfaction of its liabilities, including the renumeration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that: a) have purpose similar to those of the Society; and b) are designated by the Members at the time of the winding-up or dissolution.