

Bylaws of the Chalo Independent School Society

PART 1 - DEFINITIONS

1.(a) In these bylaws, unless the context otherwise requires:

"**Directors**" means the Directors of the Society for the time being;

"**Societies Act** " means the *Societies Act* of British Columbia from time to time in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members.

(b) The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

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

PART 2 - APPLICATION FOR MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. The membership of the Society shall be limited to the members of the Board of Directors, as appointed by the Fort Nelson First Nation Chief and Council ("Chief and Council").

5. Every member must uphold the constitution and comply with these bylaws.

6. A person ceases to be a member of the Society when the person ceases to be a Director:

(i) When the term of their appointment expires;

(ii) On having their appointment revoked by Chief and Council;

(iii) On his or her death; or

(iv) On his or her resignation.

PART 3 - MEETING OF MEMBERS

7. General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.

8. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

9. The Directors may, when they think fit, convene an extraordinary general meeting.
- 10.(a) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business.
 - (b) 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.
11. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS

12. Special business is:
 - (i) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (ii) all business conducted at an annual general meeting, except the following:
 - (A) the adoption of rules of order;
 - (B) the consideration of the financial statements;
 - (C) the report of the Directors;
 - (D) the report of the auditor, if any;
 - (E) the appointment of the auditor, if required; and
 - (F) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 13.(a) Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (b) If at any time during a 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.
 - (c) A quorum is 4 members present or a greater number that the members may determine at a general meeting.
14. 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, must be terminated, but in any other

case, it must 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, the members present constitute a quorum.

15. Subject to bylaw 16, the President of the Society must preside as Chair of a general meeting.
16. If at a general meeting
 - (i) the President is not present within 15 minutes after the time appointed for holding the meeting, or
 - (ii) the President is present but unwilling to act as the Chair,the Vice-Chair will act as the Chair of the meeting.
- 17.(a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 18.(a) Each resolution proposed at a meeting must have a mover and a seconder, and the Chair of a meeting may move or propose a resolution.
 - (b) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she is entitled as a member, and the proposed resolution does not pass.
- 19.(a) A member in good standing present at a meeting of members is entitled to one vote.
 - (b) Voting is by a show of hands unless the members otherwise decide.
 - (c) Voting by proxy is not permitted.

PART 5 - DIRECTORS AND OFFICERS

- 20.(a) 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:
 - (i) all laws affecting the Society,
 - (ii) these bylaws, and

(iii) such rules as are contained in the Society's Governance Policy Manual, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting, acting within the authority delegated to the Society by the Chief and Council.

(b) 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.

21.(a) The President, the Vice-President and one or more other persons are the Directors of the Society.

(b) The number of Directors must be seven or a greater number determined from time to time at a general meeting.

22.(a) The only officers of the Society shall be President, who functions as the Chair for the Society and the Vice-Chair, who functions as the Chair for the Society when the President is unable to act as Chair.

(b) The Directors shall elect one of their number to be the Chair/President of the Society.

23.(a) Chief and Council may at any time and from time to time appoint a Director to fill a vacancy in the Directors.

(b) A Director so appointed holds office only until the conclusion of the appointment period, as specified by Chief and Council.

24.(a) If a Director resigns his or her office or otherwise ceases to hold office, Chief and Council must appoint a Director to take the place of the former Director, unless the vacancy occurs during the last four months of the Director's term of appointment, in which case the office shall remain vacant until the next scheduled date for appointments.

(b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

PART 6 - REMUNERATION AND SIGNING AUTHORITY OF DIRECTORS

25. The Directors on the Board will receive remuneration only as agreed to by a quorum of the Board.

26. A contract or other record to be signed by the Society must be signed on behalf of the Society by the President, together with one other Director or by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 7 - DUTIES OF OFFICERS

27. The President/Chair shall preside at all meetings of the Society and of the Directors and shall represent the Board of Directors publicly on all matters related to this Society's objectives and its annual program of work.
28. The President shall also be responsible for ensuring that the following duties are carried out, but may delegate those duties as appropriate:
- (i) conduct the correspondence of the Society;
 - (ii) issue notices of meetings of the Society;
 - (iii) keep minutes of the Society and Directors;
 - (iv) have custody of all records and documents of the Society;
 - (v) have custody of the common seal of the Society; and
 - (vi) maintain the register of members.
29. The President shall also be responsible for:
- (i) Keeping the financial records, including books of account, necessary to comply with the *Societies Act*; and
 - (ii) Rendering financial statements to the Directors, members and others when required.
30. The Directors shall appoint a person to act as secretary at each of their meetings.

PART 8 - CONFLICT OF INTEREST AND DISCLOSURES OF INTEREST

- 31.(a) Subject to the provisions of the *Societies Act*, a Director who is, directly or indirectly, interested in a proposed contract, transaction, or employment of a person with the Society shall disclose fully and promptly the nature and extent of his or her interest to each Director.
- (b) A Director is deemed to have a direct interest in a contract, transaction or the employment of a person, if the person involved in the contract, transaction, or employment is a spouse, common-law spouse, child, brother, sister, or parent of the Director.
32. A Director referred to in paragraph 31(a) shall account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction,

(a) Unless

- (i) He or she discloses his or her interest as required by paragraph 31(a);
- (ii) After his or her disclosure the proposed contract, transaction or employment of a person is approved by the Directors; and
- (iii) He or she abstains from voting on the approval of the proposed contract, transaction, or employment of a person, or

(b) Unless

- (i) The contract, transaction or employment of a person was fair to the Society at the time it was entered into; and
- (ii) After full disclosure of the nature and extent of his interest in the contract, transaction or employment of a person, it is approved by special resolution.

(c) A Director referred to in paragraph 31(a) shall not be counted in the quorum of a meeting of the Directors of the Society at which the proposed contract, transaction or employment of a person is approved.

PART 9 - BORROWING/AUDITOR

- 33.** The Board of Directors shall appoint an auditor.
- 34.** No Director or employee of the Society shall be an auditor.
- 35.** The auditor may attend general meetings.

PART 10 - NOTICES TO MEMBERS

- 36.** A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 37.** A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 38.(a)** Notice of a general meeting must be given to
 - (i) every member shown on the register of members on the day notice is given, and
 - (ii) the auditor if Part 9 applies.
- (b)** No other person is entitled to receive a notice of a general meeting.

PART 11 - BYLAWS

39. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
40. These bylaws must not be altered or added to except by special resolution.

PART 12 - WINDING DOWN OR DISSOLUTION

41. The goals and mandate of the Society shall be carried out without profit or gain for its members and any profits or other accretions to the Society shall be used for the promotion of its goals and objectives.
42. In the event of a winding down or dissolution of the Society, the funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred to the Fort Nelson First Nation, which is the beneficial owner of the funds and assets used by the Society under its delegated authority over the administration of education on behalf of the Fort Nelson First Nation.