

**FORM 3
SOCIETY ACT
RSBC 1996, C. 433**

**CONSTITUTION OF
NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY**

1. The name of the Society is Nechako-Kitamaat Development Fund Society.
2. The purposes of the Society are to promote sustainable economic development in Northwestern British Columbia, including the Nechako River basin and Kitamaat Village, to:
 - (a) support investment in new or existing businesses;
 - (b) create new employment or stabilize existing employment; and
 - (c) support other goals that are consistent with the promotion of sustainable economic development in Northwestern British Columbia, including the Nechako River basin and Kitamaat Village.
3. Additional to the foregoing and ancillary thereto, the Society shall have the following powers, which powers are alterable, namely:
 - (a) to receive funds and assets to apply to further the purposes of the Society;
 - (b) to enter into any contracts or arrangements with any person, corporation or institution, which may further the Society's purposes; and
 - (c) to do all other things which are incidental or conducive to the attainment of the purposes of the Society.
4. The affairs of the Society shall be conducted so as to promote the purposes of the Society and the Society shall not carry on activities for the purpose of the personal financial gain of its members. The provisions of this paragraph 4 shall be unalterable.
5. Upon the winding up or dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of within one year to the Minister of Finance and Corporate Relations. The provisions of this paragraph 5 shall be unalterable.

BYLAWS OF NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY

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BYLAWS OF NECHAKO-KITAMAAT DEVELOPMENT FUND SOCIETY

BYLAW I - INTERPRETATION

- 1.01 "Society" means Nechako-Kitamaat Development Fund Society.
- 1.02 "*Society Act*" means the *Society Act*, RSBC 1996, c. 433, from time to time in force and all amendments to it.
- 1.03 "Directors" mean the directors of the Society for the time being.
- 1.04 "Minister" means the Minister of Energy and Mines and Minister Responsible for Northern Development of the Province of British Columbia or such other member of the Executive Council (as that term is used in the *Constitution Act*, R.S.B.C. 1979, c.62) as the Lieutenant Governor in Council shall appoint in place of the Minister.
- 1.05 Words importing the singular include the plural and *vice versa*, and person includes a corporation.
- 1.06 When construing the Bylaws, reference shall be had to the *Society Act* and words and expressions used in the Bylaws shall, as far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

BYLAW II - MEMBERSHIP

- 2.01 The members of the Society shall be appointed by the Minister for such periods as the Minister may determine, and shall not total more than 10 in number or such greater number as the members may determine at a General Meeting.
- 2.02 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.03 There shall be no membership dues payable by the members of the Society, unless otherwise determined by the Directors.
- 2.04 A person shall cease to be a member in good standing when declared not to be in good standing by a Special Resolution passed at a General Meeting as a result of that member either being in breach of these Bylaws or acting contrary to the purposes of the Society.

BYLAW III - TERMINATION AND FORFEITURE OF MEMBERSHIP

- 3.01 A person shall cease to be a member of the Society:
- (a) on the last day of the period of the member's appointment;
 - (b) by the member delivering the member's resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society;
 - (c) on the member's death, or in the case of a corporation, on winding up or dissolution;
 - (d) on the member being expelled;
 - (e) on the member ceasing to be a member in good standing; or
 - (f) if the Minister rescinds the member's appointment.
- 3.02 The Directors shall have the power by a vote of three fourths of those present to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society. No member shall be expelled or suspended without notice of the charge or complaint against the member and without having first been given an opportunity to be heard by the Directors at a meeting called for that purpose.

BYLAW IV - MEETINGS

- 4.01 Every General Meeting, other than an Annual General Meeting is an Extraordinary General Meeting and shall be held at such times and places as the Directors shall decide.
- 4.02 Annual General Meetings of the Society shall be held at such time and place as the Directors shall decide, provided that an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the adjournment of the last preceding Annual General Meeting. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
- 4.03 Due notice of time and place and the general nature of the business to be transacted at a General Meeting or at an Extraordinary General Meeting shall be given to each member at least 14 days before the meeting.
- 4.04 The accidental omission to give notice of a General Meeting or the non-

receipt of a notice by any members entitled to receive notice, does not invalidate proceedings at that meeting.

BYLAW V - PROCEEDINGS AT GENERAL MEETINGS

- 5.01 A quorum at a General Meeting of the Society is six members present or such greater number as the members may determine at a General Meeting.
- 5.02 The Chair shall preside as chair of a General Meeting. If the Chair is absent, then one of the other Directors present shall preside as chair of a General Meeting.
- 5.03 No business, other than the election of a 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.
- 5.04 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
- 5.05 If within 30 minutes from the time appointed for a meeting, a quorum is not present, the General Meeting if convened on the requisition of members, shall be terminated but in any other case it shall stand adjourned to such date as the Directors may decide.
- 5.06 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.
- 5.07 No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes, the chair shall not have the casting or second vote in addition to the vote to which the chair may be entitled as a member, and the proposed resolution shall not pass.
- 5.08 A member in good standing present at a General Meeting of the Society is entitled to vote and each of such members shall have one vote. Voting is by a show of hands.
- 5.09 Voting by proxy is not permitted.

BYLAWS VI - DIRECTORS AND OFFICERS

- 6.01 The members appointed by the Minister shall be deemed to be the Directors of the Society.
- 6.02 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.
- 6.03 The Directors shall not exceed 10, or such greater number as may be determined from time to time at a General Meeting, and shall include the Chair, Treasurer and Secretary; and the offices of either Chair and Secretary or Treasurer and Secretary may be held by the same person.
- 6.04 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do which are not by these Bylaws or by 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 Bylaws; and
 - (c) rules not being inconsistent with these Bylaws which are made from time to time by the Society in General Meeting.
- 6.05 If a Director resigns or otherwise ceases to hold office, the Minister may appoint a member as a Director to fill a vacancy in the Directors. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.06 The members may by Special Resolution remove a Director before the expiration of the Director's term of office and recommend that the Minister appoint a successor to complete the term of office.
- 6.07 Each Director shall be paid an honorarium as determined by the Minister for being or acting as a Director and shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

BYLAW VII - PROCEEDINGS OF DIRECTORS

- 7.01 The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate the meetings and proceedings as they see fit.

- 7.02 A Director may at any time, and the Secretary on the request of a Director, shall convene a meeting of the Directors.
- 7.03 All Directors must attend at least two thirds of the meetings of the Directors, calculated on an annual basis. If a Director is going to be absent for two consecutive meetings, then that Director must notify the Chair prior to the second meeting and advise the Chair of the reasons for the absence.
- 7.04 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed, the quorum shall be a majority of the Directors then in office.
- 7.05 The Chair shall chair all meetings of the Directors but if at any meeting the Chair is not present within 30 minutes of the time appointed for holding the meeting, then the Directors present may choose one of the their number to be chair at that meeting.
- 7.06 The Directors may delegate any but not all of their powers to committees consisting of such Directors or members as they think fit. 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 and thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.07 The members of a committee may meet and adjourn as they think proper.
- 7.08 Questions arising at any meeting of the Directors and committee of Directors shall be decided in accordance with applicable policies in effect from time to time and otherwise by a majority of votes. In case of an equality of votes, the chair of the meeting does not have a second or casting vote.
- 7.09 No resolution proposed to the meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.
- 7.10 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 Directors.

BYLAW VIII – DUTIES OF OFFICERS

- 8.01 The Chair shall be elected by the Directors (at each Annual General Meeting) and shall preside at all meetings of the Society and of the Directors. The Chair is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- 8.02 The Treasurer shall be elected by the Directors at each Annual General Meeting and shall:
- (a) keep such financial records, including books of account as are necessary to comply with the *Society Act*; and
 - (b) render financial statements to the Directors and members and others when required.
- 8.03 The Secretary shall be elected by the Directors at each Annual General Meeting and shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notices of meetings 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.
- 8.04 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

BYLAW IX – ADVISORY COMMITTEES

- 9.01 The Directors may:
- (a) from time to time appoint advisory committees consisting of persons having expertise required by the Society; and
 - (b) refer to the advisory committees, if any, appointed pursuant to this Bylaw for advice and reports on any subject or matter which, in the opinion of the Directors, is appropriate for consideration by an

advisory committee.

- 9.02 The members of advisory committees shall serve for such term as the Directors may determine.
- 9.03 The Directors shall define the terms of reference for and shall appoint a chairperson of each advisory committee.

BYLAW X - SEAL

- 10.01 The Directors may provide a common seal for the Society, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 10.02 The common seal shall be affixed only when authorized by 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 either or both of the Chair or the Secretary.

BYLAW XI - BORROWING

- 11.01 The Directors shall not, on behalf of and in the name of the Society, borrow money or raise or secure the payment or repayment of money by the issue of debentures, except in the ordinary course of making banking arrangements for the accounts of the Society.

BYLAW XII - AUDITOR

- 12.01 The financial records of the Society shall be audited at least once in every fiscal year, each fiscal year commencing on April 1 and ending on March 31.
- 12.02 An audited financial statement for each fiscal year shall be submitted to the Minister after review by the Board on submission at the Board of Directors meeting immediately following July 15 of each subsequent fiscal year.
- 12.03 The Directors shall fill all vacancies occurring in the office of auditor.
- 12.04 At each Annual General Meeting, the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

12.05 An auditor may be removed by Ordinary Resolution. An auditor shall be informed forthwith in writing of appointment or removal.

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

12.07 The auditor may attend General Meetings.

BYLAW XIII - NOTICES TO MEMBERS

13.01 A notice may be given to a member either personally or by mail to the member at the member's registered address.

13.02 A notice sent by mail shall be deemed to have been given on the seventh day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

13.03 Notice of General Meeting shall be given to every member shown on the Register of Members on the date notice is given and to the auditor if Bylaw XI applies. No other person is entitled to receive a notice of General Meeting.

BYLAW XIV - BYLAWS

14.01 These Bylaws shall not be altered or added on to except by Special Resolution approved by the Minister.