

BYLAWS of HA'OOM FISHERIES SOCIETY
(the "Society")

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Five Nations**” means:

- (a) Ahousaht Nation;
- (b) Ehattesaht Chinehkint First Nation;
- (c) Hesquiaht First Nation;
- (d) Mowachaht/Muchalaht First Nation; and
- (e) Tla-O-Qui-Aht First Nation

and each is a “Nation”.

“**Representative**” means any of the individuals appointed by each Nation in accordance with Bylaw 2.2:

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 - MEMBERS

Membership

2.1 Each of the Five Nations is a member of the Society and will continue to be so, until such time as a Nation withdraws from membership in accordance with Bylaw 2.8.

Member Representatives

2.2 Each Nation will appoint 2 individuals to be its Representatives. Each Nation may make its appointments by resolution or other method determined by each Nation. Each Nation will deliver written notice of its Representatives to the Secretary.

2.3 Each person so appointed will become a Representative upon delivery of notice in writing of the appointment to the Secretary of the Society.

2.4 All appointments are renewable.

2.5 Appointments may be revoked by notice in writing from the applicable Nation to the Secretary.

Term of Representatives

2.6 Each person appointed pursuant to Bylaw 2.2 will serve as a Representative until the appointment is terminated in accordance with Bylaw 2.12.

Neglect or Refusal to Appoint

2.7 If any of the Five Nations neglects or refuses to appoint a Representative, such that there are less than 5 Representatives, then the existing Representatives will appoint a replacement Representative or Representatives so there are not less than 5 Representatives at all times. Each person so appointed will become a Representative upon notice in writing of their appointment to the Secretary of the Society. The term of any replacement Representative so appointed will begin at the close of the meeting of the Representatives at which the appointment is made or at such other time as is specified in the resolution making the appointment and will end upon the date upon which the applicable Nation appoints a Representative or upon the conclusion of the next annual general meeting, whichever is earlier.

Withdrawal of a Nation

2.8 In the event that a Nation seeks to withdraw from the affairs of the Society and to no longer have any entitlement to appoint a Representative, it will advise the Board in writing of the date of its withdrawal. If any Nation withdraws pursuant to Bylaw 2.8 these Bylaws will be automatically amended to delete any reference to the withdrawing Nation, and the numbers of directors or Representatives set out in these Bylaws will be reduced to reflect the then number of Nations who are members, without any further action of the members or the Board.

Duties of members

2.9 Every member and every Representative must uphold the Constitution of the Society and must comply with these Bylaws and the Act.

Amount of membership dues

2.10 There will be no annual membership dues.

Standing of Members

2.11 All members are deemed to be in good standing.

Termination of Representative

2.12 A Representative's position in the Society terminates when:

- (a) the Representative resigns or dies;
- (b) the Representative is expelled in accordance with the Bylaws;
- (c) the Representative's appointment is revoked by the Nation that appointed the Representative to the Society in accordance with Bylaw 2.2; or
- (d) the Nation which appointed that Representative withdraws from the Society in accordance with Bylaw 2.8.

2.13 A Representative may be expelled by a special resolution of the Board. Before a Representative is expelled, the Society must:

- (a) send to the Representative and the appointing Nation a written notice of the proposed expulsion, including reasons; and
- (b) give the Representative and the appointing Nation a reasonable opportunity to make representation to the Society respecting the proposed expulsion.

2.14 The Board may expel any Representative from the Society for any one or more of the following grounds:

- (a) violating any provision of the Act, Constitution, the Bylaws or any written policies of the Society;
- (b) carrying out any conduct which is materially detrimental to the purposes or operation of the Society as determined by the board in its discretion, acting reasonably;
- (c) willfully deceiving the Society by giving false information; or
- (d) failing to actively participate in the Society, including failing to attend meetings of the members of the Society without notice or valid reason;

2.15 A Representative expelled pursuant to Bylaw 2.14 will also be removed as a director and officer of the Society.

PART 3 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines, provided that an annual general meeting is held at least once in each calendar year. Participation in general meetings may be done by telephone, by other communications medium or in person .

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors; and
- (g) any other business the Society may wish to deal with.

Notice

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member and each Nation Representative receiving the notice to form a reasoned judgment concerning that business. Notice must be sent to each member (by notice to the elected council of the Nation), and to each Representative of each Nation in writing, not less than 14 days prior to the meeting date, and may be sent by email.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) a Co-Chair, or
 - (ii) one of the other directors present at the meeting, if both Co-Chairs are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Representatives who are present must elect an individual present at the meeting to preside as the chair.

Quorum required for conducting business

3.6 Business, other than the election of the chair of the meeting, information sharing, and the adjournment or termination of the meeting, must not be transacted at a general meeting unless the quorum set out in Bylaw 3.7 is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 5 of the Representatives, provided at least one Representative of each Nation is present.

If quorum ceases to be present

3.8 If, at any time during a general meeting, there ceases to be a quorum of Representatives present, business (requiring decision or action) then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. Once quorum ceases to be present, the meeting can continue for information sharing purposes only, no business (requiring decision or action) may be conducted without quorum present.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of Representatives is not present, the meeting can start for the election of the chair of the meeting, information sharing, and the adjournment or termination of the meeting. No business (requiring decision or action) may be conducted without quorum present. If there is a quorum present at any time during the meeting, then business can be transacted until quorum ceases to be present.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the Representatives at the meeting, 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.

Notice of continuation of adjourned general meeting

3.11 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 for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Matters Decided by Consensus

3.13 Representatives of each Nation will arrive at decisions by consensus.

Methods of voting

3.14 Voting at a general meeting, must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members.

Announcement of result

3.15 The chair of a general meeting must announce each decision which must then be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

PART 4 - DIRECTORS

Powers of Directors

4.1 The Board 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 Act, these Bylaws or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws.

Management

4.2 The affairs of the Society will be managed or supervised by the Board.

Number of directors on Board

4.3 The Society will have a minimum of 5 and a maximum of 10 directors or such other number as may be determined from time to time at a general meeting, provided that at least one director is appointed from each Nation.

Election or appointment of directors and term of office

4.4 Prior to every second annual general meeting, each Nation will also appoint its Representatives to serve on the Board of Directors. Every individual so appointed must provide the Society with a resolution from that individual's respective Nation, confirming that person's appointment. The written notice required under this Bylaw 4.4, may be combined with the written notice required under Bylaw 2.2.

4.5 Subject to Bylaws 4.7 and 4.8(b)(c) and (d), the term of each director is 2 years, expiring at the close of the second annual general meeting after the director's appointment.

Directors may fill casual vacancy on Board

4.6 If a position on the Board formerly held by a director is open for any reason, the Nation whose appointee formerly occupied such position will be entitled to appoint a new director to fill the vacancy. Notwithstanding the foregoing Bylaws, if a director ceases to hold office during their term for any reason and the number of directors is then less than 5 and the relevant Nation has not appointed a replacement, the Board will appoint a person as a replacement director to take the place of such director until the next annual general meeting.

Term of appointment of director filling casual vacancy

4.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

When a director ceases to hold office

4.8 A director ceases to hold office when:

- (a) the director's term of office expires;
- (b) the director resigns or dies;
- (c) the Nation that appointed the director revokes the appointment; or
- (d) the director is removed from office pursuant to Bylaws 2.14 and 2.15.

Duties of directors

4.9 Each director must:

- (a) act honestly and in good faith and in the best interest of the Society;
- (b) comply with the Act, together with codes of conduct, conflict of interest guidelines or other policies established by the Board from time to time;
- (c) exercise the care, diligence and skill of a reasonable and prudent person in exercising the powers and performing the functions of a director; and
- (d) make all reasonable efforts to devote the time necessary to attend all meetings of the board and its committees and to prepare adequately in order to participate fully in those meetings.

PART 5 - DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by a Co-Chair or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is 5 directors, provided at least one director appointed by each Nation is present. Participation at directors' meetings may be done by telephone, by other communications medium or in person.

Quorum required for conducting business

5.6 Business, other than the election of the chair of the meeting, information sharing, and the adjournment or termination of the meeting, must not be transacted at a directors' meeting unless the quorum set out in Bylaw 5.5 is present.

If quorum ceases to be present

5.7 If, at any time during a directors' meeting, there ceases to be a quorum of directors present, business (requiring decision or action) then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated, but the meeting can continue for information sharing purposes only.

Lack of quorum at commencement of meeting

5.8 If, within 30 minutes from the time set for holding a directors' meeting, a quorum of directors is not present, the meeting can start for the election of the chair of the meeting, information sharing, and the adjournment or termination of the meeting. No business (requiring decision or action) may be conducted without quorum present. If there is a quorum present at any time during the meeting, then business can be transacted until quorum ceases to be present.

Written Resolutions

5.9 If business (requiring decision or action) cannot be completed at a meeting of directors due to a lack of quorum, the matter may be dealt with at a subsequent directors' meeting, or the Chair may, working with the Executive Director, prepare written resolutions dealing with the uncompleted business, for execution by all the directors subject to Bylaw 5.10.

Decisions of Directors

5.10 The directors must make every reasonable effort to conduct their meetings and their business by consensus. If, after good faith discussions, no consensus is reached, the issue in question will be tabled until the next directors' meeting which must be held no later than 2 weeks after the original meeting. At the subsequent meeting, the directors of each Nation will present, in writing, a summary of the issue in question, that Nation's position on the issue, and a rationale for the position taken. The directors will then reconsider the issue in question, ensuring that the position of all Nations has been considered respectfully. If, after further good faith discussion consensus has still not been reached, the directors will vote on the issue. The directors of each Nation will have one collective vote (regardless of the number of a Nation's directors present at the meeting). The matter will be considered approved if voted in favour on by four of the five Nations.

PART 6 - BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, or such other positions as the Board may determine from time to time, and a director, other than a Co-Chair, may hold more than one position:

- (a) Co-Chairs (2);
- (b) Secretary;
- (c) Treasurer.

Role of Co-Chairs

6.2 The Co-Chairs are the chairs of the Board and are responsible for supervising the other directors in the execution of their duties.

Role of Secretary

6.3 The Secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

6.4 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

6.5 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;

- (d) making the Society's filings respecting taxes.

Other Board Positions

6.6 The Board may, from time to time establish other Board positions and determine the roles and responsibilities of such positions.

Executive Director

6.7 The Board may hire an executive director who will, subject to general policies set by the Board and the annual budget approved by the Board, have the following authority and responsibilities:

- (a) to manage the conduct of the day to day business operations of the Society,
- (b) to hire, direct and supervise Society employees,
- (c) to retain and monitor the services provided by any contractors or consultants of the Society, and
- (d) to carry out the duties and perform the functions of the executive director as set out in the contract of employment between the Society and the executive director.

6.8 The executive director will report to the Board.

6.9 The Board is responsible for overseeing the work of the executive director and for setting any general policies for the conduct of the operations and for management of the Society.

Committees

6.10 The Board may from time to time appoint advisory boards, task groups or committees as the Board determines will be in the interests of the Society.

6.11 The Board may as it thinks fit delegate any, but not all, of its powers to committees and the Board may revoke such delegation at any time. The Board must establish the terms of reference for and rules applicable to each committee.

6.12 Subject to any terms of reference or rules set by the Board, the members of a committee may conduct their business, meet and adjourn as they think proper.

PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, except that:

- (a) any director may receive an honorarium as determined by the Board from time to time, for each Board meeting attended;

- (b) any director may be reimbursed for expenses necessarily and reasonably incurred by that director, as a director, while engaged in the business of the Society; or
- (c) the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by any 2 of the Co-Chairs, Secretary or Treasurer if there is no executive director and by any 1 of the Co-Chairs, Secretary or Treasurer together with the executive director, if there is an executive director.

PART 8 - INDEMNITY AND PROTECTION OF DIRECTORS

Indemnification

8.1 Subject to the Act, the Board must take all reasonable steps to cause the Society to indemnify a current or former director against all penalties incurred by reason of that person being or having been a current or former director of the Society. In this Bylaw, director does not include the executive director.

Insurance

8.2 The Board must cause the Society to purchase and maintain general liability insurance for the Society and insurance for the benefit of any person who is serving or has served as a director of the Society against liability incurred by that person while acting as director.

PART 9 - DISTRIBUTION OF PROPERTY

9.1 The Society may not distribute money or property to a member, including a departing member. Distributions of money or property of the Society must be made in accordance with the Act, and only to qualified recipients as defined in the Act.

PART 10 - REVIEW OF BYLAWS

10.1 On or before the tenth (10th) anniversary of the incorporation of the Society, the Five Nations will review these Bylaws and the Constitution of the Society and may make such amendments as the Five Nations then agree to, provided that any such decisions are made by consensus.