

SOCIETY ACT
BY-LAWS OF
GWAII TRUST SOCIETY

Part 1. - Interpretation

1. (1) In these by-laws, unless the context otherwise requires,
- (a) “alternate” means the person appointed by a director as his or her alternate pursuant to subsection 33(9);
 - (b) Area E means the Skeena/Queen Charlotte Regional District Electoral Area E;
 - (c) “Council of the Haida Nation” means the official body elected by the Haida Citizens to represent their views in accordance with the Constitution of the Haida Nation;
 - (d) “directors” means the directors of the Society for the time being;
 - (e) “Elector” means an elector as defined in the *Municipal Act* (British Columbia);
 - (f) “Electoral Area Director” means an electoral area director as defined in the *Municipal Act* (British Columbia);
 - (g) “First Members” means those persons described in Section 33(6);
 - (h) “Graham Island North” means all natural persons who are not represented by the Council of the Haida Nation and who are resident on Graham Island north of the latitude 53°50’ north;
 - (i) “Graham Island Central” means all natural persons who are not represented by the Council of the Haida Nation and who are resident on Graham Island that lie between latitude 53°50’ north and latitude 53°30’ north;
 - (j) “Graham Island South” means all natural persons who are not represented by the Council of the Haida Nation and who are resident on Graham Island south of latitude 53°30’ north, and on the islands which are part of the islands that are such of such latitude and north of Moresby Island;
 - (k) “Islands” means collectively the archipelago of Haida Gwaii also called the Queen Charlotte Islands and surrounding waters;
 - (l) “Members” means the members of the Society for the time being;

(m) “Participating Communities” means:

- (i) Council of the Haida Nations;
- (ii) Graham Island North;
- (iii) Graham Island Central;
- (iv) Graham Island South; and
- (v) The residents of Area E;

provided that, a community that is a Participating Community may cease being a Participating Community pursuant to the provisions of Part 2 and a community that is not a Participating Community may become a Participating Community pursuant to the provisions of Part 3;

- (n) “registered address” of a member means his or her address as recorded in the register of members;
- (o) “resident” means any natural person of at least the age of majority who is ordinarily resident in a place; and
- (p) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

(2) The definitions in the *Society Act* on the date these by-laws become effective apply to these by-laws.

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. - Ceasing to be a Participating Community

3. (1) “3 (1) Upon any Participating Community giving at least one year’s written notice pursuant to Section 4 of its intention to cease to be a Participating Community and upon the members passing one or more special resolutions to amend these By-Laws in order to delete reference from these By-Laws to such Participating Community and to make the consequential amendments to the By-Laws described in Section 5, such Participating Community will cease to be a Participating Community; provided that such period of at least one year can be waived by the written agreement of all the members of the Society.

(2) Any notice given pursuant to subsection 3(1) and Section 4 may be withdrawn at any time before the Participating Community which gave it ceases to be a Participating Community by a notice of withdrawal duly given to the chairperson by the appropriate person named in Section 4.

- (3) Any Participating Community will, from the time it ceases to be a Participating Community, cease to have any right or claim to receive any amount from the capital or income of the Fund for any purpose unless payment of some amount from the Fund is specifically approved by the directors.
4. Any written notice described in Section 3 shall have been duly given if delivered to the chairperson by:
 - (1) in the case of the Council of the Haida Nation by the President of the council of the Haida Nation;
 - (2) in the case of Graham Island North by the authority of a resolution of the Graham Island North (Gwaii Trust) Advisory Board;
 - (3) in the case of Graham Island Central by the authority of a resolution of the Central Graham Island (Gwaii Trust) Community Advisory Committee;
 - (4) in the case of Graham Island South by the authority of a resolution of the South Graham Island (Gwaii Trust) Committee;
 - (5) in the case of the residents of Area "E" by the Electoral Area Director of Area "E".
5.
 - (1) One of the special resolutions described in Section 3 shall amend these by-laws in order to amend all quorums for general meetings of members and meetings of directors so as to make them, taking into account both the cessation of the Participating Community and the effect of subsection 5(2), equivalent to those in effect before the cessation of such Participating Community.
 - (2) One of the special resolutions described in Section 3 shall amend these by-laws in order to make equal the number of directors nominated, on the one hand, by the Council of the Haida Nation and, on the other, by all other Participating Communities.

Part 3. - Becoming a Participating Community

6. Any community in the Islands may apply in writing to become a Participating Community. The contents of such application shall conform to the requirements for the contents of such an application as may be determined by the directors from time to time.
7.
 - (1) The directors may determine in their absolute discretion whether or not to refer any application to become a Participating Community to a general meeting of the members of the Society at which special resolutions would be considered and, if seen fit, passed in order to amend the by-laws so as to add such community as a Participating Community and make all necessary or desirable consequential amendments to these by-laws.
 - (2) One of the special resolutions referred to in subsection 7(1) shall amend these by-laws in order to amend all quorums for general meetings of members and meetings of

directors so as to make them, taking into account both the addition of such Participating Community and the effect of subsection 7(3), equivalent to those in effect before the addition of a new Participating Community.

- (3) One of the special resolutions referred to in subsection 7(1) shall amend these by-laws in order to make equal the number of directors nominated, on the one hand, by the Council of the Haida Nation and, on the other hand, by all other Participating Communities.

Part 4. - Membership

8. The members are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with the by-laws, and who in either case have not ceased to be members.

9. Any person appointed as a director pursuant to subsection 32(1) will at the same time as he or she becomes a director become a member in good standing of the Society.

10. Every member shall uphold the constitution and comply with these by-laws.

11. The directors may from time to time set the fees or dues, if any, to be paid by members.

12. A person shall concurrently cease to be a member and director of the Society:

- (1) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (2) on his or her death or on his or her being found to be incapable of managing his or her own affairs by reason of mental or physical infirmity, or in the case of a corporation, on dissolution, or
- (3) at the same time as he or she ceases to be a director of the Society, or
- (4) on having been a member not in good standing for 12 consecutive months.

13. All members are in good standing except a member who has failed to pay his or her current annual membership fee, if any, or any other fee, due, subscription, levy, or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

14. Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interests arising from membership in the Society.

Part 5. - Meetings of Members

15. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the directors decide.

16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The directors may, whenever they think fit, convene an extraordinary general meeting.
18. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business, and shall be given to all members at least 14 days prior to the date of the meeting.
- (2) 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.
19. The annual general meeting of the Society shall be held at least once in every calendar year, and not more than 15 months after the adjournment of the previous annual general meeting.
20. A resolution in writing, signed by all the members, and placed with the minutes of the members is valid and effective as if regularly passed at a meeting of members.

Part 6. - Proceedings at General Meetings of Members

21. Special business at a general meeting of members is:
- (1) all business at an extraordinary general meeting except the adoption of rules of order, and
- (2) all business that is transacted at an annual general meeting except,
- (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 election of directors,
- (f) the appointment of the auditors, if required, and
- (g) such other business as, under these by-laws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
22. (1) No business, other than, if necessary, the election of a chairperson for the meeting (in the absence of the chairperson or vice-chairperson of the Society) pursuant to Section

24 and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) Subject to Section 23, a quorum is 8 members in good standing present in person or by proxy.

23. 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 one or more members, shall be terminated; but if not convened on the requisition of one or more members, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum as defined in subsection 22(3) is not present within 30 minutes from the time appointed for the meeting, 7 members present will in person or by proxy constitute a quorum.

24. The chairperson or the vice-chairperson of the Society, or in the absence of both, one of the other directors designated as appointed by the Council of the Haida Nation to be chairperson of a general meeting shall preside as chairperson of a general meeting; but if at a general meeting neither the chairperson nor the vice-chairperson of the Society, nor any director thus designated to be chairperson of the meeting is present within 15 minutes after the time appointed for holding the meeting, or the chairperson or vice-chairperson of the Society and any such designated director present are unwilling to act as chairperson of the general meeting, the members present shall choose one of their number to be chairman only for purposes of adjourning or terminating the general meeting.

25. (1) 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting except as provided in this by-law.

26. (1) No resolution proposed at a general meeting need be seconded.
- (2) In case of an equality of votes, the chairperson of a general meeting shall not have a casting or second vote in addition to the vote to which he or she is entitled as a member if he or she is a member.

27. (1) A member in good standing present at a general meeting is entitled to one vote.
- (2) Voting is by show of hands or by secret ballot if approved by a resolution of the members present.

28. A member in good standing may in writing appoint another member in good standing as proxy, and such proxy may vote on behalf of the other member at a general meeting, but any form of proxy purporting to entitle the proxy to vote at other than one meeting and any adjournments thereof is void and one member can only act as proxy for one other member at a time.

29. (1) Nothing in these by-laws in any way restricts, limits or otherwise adversely affects:

(i) the right under the *Society Act* of the members to requisition a general meeting of the Society for the purpose of having such meeting consider and, if thought fit, pass a special resolution; or

(ii) the duty under the *Society Act* of the directors to call such a meeting for such purpose.

(2) Other than a special resolution described in subsection 29(1), the directors will not submit a proposed special resolution to the consideration of a general meeting of the Society unless the submission thereof has first been approved by:

(i) a separate resolution passed by the affirmative vote of at least 75% of all the directors nominated by the Council of the Haida Nation; and

(ii) a separate resolution passed by the affirmative vote of at least 75% of all the directors nominated by Participating Communities other than the Council of the Haida Nation.

(3) Subject to subsections 29(4) and (7), notice of a special resolution to be considered and, if thought fit, passed at any general meeting will be included in the notice of such general meeting if the Society is notified in writing by any two directors that they require such notice to be included in such notice of such general meeting.

(4) Any notice of a special resolution referred to in subsection 29(3) need not be included in the notice of a general meeting if not received at the office of the Society at least 30 days before such general meeting.

(5) Forthwith upon receipt of notice of a special resolution by the office of the Society, the Society shall provide a copy thereof to each director and alternate and publish it in a newspaper of general circulation in the Islands and deliver a copy to the registered address of each Participating Community.

(6) Before voting for or against a motion to pass a special resolution, a member shall consult with his or her Participating Community with respect to the proposed special resolution and before voting for or against such motion, he or she shall deposit with the chairperson of the general meeting at which such motion is to be voted upon sufficient written evidence that his or her Participating Community had indicated to him or her its conclusion of how he or she should vote upon such motion. The chairperson of such general meeting shall determine whether such written evidence is sufficient proof of such consultation and conclusion, provided always that, subject to the provisions of subsection 29(7), a certificate in respect of a Participating

Community if it is delivered to the chairperson of such general meeting shall be accepted by such chairperson as such sufficient proof if it is in substantially the following form:

“The undersigned hereby certifies that [name of member] has consulted with his/her Participating Community in respect of voting on the motion to pass a special resolution relating to [subject of special resolution] which is to be moved at the general meeting of Gwaii Trust Society called to be held on [date of general meeting] and has been advised of the conclusion of such Participating Community with respect to such special resolution which conclusion is:

Dated: [date]

[Signature of person described
in subsections 4(1) to (5), as
the case may be]”

- (7) If, in respect of any particular special resolution, the person signing a certificate described in subsection 29(6) relating to that special resolution is the member about whom such certificate is given, then such certificate will not necessarily be accepted as sufficient proof of the truth of its contents and the chairperson of such general meeting may exercise his or her discretion in determining what sufficient written evidence for purposes of subsection 29(6) would be with respect to such member voting upon such special resolution.
30. (1) All general meetings may be attended by individuals who are not members; provided that the chairperson of any general meeting may determine that any and all such individuals shall be excluded from attending all or any part of such general meeting that the chairperson, in his or her absolute discretion in respect of matters of order and his or her discretion in respect of other matters, determines should, in the best interests of the Society, be restricted to attendance by members, their proxies and, if determined to be necessary in the best interests of the Society, specific individuals who are not members.
- (2) No individual who is not a member may take any part in any general meeting of the Society without the invitation of the members and any attempt to do so by such a person shall entitle the chairperson of such general meeting to expel such person from such general meeting.

- (3) The directors may, by resolution, exclude any individual who is not a member from attendance at a particular general meeting or all general meetings of the Society.

Part 7. - Directors

31. (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 by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these by-laws; and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings.
- (2) 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.
32. (1) The members in good standing of the Society from time to time shall appoint as directors the persons nominated to be directors by each of the Participating Communities in accordance with Section 33 or subsection 34(2).
- (2) A director may resign by sending a notice in writing to the secretary.
33. (1) Except for the appointment of the first Board of Directors the appointment of which is provided for in subsection 33(7), the Board of Directors will be nominated and appointed in accordance with the provisions of subsections 33(2), (3), (4), (5), (6) and (8).
- (2) On or before December 1 in each even calendar year, the Council of the Haida Nation will nominate 2 persons for appointment by the members as directors.
- (3) On or before November 1 in each odd calendar year, the Council of the Haida Nation will nominate 2 persons for appointment by the members as directors.”
- (4) On or before November 1 in each odd calendar year, Graham Island North and Graham Island South will each nominate for Graham Island North and Graham Island South, respectively, one person for appointment as a director by the members.”
- (5) On or before December 1 in each even calendar year, the Electoral Area Director for Area E and Graham Island Central will each nominate for Area E and Graham Island Central, respectively, one person for appointment as a director by the members; provided that the process determining such nominee shall be the same, with the necessary changes, as that set out in the *Municipal Act* (British Columbia) for the election of an Electoral Area Director.”

- (6) Subject to subsection 34(3), directors will serve a term of 2 years.
 - (7) The term of each director's office will commence at the end of the Annual General Meeting at which he or she is appointed and will expire at the close of the Annual General Meeting held in the year in which such director's term is to expire or pursuant to Section 12.
 - (8) Each director will appoint an alternate to attend meetings of the directors in his or her absence and to act at such meetings as if he or she were a duly appointed director.
34. (1) The directors will notify in writing the Participating Community that nominated a director who is absent without reasonable excuse from 3 successive meetings of the directors, or whom the directors, other than the director subject to such notice, unanimously find to:
- (i) have acted in a manner not fitting for a director; or
 - (ii) be of unsound mind;
- that such director has been thus absent or has been thus found. No such finding will be made without such directors having an opportunity to be heard. Any such notice will be accompanied by a request that such Participating Community nominate another person to act as director in the place of such director.
- (2) Any Participating Community may, upon receipt of a notice described in subsection 34(1), nominate an individual to replace the director who is subject to such a notice.
 - (3) A director who is the subject of a notice as described in subsection 34(1) shall automatically cease to be a director upon the Participating Community that nominated him or her nominating another person to act as a director in his or her place.
35. The directors shall, as soon as practicable, appoint an individual as a director to fill a vacancy in the directors who is nominated for appointment by the Participating Community that nominated the director whose ceasing to be a director has caused such vacancy.
36. No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office.
37. (1) Except as otherwise provided in the Constitution of the Society no part of the income of the Society shall be payable or otherwise available for personal benefit of any member, director or officer.
- (2) No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, and such expenses can include compensation for income foregone due to undertaking responsibilities for the Society.

Part 8. - Proceedings of Directors

38. (1) Subject to the provisions of subsection 39(3) the chairperson will preside at all meetings of directors.
- (2) The chairperson and vice-chairperson shall have the right to attend any meeting of the directors but are not entitled to any vote at any such meeting and will not be counted as part of the quorum at any such meeting.
- (3) The vice-chairman shall serve as the alternate of the chairman at meetings of the directors not attended by the chairman.
- (4) At meetings of the directors at which both the chairman and the vice-chairman are present, the vice-chairman will take no part in discussion unless invited to do so by the directors.
39. (1) The directors may meet together at such places as they think fit, adjourn and otherwise regulate their proceedings, as they see fit.
- (2) The quorum necessary for the transaction of business at a meeting of directors shall be 7 directors or their alternates.
- (3) The chairperson shall chair all meetings of the directors; but if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice-chairperson shall chair such meeting, but if neither is present the directors present may choose one of their number to chair that meeting.
- (4) A director may at any time and the secretary, on the request of a director, shall convene a meeting of the directors.
40. (1) The directors may delegate any, but not all, their powers to committees consisting of such director or directors as they think fit and the directors may appoint or delegate to any such committee the power to appoint individuals who are not directors but who have consented to act in assisting such committee by attending meetings of such committee and providing advice to such committee without, however, forming part of the quorum of such committee or voting on any motion moved before such committee.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (3) There shall be appointed by the directors an Executive Committee which shall consist of the chairperson, one director nominated by the Council of the Haida Nation and one director nominated by Participating Communities other than the Council of the Haida Nation.

- (4) All Committees of directors shall be formed taking geography, gender and a balance of cultures into consideration.
41. (1) Questions arising at any meeting of the directors or of a committee of directors shall, except as otherwise provided in these by-laws, be decided by the consensus of the unanimous agreement of the directors present unless such consensus cannot be reached in respect of a motion that is before the directors at two separate meetings of the directors, in which case, such motion may be passed at a third meeting by the positive vote of all the directors for the time being less one.
- (2) If such motion is not passed at such third meeting, and the directors approving of such motion wish it, the chairperson or a person identified by the chairperson shall attempt to mediate a decision in respect of such motion which can be agreed to by all directors.
- (3) If a determination cannot be mediated pursuant to subsection 41(2) after a reasonable period of time as determined by the chairperson of the Society which period of time is not to exceed 30 days unless the directors unanimously agree otherwise, the chairperson shall, effect a decision either by polling in respect of the question or by causing the question to be subject to the arbitration of one or more third party arbitrators according to such procedure as the chairperson may determine in consultation with the directors; provided that the results of such arbitration shall be deemed to be accepted by all the directors as being in the best interests of the Society.
- (4) If at any meeting of the directors, a director challenges the decision of the chairperson in respect of any question relating to the procedures of such meeting, then forthwith upon such challenge and without reference to the chairperson or any debate there shall be a vote of the directors on a motion deemed to be moved by a director other than the director making the challenge to sustain the decision of the chairperson and the motion will be passed if supported by the affirmative votes of at least three-quarters of the directors voting on such motion.
42. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
43. The members of a committee may meet and adjourn as they think proper.
44. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

45. A director who may be absent temporarily from the Islands may send or deliver to the address of the Society a waiver of notice, which may be made by letter, telegram, facsimile, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (1) no notice of meeting of directors shall be sent to that director; and
- (2) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

46. Questions arising at a meeting of directors or committee of directors need not be seconded.

47. A resolution in writing, signed by all the directors or all the members of a committee, and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors or of a committee.

48. (1) A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his or her interest to each other director and shall otherwise comply with any policy relating to conflicts of interest from time to time made by the directors and in effect.

(2) A director who has declared an interest under subsection 48(1) shall not take part in any discussions relating to the proposed contract or transaction unless invited to provide information to the other directors by the chairperson or, if the chairperson, by the other directors, and shall not in any circumstances vote on any motion moved in respect of such contract or transaction, however, he or she shall continue to be counted in the quorum of the meeting.

(3) If a director does not take part in the discussions or vote on an issue because he has declared an interest under subsection 48(1), his alternate shall, subject to the provisions of this Section 48, take part in the meeting with full rights and fulfilling all duties of the director.

(4) The Society shall, with the approval of the Supreme Court of British Columbia, indemnify a director or former director of the Society or a director or former director of a subsidiary of the Society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director, including an action brought by the society or subsidiary, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Society or subsidiary of which he or she is or was a director; and

- (b) in the case of a criminal or administrative action or proceeding he or she had reasonable grounds for believing his or her conduct was lawful.
49. (1) All meetings of the directors may be attended by individuals who are not directors, provided that the chairperson of any meeting of directors may determine that such individuals shall be excluded from attending all or any part of such meeting of the directors that he or she, determines should, in the best interests of the Society, be restricted to attendance by directors of the Society, their alternates and, if determined to be necessary, in the best interests of the Society, specific individuals who are not directors or alternates.
- (2) No member of the public who is not a director may take any part in any meeting of directors without the invitation of the Chairperson and any attempt to do so by such a person shall entitle the chairperson of such meeting to expel such person from such meeting of directors.
- (3) The directors may, by resolution, exclude any member of the public who is not a director from attendance at a particular meeting of the directors or all meetings of the directors.
- (4) Each decision of the Chairperson made pursuant to this Section 49 is a question relating to the procedure of the meeting at which it is made for purposes of subsection 41(4).

Part 9. - Duties of Officers

50. The directors shall appoint such persons as they see fit to hold the offices of secretary and treasurer, such offices to be held at the pleasure of the directors.
51. (1) On or before October 1 and on or before October 1 in each third year thereafter, the Council of the Haida Nation after consultation with the Board of Directors will nominate a person for appointment by the directors as the chairperson and the directors shall appoint such person as the chairperson at a meeting immediately following the Annual General Meeting for a 3-year term.
- (2) The chairperson will appoint the vice-chairperson in consultation with the other directors, such office to be held at the pleasure of the directors.
- (3) Subject to Section 24 and subsection 39(3) the chairperson shall preside at all meetings of the Society and of the directors.
- (4) The chairperson is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
52. Subject to subsections 38(2), (3) and (4), the vice-chairperson shall carry out the duties of the chairperson during his or her absence.

- 53.** The secretary shall:
- (1) conduct the correspondence of the Society,
 - (2) issue notices of meetings of the Society and directors,
 - (3) prepare and keep minutes of all meetings of the Society and directors,
 - (4) have custody of all records and documents of the Society except those required to be kept by the treasurer,
 - (5) have custody of the common seal of the Society,
 - (6) maintain the register of members, and
 - (7) prepare the annual report of the society.
- 54.** The treasurer shall:
- (1) keep such financial records, including books of account, as are necessary to comply with the *Society Act*;
 - (2) render quarterly financial statements to the directors, members, Participating Communities and others when required;
 - (3) ensure that all money donated at any time to the Society be held as the capital of a perpetual fund (the "Fund");
 - (4) ensure that the capital of the Fund be segregated from any income thereof at all times; and
 - (5) ensure that separate accounts be maintained at one or more Canadian financial institutions for the purpose of segregating the capital of the Fund from any income thereof.
- 55.** In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 56.** The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 57.** The directors may appoint other such officers, consultants, committees, agents or persons as they think fit, and define the duties, responsibilities, remuneration and authority of such persons.

Part 10. - Business Plan of the Society

58. The Society shall, at all times, have a business plan covering the current and upcoming two years for the guidance of the directors in their management of the affairs of the Society.

59. The directors shall approve the first business plan of the Society at the first meeting of the directors.

60. (1) The directors may from time to time amend the business plan of the Society according to the procedures for deciding questions set out in Section 41.

(2) The Society shall 30 days before the annual general meeting deliver a copy of the business plan for the ensuing three years, to each director and alternate, each Participating Community, and to a public place in each Participating Community which location shall be advertised in a newspaper in general circulation in the Islands.

Part 11. - Signatures and Seal

61. “61. Contracts, documents or other instruments in writing requiring the signature of the Society shall be signed by two signatories, provided insofar as practicable from time to time”:

(1) one of the signatures may be that of a director nominated by the Council of the Haida Nation;

(2) one of the signatures may be that of a director nominated by a Participating Community other than the Council of the Haida Nation;

(3) one of the signatures may be that of the Executive Director of the Society;

(4) letters from the directors shall be signed by the chairperson or such other person as the directors may agree from time to time; and all contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality.

all contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality.

62. 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.

63. The common seal shall 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 chairperson and any other director, the vice-chairperson and any other director, or the secretary and any other director.

Part 12. - Finances

64. 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 and in particular but without limiting the generality of the foregoing, by the issue of debentures.

65. No debenture shall be issued without the sanction of a special resolution of the members, which resolution may refer to a particular issue of debentures or may confer on the directors a general power to issue debentures for a period not exceeding one year from the date on which the resolution is passed.

66. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting, and no such restriction is effective against any person other than a member or a director of the Society.

Part 13. - Auditor

67. The members, by ordinary resolution, shall appoint an auditor annually at the annual general meeting, and shall fill any vacancy in the office of the auditor.

68. An auditor may be removed at any time by an ordinary resolution of the members.

69. An auditor shall be informed forthwith in writing of appointment or removal.

70. The auditor may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a member is entitled to receive in like manner as a member.

Part 14. - Records

71. Documents of the Society shall be kept at the registered office of the Society unless the directors resolve otherwise.

72. A director and the auditor may inspect any documents of the Society during normal business hours.

73. Upon request, directors shall be given copies of any documents open to their inspection upon payment of not more than 50¢ per page.

Part 15. - Notices to Members and Directors

74. A notice may be given to a person in his or her capacity as a member or director either personally or by fax or mail to him or her at his or her registered address.

75. Notice may be given to the Society by fax or mail to the registered address of the Society.

76. A notice sent by mail shall be deemed to have been given on the seventh day after the day 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.

77. Notice of a general meeting shall be given to:

- (1) every member shown on the register of members on the day notice is given; and
- (2) the auditor.

Part 16. - By-laws

78. On being admitted to membership, a member is entitled to and the Society shall give him or her, without charge, a copy of the constitution and by-laws of the Society.

79. These by-laws shall not be altered or added to except by special resolution.

Part 17. - Annual Public General Meeting

80. Within six months after the Society's first fiscal year and at least once in each year thereafter at such time as the Board of Directors decides the Society shall hold a public meeting. The public meeting shall be open to all members of the public. The Society shall afford reasonable opportunity for the asking of questions and the expression of views and shall ensure that at least a majority of the directors are present at each public meeting. The Society shall present to the public meeting copies of the annual report for the previous fiscal year and the current business plan.

Part 18. - Performance Review

81. At least once in every five year period, the Society shall retain a recognized independent consulting firm (the "Consultants") to conduct a review of the Society's management, operations and financial performance. The Consultants shall prepare a written report containing their findings and shall submit such report to the Board of Directors of the Society and deliver copies to the Participating Communities. The report will include an assessment of the extent to which the Society fulfilled its purposes during the period of the review. If the Consultants' report contains a finding that the Board of Directors or the management of the Society:

- (1) have acted improperly;
- (2) have not generally conducted the affairs of the Society in accordance with the Constitution and By-laws; or
- (3) are not conducting the affairs of the Society in a manner that will likely achieve the purposes of the Society;

then, in any such case the Board of Directors shall convene a special meeting of the Board of Directors, the Consultants and representatives of the Participating Communities to discuss the report and to determine a course of action to be taken to resolve the problems disclosed in the report.

Part 19. - Reporting Society

82. The Society shall be a reporting society as provided for in the *Society Act*, R.S.B.C., c390.

DATED the 1 day of September, 1994.

WITNESS(ES)

APPLICANTS FOR INCORPORATION

Signature

Signature

Full Name and Resident Address

●

Signature

Signature

Full Name and Resident Address

●

Signature

Signature

Full Name and Resident Address

●

Signature

Signature

Full Name and Resident Address

●

FORM 4

SOCIETY ACT

LIST OF FIRST DIRECTORS OF
GWAII TRUST SOCIETY

- | | Full Name: | Resident Address: |
|----|--------------------------------|--|
| 1. | Terry Carty | 2118 Teal Blvd.
Masset
British Columbia
V0T 1M0 |
| 2. | Warren Foster | 485 Beach Avenue
Sandspit
British Columbia
V0T 1T0 |
| 3. | George T. Husband | 4209 Husband Road
P.O. Box 733
Queen Charlotte City
British Columbia
V0T 1S0 |
| 4. | Miles Richardson | 5034 Highway 33
Box 1204
Skidegate
British Columbia
V0T 1S1 |
| 5. | Michael Nicoll,
Yahgulanaas | D-18 Box 525
Old Massett
Haida Gwaii
British Columbia
V0T 1M0 |

Dated the 1st day of September, 1994.

Gwaii Trust Society

by _____
(Signature)

(Relationship to Society)