

# FIRST PEOPLES' CULTURAL FOUNDATION

S-41162

Registered Charity #872590328

## CONSTITUTION

1. The name of the society is FIRST PEOPLES' CULTURAL FOUNDATION.
2. The purposes of the Society are to:
  - a) preserve and enhance the arts, heritage, language and culture of the First Nations of British Columbia,
  - b) increase sharing of artistic, cultural, linguistic and heritage knowledge amongst the First Nations of British Columbia,
  - c) educate the public regarding the arts, culture, heritage and languages of the First Nations of British Columbia,
  - d) heighten appreciation and acceptance of the wealth of Aboriginal cultural diversity,
  - e) make grants to other charitable organizations with similar purposes,
  - f) co-operate with governments and with other charitable organizations,
  - g) solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, or otherwise, sell and convert property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society,
  - h) purchase, lease, sell or hold such property, equipment and materials as are deemed necessary, and
  - i) do all such other things as may be necessary or conducive to the attainment of those purposes.
3. The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits, or other accretions to the Society must be used to further its purposes. No part of the income of the Society can be payable to or otherwise available for the personal benefit of any proprietor, member, shareholder, trustee, or settler of the Society. This provision is unalterable.

4. In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, must be given to organizations which:

- a) are designated by the members of the Society at the time of winding-up or dissolution,
- b) are registered charities as described in the Income Tax Act (Canada), and
- c) have purposes similar to those of the Society.

This provision is unalterable.

## **BYLAWS**

### ***Part 1 - Interpretation***

1.1 In the constitution and these bylaws:

- a) "Act" means the Society Act,
- b) "AGM" means an annual general meeting,
- c) "Board" means the directors of the Society for the time being, acting as a body,
- d) "director" means a director of the Society,
- e) "general meeting" includes an AGM and a special general meeting,
- f) "member" means a member of the Society,
- g) "registered address" means a member's address as recorded in the register of members,
- h) "Society" means First Peoples' Cultural Foundation,
- i) "special resolution" has the meaning given to it by the Act.
- j) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- k) the singular includes the plural and vice versa, and
- l) persons include corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

**1.3** Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws without charge.

**1.4** Those sections of the constitution and bylaws that are alterable can only be rescinded, amended, or added to by special resolution.

### ***Part 2 - Membership***

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

2) Membership is not transferable.

3) A member must be 19 years of age or older, and must be:

- a) a member of a First Nation in British Columbia, or
- b) a person who supports the purposes of the Society.

4) A person appointed as a director under bylaw 6.2 (2) becomes a member upon being appointed as a director, and ceases being a member when the appointment is revoked.

**2.2** 1) A person may apply to the Board for membership, and on acceptance by the Board becomes a member.

2) An application for membership or for renewal of membership must:

- a) be in writing and in a form approved by the Board,
- b) include membership dues, where applicable,
- c) include the full name, home address, e-mail address, and telephone numbers of the applicant, and
- d) provide such other information as the Board may reasonably require.

3) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

4) An application for membership under this bylaw received 30 days or less before a general meeting must be postponed until after that meeting.

5) An employee of the Society is not eligible to become a member of the Society.

6) A membership must be renewed annually.

7) The Board must set the amount of annual membership dues (if any), and the date by which membership must be renewed.

- 2.3** Every member and director must comply with:
- a) the Act,
  - b) the constitution and bylaws,
  - c) any rules, regulations and policies made by the Society, including procedures for its governance, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.4** A member ceases to be a member on:
- a) delivering a written resignation to the Society,
  - b) death,
  - c) having been a member not in good standing for 30 days, or
  - d) being expelled.
- 2.5** A member becomes a member not in good standing on failing to pay a debt due and owing to the Society.
- 2.6**
- 1) A member may be expelled by special resolution.
  - 2) The notice of a resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 3) A member who is the subject of a proposed resolution for expulsion must be given an opportunity to be heard at the meeting before the resolution is put to a vote.
- 2.7**
- 1) A member may be suspended or expelled for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
  - 2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:
    - a) reasonable notice of the meeting at which it will be proposed,
    - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
    - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

### ***Part 3 - Meetings of Members***

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may, when it thinks fit, convene a special general meeting.
- 2) The Board, on receipt of a requisition that complies with section 58 of the Act, must convene a special general meeting without delay.
- 3.3** 1) Notice of a general meeting must:
- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business,
  - b) include any special resolution to be proposed at the meeting, and
  - c) be given to all members not less than 14 days before the meeting, in the manner permitted by the Act.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### ***Part 4 - Notice to Members***

- 4.1** A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.
- 4.2** A member must promptly and in writing notify the Society of any change in the member's name, address, electronic mail address, and facsimile and telephone numbers.
- 4.3** 1) A notice sent by mail from the Society's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Capital Regional District, or
  - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

- 4.4** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
  - b) the auditor.
- 2) No other person is entitled to receive a notice of general meeting.

***Part 5 - Proceedings at General Meetings***

- 5.1** 1) The business at an AGM is:
- a) the adoption of rules of order, if required,
  - b) minutes of the last AGM,
  - c) the report of the Board,
  - d) consideration of the financial statements,
  - e) the report of the auditor, if any,
  - f) appointment of the auditor, if any,
  - g) election of directors, if required,
  - h) resolutions, if any, and
  - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
  - b) that set out in a requisition under bylaw 3.2 (2), if applicable, and
  - c) that determined by the Board under bylaw 3.2 (1).
- 5.2** 1) Quorum is a simple majority of members in good standing present, but not less than three.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**5.3** 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 stands adjourned to the same weekday seven days later, 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. No notice of a meeting adjourned under this bylaw need be given to members not present.

**5.4** 1) A general meeting may be adjourned from time to time and from place to place, but no business may 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 fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.

3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**5.5** 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member. In such case, a second vote must be held, by ballot. If there is then still an equality of votes, the matter must be determined by toss of coin or other random means.

2) A resolution or motion proposed at a general meeting must be seconded, and the chair may move or propose a resolution, motion or question.

**5.6** 1) The chair, the vice-chair, or one of the other directors present, must preside as chair of a general meeting.

2) If at a general meeting there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding the meeting, or the chair, vice-chair, and all other directors present are unwilling or unable to act as chair, the members present must choose a member who is present to be chair.

**5.7** 1) Voting is by show of hands, except when a ballot is requested by a majority of members present, on a show of hands.

2) Questions, resolutions and motions arising at general meetings must be decided by a majority of votes, except where otherwise required.

3) Each member in good standing is entitled to one vote.

4) Proxy voting is prohibited.

**5.8** Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then Robert's Rules of Order must be used.

## ***Part 6 – Board of Directors***

- 6.1** 1) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
- a) the constitution and these bylaws,
  - b) all laws affecting the Society, and
  - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Society in general meeting.
- 2) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.2** 1) There must be seven directors, and a majority of the directors, but not less than four of them, must be members of British Columbia First Nations.
- 2) Three directors must be appointed in writing by First Peoples Heritage, Language and Culture Council, which may at any time revoke the appointment of such a director and appoint another in that director's place.
- 3) Four directors must be elected at the AGM in years not evenly divisible by two.
- 4) A director elected pursuant to bylaw 6.2 (3):
- a) has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later, and
  - b) must not serve as a director for more than eight consecutive years, and must then cease being a director for one year before being eligible to again be a director.
- 5) A director must:
- a) be a member in good standing,
  - b) support the purposes of the Society, and
  - c) consent to a criminal record check.
- 6) In an election of directors, each member in good standing has a number of votes equal to the number to be elected, but must not cast more than one vote for a candidate. Those candidates receiving the greatest number of votes are elected.
- 7) An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidate must be declared to be elected.



- 6.3** The Board may:
- a) appoint a nominations committee to nominate, and solicit the nomination of, candidates for election as directors and officers,
  - b) set dates for a call for nominations and for the close of nominations, and
  - c) determine reasonable processes for nominations and elections.

- 6.4** A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected or re-appointed,
  - b) in the case of a director appointed pursuant to bylaw 6.2 (2), on that director's appointment being revoked in writing,
  - c) resigning in writing,
  - d) becoming subject to bylaw 6.2 (4),
  - e) death,
  - f) becoming unable to perform the duties of a director due to physical or mental disability, or
  - g) failing to attend three consecutive meetings of the Board without the authorization of the Board.

- 6.5** 1) The Board may appoint a member in good standing as a director to fill a vacancy amongst those directors elected pursuant to bylaw 6.2 (3).
- 2) A director so appointed holds office until the next following election, and if eligible may be re-elected at that meeting.

**6.6** The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

**6.7** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

- 6.8** Directors may be:
- a) reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society, and
  - b) paid a reasonable amount for services performed by them for the Society, including attending meetings.

## ***Part 7 – Directors’ Duties and Conflicts***

**7.1** 1) A director must:

a) act honestly and in good faith and in the best interests of the Society,  
and

b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society.

**7.2** Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:

a) the duty to act in accordance with the Act and the regulations, or

b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

**7.3** A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.

**7.4** 1) A director referred to in bylaw 7.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:

a) unless:

i) the director discloses the interest as required by bylaw 7.3,

ii) after the disclosure the proposed contract or transaction is approved by the directors, and

iii) the director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and

ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 7.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

**7.5** The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 7.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

**7.6** Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's 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 the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

**7.7** 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.

2) An employee or contractor of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee or contractor.

### ***Part 8 - Proceedings of the Board***

**8.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a majority of directors then in office.

3) The chair may at any time, and the secretary, on the request of two directors, must, call a meeting of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least seven days before the meeting.

**8.2** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then Robert's Rules of Order must be used.

**8.3** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

**8.4** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

**8.5** 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Board or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the directors, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the matter being voted on fails.

**8.6** A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

**8.7** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, provided that at least one director must be a member of each committee.

2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

3) A person who is not a member may be a member of a committee.

### ***Part 9 – Officers***

**9.1** 1) The Board must at its first meeting following the AGM elect from amongst the directors a chair and a vice-chair.

2) The Board must elect a secretary and a treasurer from amongst the directors, or appoint or employ a secretary and a treasurer.

3) The offices of secretary and treasurer may be combined in one officer, called the secretary-treasurer.

4) The elected officers are the chair and the vice-chair, and the secretary and treasurer if they are also directors. The Board may at any time dismiss an elected officer and elect another director to take that person's place.

5) The Board may appoint an executive director, and such other employees as it deems necessary, and set the remuneration and terms and conditions of employment of those persons.

6) The executive director may also be titled the chief executive officer or general manager, and has the rights to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

7) The executive director, and the secretary and treasurer if they are employees, are appointed officers.

**9.2** The chair:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings, and
- c) has the powers and duties generally pertaining to the office of chair, subject to any restrictions imposed by the Board.

**9.3** The vice-chair, in the chair's absence, must perform the duties of the chair.

**9.4** The secretary must:

- a) issue notices and keep minutes of meetings of the Society and the Board,
- b) have custody of all records and documents of the Society except those which must be kept by the treasurer,
- c) have custody of the common seal of the Society, if any, and
- d) maintain the register of members.

If the secretary is a director, the Board may delegate execution of the duties of the secretary to an employee.

**9.5** In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary.

**9.6** The treasurer must:

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the Board, members, and others when required.

If the treasurer is a director, the Board may delegate execution of the duties of the treasurer to an employee.

## ***Part 10 – Borrowing and Investment***

- 10.1** 1) The Board may raise or secure the payment or repayment of money in the manner it decides, and, in particular but without limiting the foregoing, by the issue of debentures.
- 2) No debenture can be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2** The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3** Subject to the Personal Information Protection Act and any other applicable law, the:
- a) financial statements, Board and members' minutes, and Register of Members may be inspected by a member, on reasonable notice,
  - b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
  - c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

## ***Part 11 – Auditor***

- 11.1** This part applies only where the Society is required or has resolved to have an auditor.
- 11.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of appointment or removal.
- 11.5** No director and no employee of the Society can be auditor.
- 11.6** The auditor may attend general meetings.