

FIRST NATIONS' EMERGENCY SERVICES SOCIETY OF B.C.

Society Number S-32663

CONSTITUTION

1. The name of the Society is FIRST NATIONS' EMERGENCY SERVICES SOCIETY OF B.C.
2. The purposes of the Society are to:
 - a) Provide rural First Nations communities with assistance to develop emergency preparedness and response plans,
 - b) Provide training to rural First Nations communities with regard to fire services, forest fuel management, and related emergency events,
 - c) Provide rural First Nations communities with internet access to allow for increased access to emergency, health, educational and other government services,
 - d) Advance education by providing information on fire safety, emergency preparedness and forest fuel management to rural First Nations communities, and
 - e) Do all such things as are ancillary and incidental to the attainment of the purposes of the Society.
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 must be used to promote the purposes 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 its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:
 - a) have purposes similar to those of the Society, or
 - b) are designated by the members of the Society at the time of winding-up or dissolution.This provision is unalterable.
5. An elected Director must be a member of a First Nation. This provision is unalterable.

FIRST NATIONS' EMERGENCY SERVICES SOCIETY OF B.C.

BY-LAWS

Part I - INTERPRETATION

1.0 DEFINITIONS

1.1 In these By-laws, unless the context otherwise requires:

- (a) "Director" means the Directors of the Society chosen pursuant to these By-laws;
- (b) "Employee" means an individual hired on a full-time or part-time basis by the Society for either a specified or indeterminate period of time;
- (c) "First Nation" means a Band as defined by the *Indian Act*, R.S.C. 1985, c. I-5, as amended from time to time;
- (d) "First Nation Emergency Services Entity" includes a crew, committee or organized group of a First Nation responsible for any emergency services including, but not limited to, such things as a fire department, first responders, emergency first aid or ambulance attendants, search and rescue, forest fire suppression, auxiliary coast guard and police officers;
- (e) "Independent Contractor" means an individual or company retained by the Society to perform certain specific services or clearly defined tasks within a specified period of time;
- (f) "Officer" means a Director who holds one of the titles of President, Vice-President, or Secretary/Treasurer;
- (g) "Ordinary Resolution" means:
 - (i) a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,
 - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society, or
 - (iii) if the Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;
- (h) "Registered Address" of a member means his/her address as recorded in the register of members;
- (i) "Reserve" means an Indian Reserve as defined by the *Indian Act*, R.S.C. 1985, c. I-5, as amended from time to time;
- (j) "Society" means the First Nations Emergency Services Society (FNESS), as incorporated under the *Society Act*;
- (k) "*Society Act*" means the *Society Act* of the Province of British Columbia, R.S.B.C., 1996, c. 433, from time to time in force and all amendments to it;

- (l) "Special Resolution" means:
- (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person, or where proxies are allowed, by proxy:
 - (A) of which not less than 30 days notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (B) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 30 days notice has been given;
 - (ii) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society; or
 - (iii) if the Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution;
- (m) "Term" means the time between the Annual General Meeting and the immediate next Annual General Meeting.

1.2 The definitions in the *Society Act* on the date these By-laws become effective, apply to these By-laws.

1.3 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 - MEMBERSHIP

2.0 MEMBERSHIP

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

2.2 Subject to Section 2.3, general members and honorary members shall be recorded as such in a registry of members.

- 2.3
- 1) An applicant for membership must support the purposes of the Society.
 - 2) An application for membership must be made to the Society, using a form approved by the Directors.
 - 3) There are three categories of membership, General Members, Honourary Members, and Associate Members.
 - 4) A General Member is a person who is a member of a First Nation or of a First Nations Emergency Services Entity, or both. A General Member has the rights to notice of, to attend, to speak, and to vote at general meetings. A General Member who is a member of a First Nation has the right to be a candidate for election as a director.
 - 5) An Honourary Member is a person who:
 - a) is a member of a First Nation,
 - b) has made an extraordinary contribution to the Society, and
 - c) is appointed for life, by Ordinary Resolution.

An Honourary Member has the rights to notice of, to speak, and to vote at general meetings, but cannot be a director.

6) An Associate Member is a corporation, association or other organization, whether incorporated or not. An Associate Member has the rights to notice of and to attend general meetings, but not to speak or vote, or to be a director.

7) An application for membership received 30 days or fewer before a general meeting must be postponed until after that meeting.

2.4 Every member shall uphold the constitution and comply with these By-laws.

2.5 No part of the income of the Society may be payable or otherwise available for the personal benefit of any member of the Society. This does not preclude a member from being an employee or a Director or Officer of the Society.

2.6 1) The membership year is from January 1st – December 31st.

2) Annual membership dues for General and Associate Members must be determined by resolution of the Board.

3) A membership must be renewed on or before December 31st of the year in which the membership expires.

4) A person who joins on or before September 30th is in good standing with respect to payment of annual membership dues until December 31st of that year.

5) A person who becomes a member on or after October 1st is in good standing with respect to payment of annual membership dues until December 31st of the following year.

6) The Directors may waive the payment of annual membership dues, and extend or adjust the membership year for new members, where it would be just and equitable to do so.

7) There are no annual membership dues for Honourary Members.

2.7 A membership list will be prepared at the end of the fiscal year of the members in good standing for the records of the Society.

2.8 A member becomes a member not in good standing on failing to pay:

a) a debt due and owing to the Society, or

b) annual membership dues by or before the date set for their payment under bylaw 2.6.

2.9 A member ceases to be a member on:

a) delivering a written resignation to the Society,

b) death, or in the case of a corporation, dissolution,

c) having been a member not in good standing for 30 days, or

d) being expelled.

2.10 Expulsion of a member of the Society occurs in the following manner:

(a) A member may be expelled by a Special Resolution.

(b) The notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

2.11 1) A member may be suspended or expelled for conduct substantially prejudicial to the Association, 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 a reasonable opportunity to be heard at the meeting before the resolution is voted on."

3.0 REGISTER OF MEMBERS

3.1 The Society will keep a register of its members.

3.2 The Secretary shall maintain in the register the names of the Applicants for incorporation, and the name of every other person admitted as a member of the Society, together with the following particulars of each:

(a) the full name and resident address;

(b) the date on which a person is admitted as a member;

(c) the date on which a person ceases to be a member;

(d) the category of membership to which that person belongs pursuant to Section 2.3.

Part 3 - MEETINGS OF MEMBERS

4.0 GENERAL MEETINGS

4.1 General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide, provided that such place is located on a Reserve.

4.2 Subject to Section 4.3, an Officer of the Society, or in the absence of any of them, one of the other Directors present shall preside as chairman of a general meeting.

4.3 If at a general meeting:

(a) there is no Officer, or other Director present within 15 minutes after the time appointed for holding the meeting, or,

(b) the Officer and all other Directors present are unwilling to act as Chairman,

the members present shall choose one of their members to be Chairman.

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

4.5 The Directors may, whenever they think fit, convene an extraordinary general meeting.

4.6 The Directors of a Society, on the requisition of 10% or more of the voting members of the Society, shall convene a general meeting of the Society without delay.

4.7 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.

4.8 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.

4.9 An annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Part 4 - PROCEEDINGS AT GENERAL MEETINGS

5.0 SPECIAL BUSINESS

5.1 Special Business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business that is transacted at an annual general meeting, except:

(ii) the adoption of rules of order;

(iii) the consideration of the financial statements;

(iv) the report of the Directors;

(v) the report of the auditor, if any;

(vi) the election of Directors;

(vii) the appointment of an auditor, if required; and such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

6.0 QUORUM

6.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

6.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

6.3 A quorum is three (3) members present or such greater number as the members may determine at a general meeting.

6.4 If within 30 minutes from the time appointed for a general meeting to begin, a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three (3) members present.

7.0 ADJOURNMENTS

7.1 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.

7.2 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.

7.3 Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

8.0 RESOLUTIONS

- 8.1 All resolutions moved at a meeting must be seconded.
- 8.2 The chairman of a meeting may not move a resolution, but may propose a resolution.

9.0 VOTING

- 9.1 A member in good standing present at a meeting of members is entitled to one vote.
- 9.2 Voting is by show of hands, unless the members otherwise decide.
- 9.3 Voting by proxy is permitted as provided in Article 10.
- 9.4 In the case of a tie vote, the chairman does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

10.0 PROXY VOTING

10.1 Unless the Directors otherwise determine, the instrument appointing a proxy holder, and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy shall be received by the First Nations' Emergency Services Society office not less than 15 days before the time for holding the meeting of which the proxy holder proposes to vote. Late proxies will not be counted.

10.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the members or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the chair of the meeting before the vote was given.

10.3 Unless the *Society Act* requires any other form of proxy, an instrument appointing a proxy holder, shall be in the form following or in any other form that the Directors shall approve:

_____ of _____, the undersigned, hereby appoints
_____, of _____, as proxy for the undersigned to
attend at and vote for and on behalf of the undersigned at the general meeting of the Society to
be held on the _____ day of _____, 20_____ at _____
_____(location of meeting).

Signed this _____ day of _____, 20_____.

_____(Signature)

10.4 A proxy is valid for one meeting only or any adjournment thereof.

PART 5 - DIRECTORS AND OFFICERS

11.0 DIRECTORS AND OFFICERS

11.1 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 a general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;

- (b) these By-laws; and
- (c) rules, not being inconsistent with the By-laws, which are made from time to time by the Society in general meetings.

11.2 No rule, made by the Society in a general meeting, invalidates a prior act of the Directors, which would have been valid if that rule had not been made.

11.3 There shall be five elected Directors of the Society or such other number as determined by Special Resolution, but never less than three.

11.4 An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

11.5 An elected Director shall not be an employee of the Society.

11.6 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

11.7 A Director:

- (a) 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/her interest to each Director and otherwise comply with the requirements of the *Society Act*;
- (b) referred to in bylaw 11.7 (a) must not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

11.8 Directors and Officers shall:

- (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 reasonable and prudent person,

in exercising powers and performing functions as Directors and Officers.

11.9 The Members of the Society by ordinary resolution may require a Director to provide personal information it reasonably considers relevant to or required for the faithful discharge of the duties of an Officer or a Director.

11.10 Nothing in these bylaws relieves an Officer or Director:

- (a) from the duty to act in accordance with the *Society Act* and the regulations; or
- (b) from 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.

11.11 BC First Nations Forestry Council may appoint a representative to serve a one-year term as an appointed Director with full voting privileges. The annual appointment will commence at the first Board meeting following the Annual General Meeting until the following Annual General Meeting. The appointed Director shall be First Nations and extended the same support and services that are provided for an elected Director.

12.0 ELECTIONS OF DIRECTORS

12.1 The Directors will hold office for three years and in the year concluding their office shall retire at the annual general meeting at which their successors will be elected.

12.2 The election year for the Directors shall alternate, with three (3) Directors elected one year and two (2) Directors elected in the year immediately following and subject to the terms of these Bylaws in the third year there will be no elections.

12.3 An election may be by acclamation; otherwise, it must be by ballot.

12.4 If no successor is elected, the person previously elected or appointed may continue to hold office.

12.5 A previous Director may be re-elected.

12.6 The Directors may require any person nominated to hold office as a Director to provide personal information they reasonably consider relevant to or required for the faithful discharge of a Director's duties.

12.7 An independent contractor currently under contract to perform work for the Society cannot be nominated to be a Director.

12.8 Nominations for Directors may be conducted before the general meeting through established election policy that is available to all society members.

12.9 Advanced voting, including but not limited to, mail ballots may be conducted through established election policy. The Executive Director will conduct advance voting, all advance votes cast shall be sealed until the general meeting and counted with the ballots cast at the general meeting.

12.10 Each candidate may name a society member who is not a candidate to act as his/her scrutinizor for the counting of the ballots.

13.0 APPOINTMENT AND REMOVAL OF OFFICERS

13.1 At the Annual General Meeting, the Directors shall elect the President, Vice President and Secretary/Treasurer through a majority vote.

13.2 An Officer must be an elected Director and ceases to be an Officer when he/she ceases to be a Director, or in accordance with 13.4

13.3 An Officer shall be elected for a term, not to exceed their elected position as a Director

13.4 Directors may remove an Officer before the expiry of his/her appointment as an Officer through a majority vote of the Directors, taken in a manner consistent with all Society policies and guidelines.

14.0 VACANCY OF DIRECTORS AND OFFICERS POSITIONS

14.1 If a Director or an Officer ceases to hold office prior to the end of the term of office, the remaining Directors shall appoint a replacement in accordance with these By-laws to fill the vacancy.

14.2 A Director appointed pursuant to section 14.1 holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meetings.

14.3 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

15.0 REMOVAL OF DIRECTORS

15.1 The members may by Special Resolution remove a Director before the expiration of his/her office.

15.2 The notice of a Special Resolution to remove a Director before the expiration of his/her office shall be accompanied by a brief statement of the reason or reasons for the proposed removal.

15.3 The Director who is the subject of the proposed removal shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

Part 6 - PROCEEDINGS OF DIRECTORS

16.0 DIRECTOR MEETINGS

16.1 The Directors may meet together at such places as they think fit, provided that such places are located on a Reserve, for the dispatch of business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone conference call.

16.2 The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.

16.3 The President shall be chairman of all meetings of the Directors, unless the Directors otherwise decide.

16.4 A Director, at any time, and the Secretary-Treasurer, on the request of a Director, may convene a meeting of the Directors.

16.5 If the Society fails to hold an annual general meeting in the time specified by the *Society Act*, the Directors then in office shall be deemed to have been elected or appointed on the last day on which the annual meeting could have been held pursuant to these By-laws and they shall hold office until other Directors are appointed or elected.

16.6 Questions arising at any meeting of the Directors or a Director-delegated committee meeting shall be decided by a majority of votes.

16.7 In the case of any equality of votes, the chairman does not have a second or casting vote.

17.0 DELEGATED DUTIES

17.1 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee. The delegation of duties will be overseen or regularly reviewed by the Directors.

17.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act done in exercise of those powers to the Directors.

17.3 Subject to the directions of the Directors, the committee shall determine its own procedure.

17.4 The members of a committee may meet and adjourn as they think proper.

18.0 DIRECTOR'S ABSENT FROM DUTY

18.1 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, facsimile or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meetings of Directors shall be sent to that Director, and
- (b) 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.

19.0 DIRECTORS' RESOLUTIONS

19.1 Resolutions moved at a meeting of Directors or a meeting of a Director-delegated committee must be seconded and the chairman of a meeting may not move but may propose a resolution.

19.2 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid as if regularly passed at a meeting of Directors.

Part 7 - DUTIES OF OFFICERS AND DIRECTORS

20.0 OFFICER'S DUTIES

20.1 The president shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.

20.2 The vice-president shall carry out the duties of the president during his absence.

20.3 The secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notice of meetings of the Society and Directors;
- (c) keep minutes of meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.

20.4 The treasurer shall:

- (a) keep financial records, including books of account, as are necessary to comply with the *Society Act*;
- (b) render financial statements to the Directors, members and others when required.

20.5 The Directors will hold only one officer position, but may as directed by quorum of the Board, perform interim duties of another officer position.

20.6 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

21.0 DIRECTORS' DUTIES

21.1 The Directors shall prepare all reports including financial reports required by law to be prepared by the Society for the annual meeting.

21.2 The Directors shall on behalf of the Society file all financial and other reports that have to be filed as required by the *Society Act* and *Income Tax Act* and any other applicable laws.

21.3 The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

21.4 The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:

- (a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
- (b) every asset and liability of the Society; and,
- (c) every other transaction affecting the financial position of the Society.

Part 8 - SEAL

22.0 SEAL

22.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

22.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary- treasurer.

Part 9 - BORROWING

23.0 BORROWING

23.1 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 a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

23.2 A debenture shall not be issued without the authorization of a special resolution. The issuance shall not exceed a period of one year of the resolution.

23.3 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.

Part 10 - AUDITOR

24.0 AUDITOR

24.1 This Part applies only if the Society is required or has resolved to have an auditor.

24.2 At each annual general meeting the Society shall appoint an auditor until he or she is re-appointed or a successor is appointed at the next annual general meeting.

24.3 An auditor may be removed by ordinary resolution.

24.4 An auditor shall be promptly informed in writing of the auditor's appointment or removal.

24.5 A Director or employee of the Society shall not be its auditor.

24.6 After being served notice in writing of not less than five days before a meeting date, the auditor may attend general meetings. His/her reasonable expenses may be paid by the Society.

Part 11 - NOTICES TO MEMBERS

25.0 NOTICES TO MEMBERS

25.1 No less than 30 days prior to a general meeting, a notice shall be given to a member, either personally or by mail to him at his registered address.

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

25.3 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given;
- (b) the auditor, if Part 10 applies; and
- (c) no other person is entitled to receive a notice of general meetings.

Part 12 - BY-LAWS

26.0 BY-LAWS

26.1 On being admitted to membership, each member is entitled to, and the Society must, on request by that member, provide without charge, a copy of the Constitution and By-laws of the Society.

26.2 These By-laws must not be altered or added to except by special resolution.