



Kaska Dena Council

NOTICE OF ANNUAL GENERAL ASSEMBLY

NOTICE IS HEREBY GIVEN that the Annual General Assembly of the Members of
KASKA DENA COUNCIL (the "KDC")

WILL BE HELD ON

August 9th, 10th and 11th, 2019 between 9:00 am and 4:30 pm

AT

LOWER POST, BC

Notice is hereby given to all members that the ANNUAL GENERAL ASSEMBLY of the KDC will be held on the dates and times at the location specified above for the following purposes:

1. To provide KDC members with reports from the KDC executive and negotiating team.
2. To provide members with a KDC financial report.
3. To vote on certain special resolution (the "Special Resolution") involving amendments to the Constitution and Bylaws of the KDC.
4. To transact such other business as may be brought properly before the meeting.

Please note the following documents form part of this notice:

- The proposed changes to the KDC Bylaws to address practical matters identified by one or more KDC directors;
- A draft special resolution to amend the KDC Bylaws as per above.

KASKA DENA COUNCIL



MEMO TO: KASKA DENA COUNCIL MEMBERS
FROM: KASKA DENA COUNCIL EXECUTIVE
SUBJECT: DRAFT AMENDMENTS TO KASKA DENA COUNCIL BYLAWS AND
CONSTITUTION
DATE: JULY 8, 2019

We have had draft amendments to the Kaska Dena Council (“KDC”) Bylaws and Constitution prepared by our legal counsel, Miller Titerle and Company, which amendments are described below.

1. Updating of KDC Constitution
2. Election of Executive to include on-line Voting (Section 4.8)
3. Qualifications to be eligible as a KDC Director – (Section 5.1)
4. Board Composition – Clarification as to representative of hereditary system (Section 5.2 (d))
5. Board Composition – Method of appointment for Directors (Hereditary System, Muncho Region and Fireside Region) (Section 5.2)
6. Transition – Clarification re: applicability of certain provisions to the Directors from date of ratification of these bylaws until the date of the annual general meeting in 2021 – (Section 5.3)
7. Additional Represented Communities – Kaska Nation community that is not already represented on the Board (Section 5.4)
8. Additional Directors for Additional Represented Communities– (Section 5.5)
9. Term of Appointment of Directors – Clarification of term (section 5.6 a), b) & c)
10. Duties of Directors: Alternate Chairperson (Section 8.2); Vice Chairperson of Youth (Section 8.3)

CONSTITUTION OF THE KASKA DENA COUNCIL

WHEREAS:

1. The inherent right to self-determination of Indigenous peoples is recognized and affirmed in section 35 of the *Constitution Act, 1982* and in the *United Nations Declaration on the Rights of Indigenous Peoples*;
2. The Kaska Dena have existing and continuing Aboriginal Rights and Title, including other interests, throughout their unceded ancestral territories in British Columbia, Yukon, and Northwest Territories that the Kaska Dena have used and occupied since time immemorial and which are recognized and affirmed under section 35(1) of the *Constitution Act, 1982*;
3. The Kaska Dena continue to harvest and rely on resources within their ancestral territories to sustain ourselves and our way of life as an Aboriginal peoples and intend to continue to do so to perpetuate our way of life for future generations;
4. Our true identity lies in our Kaska Dena lineage, shared language, customs, traditions and historical experiences;
5. The Kaska Nation is founded on sacred responsibilities and inherent rights granted to the Kaska by the Creator;
6. The Kaska are custodians of the land and its resources and will maintain, preserve and protect Kaska land for present and future generations;
7. Respect for the land and for all Kaska Dena is of overriding importance;
8. Kaska Nation's decisions about land and resource management will be fully informed;
9. Sharing is an important principle of Kaska culture, including the sharing of the land the benefits derived from the land; and
10. Kaska laws are sacred and paramount. The *A'ii/Dula (sacred laws)* and *Dena Ah Nezen (code of conduct)* are the basis of the Kaska relationship to the land and the culture;

THEREFORE:

The Constitution empowers and requires the Kaska Dena Council to:

- (a) Represent the interests of all Kaska Dena, especially with respect to the negotiation and settlement of the Kaska Dena Land Claim;
- (b) Promote, protect and implement Kaska Dena law and legal orders with respect to the land and cultural heritage of the Kaska Dena;
- (c) Promote unity and sharing within the Kaska Nation;
- (d) Promote a community environment wherein all Kaska people can enjoy physical and spiritual health and live with dignity and pride;
- (e) Work toward the recognition and affirmation of Aboriginal Rights and Title of the Indigenous Peoples of Canada; and
- (f) Do all things necessary to achieve the foregoing objectives.

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Part 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

- (a) **"Act"** means the *Societies Act* (British Columbia) as amended from time to time;
- (b) **"Board"** means the Directors of the Society;
- (c) **"Bylaws"** means these Bylaws as altered from time to time;
- (d) **"Constitution"** means the constitution of the Society;
- (e) **"Director"** means directors of the Board;
- (f) **"Member"** means a member of the Society that is eligible in accordance with section 2.2 and has applied and been approved for membership in accordance with sections 2.1 and 2.3; and
- (g) **"Society"** means the Kaska Dena Council.

1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

1.3 Interpretation

In these Bylaws:

- (a) headings are included for reference only and will not be applied to broaden, narrow or otherwise alter the meaning of any provision hereof;
- (b) words importing the singular number only, include the plural and vice versa;
- (c) words importing gender include all genders;
- (d) "including" means "including without limiting the generality of the foregoing"; and
- (e) any variation of a defined term will have the corresponding meaning to the term.

1.4 Conflict with Act or Regulations

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

Part 2 MEMBERSHIP

2.1 Members

The Members are:

- (a) the applicants for incorporation of the Society; and
- (b) those persons who subsequently become Members in accordance with section 2.3 of these Bylaws;

and who have not ceased to be Members and have not been expelled in accordance with section 2.7.

2.2 Eligibility for Membership

Membership in the Society is restricted to individuals who:

- (a) are of Kaska ancestry and prior to 1940 were ordinarily resident in or used and occupied the Kaska Dena ancestral territory in British Columbia;
- (b) are the descendants of a person described in subsection 2.2(a); or
- (c) are adopted as an aboriginal child pursuant to an approved Kaska policy on adoption by a person described in subsection 2.2(a).

2.3 Application for Membership

A person may apply to the Board for membership in the Society by completing such application form as may be approved by the Board from time to time. The application will be approved by the Society's Membership Committee in accordance with approved eligibility criteria, and the person becomes a Member upon the Board's acceptance of the application.

2.4 Duties of Members

Every Member will uphold the Constitution of the Society and comply with these Bylaws.

2.5 Membership Dues

The amount of the annual membership dues payable by the Members, if any, may be determined by the Board by ordinary resolution.

2.6 Termination of Membership

A person will cease to be a Member of the Society:

- (a) by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the registered address of the Society;
- (b) on his/her death; or
- (c) on being expelled in accordance with section 2.7 of these Bylaws.

2.7 Expulsion of Members

- (a) A Member may be expelled by a special resolution of the Board passed at a duly convened meeting of the Board ("**Expulsion Resolution**").
- (b) The Board will as soon as practicable after passing an Expulsion Resolution deliver written notice to such Member ("**Expulsion Notice**") which must include a brief statement regarding the reason(s) for the proposed expulsion.
- (c) The expelled Member will have 30 days from receipt of an Expulsion Notice to request by delivering written notice to the Society a hearing before the Board ("**Expulsion Hearing**"). Except in extraordinary circumstances, if the expelled Member fails to respond to such Expulsion Notice in writing within the 30 day period, such Member will be deemed expelled as of the day following the 30th day of such period. The Board will hold an Expulsion Hearing within 30 days' of receipt of an Expulsion Notice, and will provide no less than 15 days' notice of the time and date of such Expulsion Hearing. The expelled Member may submit written submissions in the form and manner reasonably determined by the Board. The expelled Member will be given a reasonable opportunity to make oral submissions at such Expulsion Hearing. At least one Board Member must attend any Expulsion Hearing.
- (d) The Director(s) presiding over the Expulsion Hearing will provide written notice of their final decision no later than 10 days after the date upon which the Expulsion Hearing occurred. The decision of such Director(s) is final, and such Directors(s) must consider in good faith the submissions of the expelled Member.

2.8 Membership in Good Standing

All Members are in good standing except a Member who has not complied with these Bylaws or who has acted in a manner inconsistent with the Constitution.

2.9 Voting Rights

All Members are entitled to one vote at a meeting of the Members and on a proposed resolution of the Members. However, a Member that is not in good standing is not entitled to vote at a meeting of the Members, and is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members, for the duration of the time that such Member is not in good standing.

2.10 Forfeit of Rights

Upon ceasing to be a Member, such Member forfeits all rights, privileges, or interests arising from membership in the Society.

2.11 Honourary Members

The Board, either on the recommendation of the Member(s) or of its own accord by ordinary resolution, may, from time to time, designate certain individuals as honourary Members of the Society. Honourary Members are distinct from, and do not have the rights (including voting rights) and obligations of, other Members.

Part 3 MEETINGS OF MEMBERS

3.1 Meeting of Members

General meetings of the Members of the Society will be held at the time and place that the Board decides from time to time. Every general meeting, other than an annual general meeting, is a special general meeting.

3.2 Calling Meetings

The Board may, from time to time and in its sole discretion, convene a special general meeting of the Members.

3.3 Notice of Meeting of Members

Notice of a general meeting must be sent to all the Members at least 14 days before the meeting, and the notice will specify the place, day and hour of meeting, and, in case of special business, the general nature of such special business in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

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.

3.4 Annual General Meetings

The first annual general meeting of the Society will be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting will be held at least once in every calendar year.

3.5 Language

The business of the Society will be conducted in the traditional language of any Member. The Society will reimburse such Member for any reasonable costs incurred by such Member in arranging for such translation services.

3.6 Consensus and Majority Votes

Agreement by consensus at all meetings of the Members will be encouraged. In cases where consensus cannot be achieved, a three-quarters (3/4) majority vote of those Members having the right to vote will be required for the approval of motions.

3.7 Attendance at Meetings

Persons entitled to attend meetings of the Members include all Members of the Society and any other person who has the permission of the Board to attend.

3.8 Right to Remove

The Board, by a vote of the majority of a quorum of the Board in attendance, or where a quorum of the Board is not present, any Director, may expel any person, including Members of the Society, from any meeting of the Society, including meetings of Members, where that person is deliberately disrupting the meeting and interfering with the flow of business.

Part 4
PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Special Business

Special business is:

- (a) all business at a special general meeting, except the adoption of rules of order which is ordinary business; and
- (b) all business transacted at an annual general meeting except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements of the Society presented to the meeting;
 - (iii) the consideration of the report of the Directors;
 - (iv) the consideration of the report of the auditor, if any;
 - (v) the election or appointment of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, all of which is ordinary business.

4.2 Quorum

- (a) No business, other than the election of a chairperson and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) Quorum for any general meeting is twenty-five (25) Members, provided that there must be at least three (3) Members present from each of the Fort Ware, Muncho Lake, Good Hope Lake, Lower Post and Fireside regions.
- (d) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.3 Chair of Meeting

The Chairperson of the Society will preside as chairperson of an annual general or special general meeting. Should the Chairperson of the Society be (a) unable to do so, (b) unwilling to do so, or (c) the Chairperson does not arrive within ten (10) minutes of the scheduled start time of any such annual general or special general meeting, the quorum of the Board present at any such meeting will appoint another Director to act as chair of such meeting. The Chairperson may appoint any person as chair of any annual general or special general meeting, which right may be exercised in writing and in advance of any such meeting.

4.4 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.5 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.6 Voting and Resolutions

- (a) All resolutions proposed at a meeting of the Members must be seconded and the seconder must be a different person from the mover.
- (b) In case of an equality of votes, the chairperson of the meeting will not have a casting or second vote in addition to the vote to which he/she may be entitled as a Member, and the proposed resolution will not pass.
- (c) The chairperson of a meeting of the Members must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- (d) Voting by proxy is permitted as and where such permission is granted in advance of the vote by the Board.
- (e) Voting may be conducted in one of the following manners, as determined by the Board:
 - (i) show of hands or oral vote recorded by the secretary of the meeting; or
 - (ii) secret ballot in accordance with section 4.7.
- (f) A matter to be decided at a general meeting must be decided by ordinary resolution (i.e., simple majority) unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.7 Secret Ballots

Any Member or Director may request that a vote of the Members be conducted by secret ballot during any meeting of the Society in which a matter will be voted on by the Members. If a majority of the quorum of Members in attendance vote by show of hands in favour of conducting a vote in relation to such matter by secret ballot, the Board will take such steps reasonably required to conduct such vote by secret ballot.

The Board may by ordinary resolution prepare reasonable rules and regulations in relation to secret ballots from time to time.

4.8 Online Voting

Election of Executive Officers will include methods for online voting. Any such method of online voting must be:

- (a) secure;
- (b) anonymous;
- (c) available to all voting Members;
- (d) open for a reasonable amount of time; and
- (e) simple to use, and instructions for use must be communicated to all voting members prior to opening such platform for voting.

The Board may by ordinary resolution prepare reasonable rules and regulations in relation to elections and online voting from time to time.

Part 5 EXECUTIVE OFFICERS AND DIRECTORS

5.1 Directors Qualifications

To be eligible as a Director, a person must:

- (a) be at least 18 years old;
- (b) must be a Member of the Kaska Dena Council¹
- (c) not be disqualified from being a director pursuant to section 44(3) of the Act;¹
- (d) hold such office or have been appointed in accordance with the relevant Kaska Nation community's governance systems and customs in accordance with section 5.2, and must continue to hold such office or appointment without revocation or termination in accordance with the applicable election or appointment governance systems or customs; and

¹ Section 44(3) of the *Societies Act* states that persons are ineligible for directorship of a society where such person is (a) found to be incapable of managing their own affairs, (b) is an undischarged bankrupt, or (c) an offence related to promotion, formation or management of a corporation or entity, or an offence involving fraud, unless certain conditions are met.

- (e) not have been convicted of a crime by a court of competent jurisdiction in Canada with a significant component of moral reprehensibility or maliciousness, or which offence relates to reckless disregard for the life, safety or well-being of one or more persons, including murder, rape, theft, assault, terrorism, or criminal negligence, to the extent permitted by law.

A person who ceases to be eligible under this section 5.1 automatically ceases to hold office as a Director immediately upon ceasing to be eligible.

5.2 Board Composition

Subject to section 5.3, there will be nine (9) Directors of the Society as follows:

- (a) the Chief of the Kwadacha First Nation, as elected in accordance with the *Indian Act*, or such other eligible member of Kwadacha First Nation as appointed by the members of Kwadacha First Nation in accordance with the governance systems and customs of Kwadacha First Nation;
- (b) the Chief of the Dease River Indian Band, as elected in accordance with the *Indian Act*, or such other eligible member of Dease River Indian Band appointed by the members of Dease River Indian Band in accordance with the governance systems and customs of Dease River Indian Band;
- (c) the Deputy Chief of the L.I.R. #3, as elected in accordance with the *Indian Act*, or such other eligible member of L.I.R. #3 appointed by the members of L.I.R. #3 in accordance with the governance systems and customs of L.I.R. #3;
- (d) the hereditary chief of the Kaska Dena hereditary system to represent the Lutz family, or such other eligible individual representing the Lutz family appointed by the members of the Lutz Family to serve as an alternate;
- (e) an eligible individual representing the Fireside region that is a member of Kaska Nation appointed by the members of the Kaska Nation from the Fireside region in accordance with the governance systems and customs of the Fireside region;
- (f) an eligible individual representing the Muncho region that is a member of Kaska Nation appointed by the members of the Kaska Nation from the Muncho region in accordance with the governance systems and customs of the Muncho region;
- (g) the Chairperson; and
- (h) two (2) Vice-Chairperson[s],

For Directors appointed in accordance with sections 5.2(d), 5.2(e) and 5.2(f), the relevant Kaska Nation communities will provide evidence reasonably satisfactory to the Society supporting such appointment, including a letter of appointment executed by the majority of the individuals responsible for appointment of community representatives in the relevant Kaska Nation communities.

5.3 Transition

These Bylaws will be ratified during the active term of appointment of a number of Directors. As such the following provisions are included to clarify the applicability of certain provisions to the

Directors appointed from the date of ratification of these Bylaws until the date of the annual general meeting taking place in the year 2021.

- (a) Executive Officers elected prior to the date of ratification of these Bylaws, so long as such Executive Officers' term (as set out in section 5.3(c) of the Previous Bylaws, as defined below) has not expired, such Executive Officer has not been removed from the Board, such Executive Officer has not resigned as a Director as of the date of ratification hereof, and such Executive Officer is eligible to be a Director in accordance with section 5.1, will continue to serve as an Executive Officer in accordance with the terms of appointment set out in section 5.11 of the bylaws of the Society filed November 5, 2018, 1:15 p.m. ("**Previous Bylaws**").
- (b) The Vice-Chairperson of Finance and Administration will continue as an Executive Officer for the term specified in section 5.3(c) of the Previous Bylaws, being a term of three (3) years from election, and will cease to hold office upon expiry of such term. The Vice-Chairperson of Finance and Administration's role as an Executive Office will be subject to these Bylaws, save and except that such Executive Office will be subject to the roles and responsibilities set out in section 7.2 of the Previous Bylaws.
- (c) The Chairperson appointed as at the date of ratification of these Bylaws will continue as Chairperson for the term specified in section 5.3(c) of the Previous Bylaws, and will be subject to these Bylaws.
- (d) The Vice-Chairperson of Research and Land Claims Negotiations will continue as an Executive Officer for the term specified in section 5.3(c) of the Previous Bylaws and will be subject to these Bylaws. For greater certainty, the roles and responsibilities of the Vice-Chairperson of Research and Land Claims Negotiations as defined in section 7.2 of the Previous Bylaws will cease, and such Executive Office will be deemed the Vice-Chairperson of Research and Reconciliation Negotiations from the date of ratification of these Bylaws until the expiry of such Executive Officer's term, and will be subject to section 8.4 hereof.
- (e) Each of the Directors set out in section 5.1(b)(i) to (vi) of the Previous Bylaws that was elected prior to the date of ratification of these Bylaws, so long as such Director still holds the title with their respective Kaska Nation community as set out in section 5.1(b) of the Previous Bylaws has not expired, such Director has not been removed from such title or as a Director, such Director has not resigned from such title or as a Director as of the date of ratification hereof, and such Director is eligible to be a Director in accordance with section 5.1, will continue as a Director until the earlier of (i) the date of the annual general meeting taking place in the year 2021, and (ii) the date upon which the term of title of such Director within the Kaska Nation community such Director represents ceases, at which point the terms of section 5.2 will apply to the term of such Directors.

5.4 Additional Represented Communities

A Kaska Nation community that is not already represented on the Board ("**Unrepresented Community**") may make written application to the Society to become a Kaska Nation community which will be entitled to appoint a representative to the Board ("**Represented Community**"). The Directors may approve any such application if:

- (a) the applicant Kaska Nation community holds a referendum where a majority of the members of any such community 18 years or older vote in favour of becoming a Represented Community; and
- (b) the applicant Kaska Nation provides evidence satisfactory to the Society respecting the results of a referendum as described in section 5.4(a).

5.5 Additional Directors

- (a) If a Kaska Nation community's application to become a Represented Community in accordance with section 5.4 is accepted, such Kaska Nation community will be entitled to appoint a representative to the Board in accordance with this section 5.5.
- (b) If any such Kaska Nation community is an Indian band pursuant to the *Indian Act*, the Director representing such Kaska Nation community will be the Chief of such Kaska Nation community as elected in accordance with the *Indian Act*, or such eligible representative appointed by the members of such Kaska Nation community in accordance with the governance systems and customs of such Kaska Nation community.
- (c) If any such Kaska Nation community is not an Indian band pursuant to the *Indian Act*, the Director representing such Kaska Nation community will be an eligible individual appointed by the members of such Kaska Nation community in accordance with the governance systems and customs of such Kaska Nation community.

5.6 Term of Appointment

- (a) Term of Appointment. Each Director will serve for the following terms:
 - (i) in the case of Directors appointed to the Board in accordance with sections 5.2(a) and 5.2(c), a term of three (3) years from the date of election or appointment, as applicable;
 - (ii) in the case of Directors appointed to the board in accordance with section 5.2(b), for a term of two (2) years from the date of election or appointment, as applicable;
 - (iii) in the case of Directors appointed to the Board in accordance with sections 5.2(d), 5.2(e) and 5.2(f), a term of three (3) years from the date of appointment as evidenced in the documents supplied by the relevant Kaska Nation communities in accordance with section 5.2;
 - (iv) in the case of Directors appointed in accordance with section 5.2(g) and 5.2(h), a term of three (3) years from the date of election; and
 - (v) in the case of Directors appointed in accordance with section 5.4, for a term equal to the duration of their term of election if such Kaska Nation community is an Indian band pursuant to the *Indian Act*, or where such Kaska Nation community is not an Indian band pursuant to the *Indian Act*, for a period of three (3) years commencing on the date of appointment as

evidenced in the documents supplied by the relevant Kaska Nation community in accordance with section 5.2;

subject to removal in accordance with section 5.13.

- (b) Successive Appointments. Nothing herein will prohibit a Kaska Nation community from appointing the same Director for successive terms, provided that such appointment is otherwise in accordance with the governance systems and customs of the relevant Kaska Nation community and the Indian Act, as applicable. Notwithstanding section 5.8(a), upon appointment, each Director will be deemed a Member.
- (c) Deemed Expiry and Extension. Each Director's term shall be deemed to have expired, or deemed to have been extended to, as applicable, the date upon which the annual general meeting is held occurring during the year in which a Director's term will expire in accordance with section 5.6(a), or in the case of Executive Officers appointed prior to, and acting as Executive Officers as of, the date of ratification of these Bylaws, the date of expiry of such Director's term in accordance with section 5.3(c) of the Previous Bylaws.

5.7 Ineligibility

In the event that any of the individuals appointed to the board in accordance with section 5.2 are or become ineligible pursuant to section 5.1, the relevant Kaska Nation community will as soon as practicable appoint a successor in accordance with the governance systems and customs of the relevant Kaska Nation community.

5.8 Consent

An election or appointment of an individual as a Director is invalid unless the individual:

- (a) either:
 - (i) consents in writing to be a Director of the Society; or
 - (ii) the election or appointment is made at a meeting at which the individual is present, and the individual does not refuse, at the meeting, to be a Director.

Any Director that wishes to resign must execute a written resignation to the Society. Resignation is effective as of the date of receipt of any such written resignation, or on the date, at the time, or upon the occurrence of an event, as specified in any such written resignation.

5.9 Board Powers

The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws, the Act, or otherwise lawfully directed or required to be exercised or done by the Society at a general meeting of the Members, but subject to:

- (a) all applicable laws, including the Act;
- (b) these Bylaws; and

- (c) rules, that are not inconsistent with these Bylaws, and that are adopted from time to time by the Society at a general meeting.

No rule adopted by the Members at a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been adopted.

5.10 Executive Officers

- (a) The number of Executive Officers will be three (3).
- (b) The Chairperson and Vice-Chairpersons will be the Executive Officers of the Society.
- (c) Each Executive Officer must be a Member of the Society.

5.11 Elections of Executive Officers

- (a) Elections of Executive Officers will be conducted by methods which will include online voting in accordance with section 4.8 without the requirement for any further resolution, and according to (i) electoral processes reasonable for the election of leadership positions of a society similar to the Society, and (ii) electoral rules and regulations prepared by the Society and approved by ordinary resolution of the Board. Executive Officers may also be appointed by acclamation.
- (b) The Executive Officers will retire from office at the annual general meeting held at the end of, or immediately after the expiry of, their three (3) year term, and successors will be elected at such meeting.
- (c) Separate elections will be held for each office to be filled.
- (d) Notwithstanding section 5.11(c), if no successor is elected, the person previously elected or appointed continues to hold office until the next annual general meeting.

5.12 Discipline of Directors

The Board may by special resolution discipline a Director. Disciplinary mechanisms may include but are not limited to:

- (a) removal from, and suspension or prohibition from attending meetings of the Society;
- (b) restriction or revocation of certain rights and obligations otherwise available to or upon a Director; and
- (c) removal from office.

Any disciplinary measures must be in the best interests of the Society. Disciplinary authority must be exercised in good faith and without ulterior motives.

5.13 Removal of Directors

- (a) A Director may be removed from the Board by a special resolution of the Board passed at a duly convened meeting of the Board ("**Removal Resolution**").
- (b) The Board will as soon as practicable after passing a Removal Resolution deliver written notice to such Director ("**Removal Notice**") which must include a brief statement regarding the reason(s) for the proposed removal.
- (c) The removed Director will have thirty (30) days from receipt of a Removal Notice to request by delivering written notice to the Society a hearing before the Board ("**Removal Hearing**"). Except in extraordinary circumstances, if the removed Director fails to deliver a Removal Notice within the thirty (30) day period, such Director will be deemed to have ceased to hold office as a Director as of the day following the thirtieth (30th) day of such period. The remaining Directors will hold a Removal Hearing within thirty (30) days' of receipt of a Removal Notice, and will provide no less than fifteen (15) days' notice of the time and date of such Removal Hearing. The removed Director may submit written submissions in the form and manner reasonably determined by the remaining Directors. The removed Director will be given a reasonable opportunity to make oral submissions at such Removal Hearing. At least three Directors, one of which must be an Executive Officer, must attend a Removal Hearing.
- (d) The Directors presiding over the Removal Hearing will deliver written notice including such Directors' final decision and the reasons therefor to the removed Director no later than 10 days after the date upon which the Removal Hearing occurred, and will consider in good faith the submissions of the removed Director in making its final decision.

5.14 Vacancies

The Board may at any time and from time to time appoint a member as a Director or an Executive Officer to fill a vacancy until a successor is appointed in accordance with section 5.6. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

5.15 Remuneration of Directors and Executive Officers

Directors are entitled to receive an honorarium for their service to the Society as Directors. The amount of any such honorarium will be determined by special resolution. Any Director that is an employee, contractor, agent, or other remunerated representative of the Society in addition to being a Director is not eligible for an honorarium.

5.16 Expense Reimbursement

Directors of the Board may submit receipts to the Society for reimbursement of reasonable expenses incurred in the fulfillment of their duties as Directors of the Board. Expenses over \$500 must be approved by a majority of the Executive Officers. The Society will establish reasonable accounting, review, approval and reimbursement procedures respecting such expense reimbursements.

Part 6
COMMITTEES OF THE BOARD

6.1 Committees of the Board

- (a) The Board may delegate any, but not all, of its powers from time to time and on such conditions it deems fit to one or more committees ("**Committees**") consisting of:
 - (i) Members; and
 - (ii) at least one Director.
- (b) A Committee formed pursuant to section 6.1(a) will abide by
 - (i) the Bylaws;
 - (ii) the Constitution; and
 - (iii) any:
 - A. instructions given;
 - B. approved terms of references respecting such Committee; and
 - C. rules or regulations;

by the Board from time to time.
- (c) A Committee will report every act or thing done in exercise of its powers to the Board within a reasonable period of time and as requested by the Board.

6.2 No Binding Authority

No Committee may bind the Society to, or execute on behalf of the Society, any legal instrument, certificate, agreement, contract, deed, mortgage, transfer, or other document or record.

6.3 Remuneration and Reimbursement

The Directors may determine the amount of remuneration to be paid to Committee members from time to time by ordinary resolution. Committee members may be remunerated for reasonable expenses incurred in the course of carrying out the Committee member's duties as a member thereof. Any expenses to be incurred by such Committee member must be approved in advance by the Director sitting in on such Committee.

Part 7
PROCEEDINGS OF MEETINGS OF THE BOARD AND COMMITTEES

7.1 Meetings of the Board

- (a) A quorum for a Board meeting will be six (6) Directors.

- (b) At least two (2) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- (c) The Board may hold meetings at such places it deems fit to carry out its business, may adjourn meetings and otherwise regulate its meetings and proceedings as it deems fit.
- (d) The Chairperson will be chairperson of all Board meetings, but if at a meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, a Vice-Chairperson will act as chairperson of such meeting. If neither the Chairperson nor either Vice-Chairpersons are present, the Directors present may choose a Director that is present to be the chairperson at such meeting.
- (e) A Director may at any time, and the Chairperson, on the request of a Director, will, convene a Board meeting.

7.2 Meetings of Committees

- (a) A Committee will elect a chairperson for its meetings. The chairperson will be the Director if present, unless otherwise determined by a majority of the Committee members present at such meeting.
- (b) Quorum for a meeting of any Committee will be at least a majority of its members.
- (c) The members of a Committee may meet and adjourn meetings as they deem fit to fulfill their responsibilities, subject to any rules imposed by, or instructions given by, the Board.
- (d) The members of a Committee may make decisions based on a majority of the Committee members present at any meeting of such Committee.

7.3 Votes

- (a) Questions arising at a meeting of the Board or of a committee will be decided by a majority of votes.
- (b) All resolutions proposed at meetings of the Board or of a committee must be seconded, and the seconder must be a different person from the mover. The chairperson of a meeting may move or propose a resolution.
- (c) 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.
- (d) Where the option is available, votes of meetings of the Board or Committees may be cast on-line. Any such on-line voting procedure must be reasonably secure and include reasonable identification procedures.

7.4 Proceedings at Meetings of the Board and Committees

- (a) Any Director, in the case of Board Meetings, or Committee member, in the case of Committee meetings, may propose a resolution. A resolution need not be seconded to be voted upon.
- (b) In the case of an equality of votes, a re-vote will be conducted. In the case of a subsequent equality of votes, the Chairperson, if present, and the chair of any such meeting, if the Chairperson is not present, will have a tie-breaking vote.
- (c) Unless otherwise specified herein, a matter to be determined by the Directors at a meeting of the Board or a Committee by ordinary resolution.
- (d) A secretary will be appointed to record the minutes of any meeting of the Board or a Committee prior to convening any such meeting.
- (e) Any meeting of the Board or a Committee may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Except as provided in this section 7.4(e), it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting provided the date, time and place of such adjourned meeting is determined and announced at any such meeting.

7.5 Written Resolutions

The Board may pass a resolution signed by a special majority of the Board in writing which will have the same force and effect of a resolution passed at a duly convened meeting of the Board.

Part 8 **DUTIES OF DIRECTORS**

8.1 Chairperson

- (a) Subject to section 4.3, the Chairperson will preside at all meetings of the Society and of the Board.
- (b) The Chairperson is the Chief Executive Officer of the Society and will supervise the other Executive Officers in the execution of their duties.
- (c) The Chairperson is an ex-officio member of all committees of the Society and is entitled as of right to attend and speak at all such meetings. For greater certainty, unless the Chairperson is a Director appointed to such Committee, the Chairperson is not entitled to vote at a meeting of such Committee.

8.2 Alternate Chairperson

Subject to appointment of an alternate chair in accordance with section 4.3, the Vice-Chairperson of Research and Reconciliation Negotiations will carry out the duties of the Chairperson during any absence of the Chairperson. If the Vice-Chairperson is unwilling or

unable to do so, the Board will appoint an alternate person to carry out the duties of the Chairperson during any such absence by ordinary resolution.

8.3 The Vice-Chairperson of Youth

A Vice Chairperson of Youth will serve in a part-time capacity and will be remunerated by honorarium as determined by an ordinary resolution of the Directors. The Vice-Chairperson of Youth is responsible for:

- (a) attending all Board of Directors meetings and conference calls;
- (b) representing issues and priorities of Kaska Dena youth; and
- (c) such other responsibilities as may from time to time be assigned to him/her by the Chairperson or the Board.

8.4 Vice-Chairperson of Research and Reconciliation Negotiations

The Vice-Chairperson of Research and Reconciliation Negotiations is responsible for:

- (a) assisting in the negotiation of treaties, reconciliation agreements and related agreements;
- (b) management of all employees, contractors and consultants engaged in projects related to reconciliation negotiations;
- (c) gathering all resources necessary to enable successful negotiation of reconciliation matters and any programs flowing therefrom;
- (d) overseeing collection, and ensure safe storage of, maps, documentation, genealogical information, social information, and any and all research that will assist the Kaska Dena in planning their future;
- (e) reporting to the Executive Officers, the Board and the Members from time to time with respect to reconciliation negotiations and research, as requested; and
- (f) such other responsibilities as may from time to time be assigned to him/her by the Chairperson or the Board.

Part 9 **BORROWING**

9.1 Power to Borrow

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides from time to time.

9.2 Power to Invest

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, invest the property of the Society.

9.3 Restrictions

The Members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next annual general meeting. No debenture will be issued without sanction of a special resolution.

9.4 Dissolution

In case of dissolution, any remaining assets of the Society will go to a recognized charitable organization.

Part 10 AUDITOR

10.1 Appointment

The Society will appoint an auditor at each annual general meeting to hold office until the next annual general meeting.

10.2 Removal

An auditor may be removed by ordinary resolution.

10.3 Notice

An auditor will be promptly informed in writing of his/her appointment and removal.

10.4 Prohibitions

No Director, Member or employee of the Society will be an auditor pursuant to this Part 10.

10.5 Meeting Attendance

The auditor is entitled to attend all general meetings.

Part 11 NOTICE TO MEMBERS

11.1 Provision of Notice

- (a) A notice may be given to a Member: (i) personally; (ii) by mail to such Member's registered address; or (iii) by e-mail to such Member's registered e-mail; and such notice will also be publicized and delivered to the communities represented by the Kwadacha First Nation, the Deputy Chief and Council of L.I.R. #3, the Dease River Indian Band and the Kaska people of the Fireside and Muncho Lake regions.
- (b) A notice sent by mail will 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.
- (c) A notice sent by e-mail will be deemed given on the day upon which such e-mail is sent.

- (d) Except for Expulsion Notices or Removal Notices, notice may also be given by publication of such notice to the Society's website, provided that such notice is also posted in a publicly accessible portion of the Society's physical offices in a prominent location. Such notice will be deemed given on the thirtieth (30th) day following posting of such notice to the Society's website and in the Society's physical offices in accordance with this section 11.1.

11.2 Recipients of Notice

Notice of a general meeting will be given to:

- (a) each Member;
- (b) the auditor, if there is one; and
- (c) each First Nation or community represented by the Society.

No other person is entitled to receive a notice of a general meeting.

11.3 Member Register

The Society will keep a register of Members which will include the mailing address and contact information of each Member as included in such Member's application for membership, and as updated from time to time. Deemed delivery by mail pursuant to section 11.1 will apply provided that the Society has sent such notice to the address or contact information contained on such Member register.

Part 12 BYLAWS

12.1 Right to a Copy

On being admitted to membership, each Member is entitled to receive upon request, and the Society will give such Member, without charge, a copy of the Constitution and these Bylaws of the Society.

12.2 Alterations

These Bylaws will not be altered or added to except by special resolution of the Members.

Part 13 INSURANCE AND INDEMNIFICATION

13.1 Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13.2 Indemnification of Directors and Officers

Subject to the provisions of the Act, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in

connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society.

13.3 Indemnification of Past Directors and Officers

To the extent permitted by the Act, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representative.

13.4 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

13.5 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

13.6 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Society to comply with the provisions of the Act, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this Part 13.

Part 14 **OTHER MATTERS**

14.1 Non-Profit

The activities of the Society will be carried on without purpose of profit or gain for its Members and any income, profits, or other accretions to the Society will be used in promoting the purposes of the Society.

14.2 Dispute Resolution

In the event that a dispute or controversy among Members, Directors, Executive Officers, Committee members or volunteers of the Society arising out of or related to these By-laws, or out of any aspect of the operations of the Society ("**Dispute**"), the Dispute will be resolved as follows:

- (a) The aggrieved person will provide notice in writing of any such Dispute to the Society setting out in reasonable detail the nature of the Dispute and the persons involved therewith ("**Dispute Notice**"). The Society will refer any such Dispute

Notice to a dispute resolution committee made up of at least one (1) Director, one (1) Member, and one (1) Kaska Nation elder ("**Dispute Resolution Committee**"). The Dispute Resolution Committee will use reasonable efforts to meet with the aggrieved person as soon as practicable following receipt of any such Dispute Notice. The Dispute Resolution Committee and the aggrieved person will attempt to resolve any such Dispute in good faith in such meeting.

- (b) Failing resolution of a Dispute in accordance with section 14.2(a), either the aggrieved person or the Society may by written notice request the aggrieved person or the Society to participate in mediation ("**Mediation Notice**"). The person delivering the Mediation Notice may select a mediator, and if acceptable to the other person, such mediator will be the mediator for such Dispute. If such suggested mediator is not acceptable to the other person, each of the aggrieved person and the Society will select a mediator, and such selected mediators together will select a third mediator, which third mediator will be the mediator of any such Dispute. As soon as practicable follow the appointment of a mediator in accordance with this section 14.2(b), the mediator will meet with the Society and the aggrieved individual at a date, time, place and location reasonably acceptable to such persons.
- (c) Failing settlement of a Dispute pursuant to sections 14.2(a) or 14.2(b), then the parties agree that the Dispute will be settled by arbitration before a single arbitrator, who will not be any one of the mediators referred to above, in accordance with the *Arbitration Act* (British Columbia) or as otherwise agreed upon by the aggrieved person and the Society. The parties agree that all proceedings relating to arbitration will be kept confidential and there will be no disclosure of any kind of the matters, documents, proceedings, discussions, communications, or information related thereto. The decision of the arbitrator will be final and binding and will not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators or arbitrators appointed in accordance with this section 14.2 will be borne equally by the aggrieved person (or persons) and the Society, equally, or as otherwise determined by the arbitrator.

Part 15 WIND-UP

Upon the winding-up or dissolution of the Society, the funds and property remaining after payment:

- (a) of all costs, charges and expenses properly incurred in the winding-up or dissolution including the remuneration of a liquidator;
- (b) to employees of the Society of any arrears of salaries or wages; and
- (c) of any debts of the Society;

will be distributed to such charities, registered under the provisions of the *Income Tax Act* (Canada), or such "qualified donees" allowed under the *Income Tax Act* which are charitable at law, in British Columbia with a similar charitable purpose as the Society, as will be designated by the Board.

Any of such funds or property which had originally been received for specific purposes will, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the *Income Tax Act* carrying on work of a similar nature to such specific purposes.

SCHEDULE "A"

Bylaws of Kaska Dena Council

SCHEDULE "B"

Constitution of the Kaska Dena Council