


CAROL PREST

Bylaws of IJA Indigenous Justice Association (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Person" means a legal entity and includes a natural person, body corporate, body politic, partnership, unincorporated association or organization.

"Individual" means a natural person.

"Special Resolution" means:

(i) a resolution passed in a general meeting by a majority of not less than 2/3 of the votes of those Members of the Society who, being entitled to do so, vote in person or by proxy, of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or

(ii) a resolution that has been submitted to the Members of the Society and consented to in writing by every Member of the Society who would have been entitled to vote on it in person 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.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

PART 2 – MEMBERS

Application for membership

- 21** All Indigenous Justice Association programs may nominate an individual to be a voting member of the Society.
- 22** An indigenous justice program as a member of the Society must authorize in writing an individual of their specific program to be its representative and all rights of membership shall be enacted by this representative.

Duties of members

- 23** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months unless due to unforeseen circumstances the board determines a greater period of time is allowable.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Notice of general meeting

3.2 The Society will give not less than 14 days' written notice of a general meeting to the Members of the Society.

Contents of Notice

3.3 Notice of a general meeting will specify the place, the day and the hour of the meeting.

Ordinary business at general meeting

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

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;

- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Special Resolution Items

3.6 Pursuant to the *Societies Act* and these Bylaws, certain issues at a general meeting are required to be decided by a Special Resolution, including:

- (a) constitution or bylaw amendment;
- (b) director removal;
- (c) member discipline or expulsion; and
- (d) the sale, lease or disposal of all or substantially all of the Society's undertaking.

Chair of general meeting

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

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

Alternate chair of general meeting

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

Quorum required

3.3 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.4** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.
- 3.5** Any person entitled to participate in a general meeting may do so by telephone or other communications medium provided all persons participating in the meeting are able to communicate with each other.

Lack of quorum at commencement of meeting

- 3.6** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

- 3.8** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.9** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.10** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.15 At a general meeting, voting must be by a show of hands, an oral vote, fax, e-mail, text or another method that adequately discloses the identity and intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.16 If the chair determines that voting on a certain matter may take more time, the chair may approve up to seven days to finalize the vote and the final result will be recorded in the minutes.

Announcement of result

3.17 Subject to bylaw 3.16, the chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting permitted

3.18 Members may appoint a proxy holder to exercise their vote on the following conditions:

- (a) the appointment must be in writing;
- (b) is valid only for the meeting for which it is given;
- (c) the appointment may be revoked at any time;
- (d) the proxy holder is a member in good standing of the Society.

Matters decided at general meeting by ordinary resolution

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution 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.

Annual General Meetings

3.20 The society is not required to hold an annual general meeting in the calendar year in which the Society is incorporated, thereafter the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society shall have the number of directors as determined by the number of regions in the Society (see appendix A: region map). Each region shall have elected one representative from within the region to be on the Board. At an annual general meeting, if no one from a specified region is nominated to be a representative from that specific region and a quorum can be established from the elected representatives of other regions, then no one representative will be elected from that region.. Any time after the annual general meeting, that specific region may elect a representative who will be appointed a director for the remainder of the board's term.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect, appoint, or sustain the director for their respective regions.

4.3 The board of directors is comprised of six (6) members, one (1) director from each of the six (6) regions. Three (3) directors shall be elected to a one-year term, and three (3) directors shall be elected to a two-year term.

4.4 The term of the board of directors shall last for a period of 2 years.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

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

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 14 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

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

Conduct of directors' meetings

5.4 The directors can meet in person or by conference call as they think fit.

5.5 At meetings of the directors' questions shall be decided by consensus. Consensus is defined as no director attending the meeting opposes the matter being discussed. If consensus is not reached the Chair or any other director present may call for a vote on the matter. The call must be seconded and if passed by a majority the original matter will be put to a vote. In case of an equality of votes the motion will be defeated.

Quorum of directors

5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Consent Resolutions of Directors

5.7 The directors of the Society may pass a directors' resolution without a meeting if a majority of the directors consent to the resolution in writing.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president (non-voting; may vote to settle a tie if there is an odd number of regions);
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

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

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

Absence of secretary from meeting

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

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

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

PART 7 – REMUNERATION AND REIMBURSEMENT OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for other services provided.

Reimbursement of directors

7.2 The Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

Signing authority

7.3 A contract or other record to be signed by the Society must be signed

on behalf of the Society

(a) by the president, together with one other director,

- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – INDEMNIFICATION

Indemnification of Directors and Officers

- 8.1** Subject to the provisions of the *Societies Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonable incurred in connection with any claim, action, suit or proceeding to which that individual may be made a party by reason of being or having been a Director or officer of the Society.

Appendix A

