

BYLAWS

TRADITIONAL KNOWLEDGE AND LANGUAGE ENRICHMENT SOCIETY

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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;

“**director**” means an individual appointed as a director of the Society under section 6.3;

“**fiscal year**” means the period from April 1 to March 31;

“**member**” means an individual who becomes a member of the Society under section 2.3; and

“**Society**” means the Traditional Knowledge and Language Enrichment Society;

“**TKL Advisory Committee**” means the traditional knowledge and language committee composed of traditional knowledge holders and language speakers established by the Traditional Knowledge and Language Sector Council that supports the work of the Ktunaxa Nation Council;

“**TKLES Chair**” means the individual appointed as chair of the board under section 8.1; and

“**Traditional Knowledge and Language Sector Council**” means the sector council established by the Ktunaxa Nation Council to address traditional knowledge and language issues, or its successor under a new governance structure established by the Ktunaxa Nation.

Definitions of the 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

Members

2.1 The Society shall have a minimum of three members.

Eligibility requirements for members

2.2 Membership in the Society shall be restricted to:

- a. the four individuals appointed as members of the Traditional Knowledge and Language Sector Council; and
- b. the members of the TKL Advisory Committee.

Procedure for becoming a member

2.3 An individual becomes a member of the Society upon being appointed as a member of the Traditional Knowledge and Language Sector Council or the TKL Advisory Committee.

Register of members

2.4 The Society shall maintain a register of members containing the names of all current members of the Society, including contact information provided by each member, and shall update the register upon receiving notice of any new appointments to the Traditional Knowledge and Language Sector Council or the TKL Advisory Committee.

Duties of members

2.5 Every member must uphold the Constitution of the Society and must comply with these Bylaws.

Termination of membership

2.6 An individual's membership in the Society is terminated if:

- a. in the case of individuals appointed as members under section 2.3, the individual ceases to be a member of the Traditional Knowledge and Language Sector Council or the TKL Advisory Council, as the case may be;
- b. the individual resigns by sending a notice in writing to the Society; or
- c. the individual dies; or
- d. the individual is expelled by special resolution in accordance with the Act.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of a general meeting

3.1 General meetings must be held at the time and location the board determines and in accordance with the Act.

Annual general meetings

3.2 Directors must call an annual general meeting in each calendar year.

Deemed annual general meetings

3.3 If an annual general meeting is not held, an annual general meeting is deemed to have been held if:

- a. the matters that must, under the Act or these Bylaws, be dealt with at that meeting, including the presentation of the financial statements and auditor's report, if any, to the members, are dealt with in a resolution; and
- b. all the members consent in writing to the resolution on or before the date by which the annual general meeting must be held.

Special general meetings

3.4 Directors may call a special general meeting at any time.

Notice of an annual general meeting or a special general meeting

3.5 Written notice of the date, time and location of a general meeting must be sent to every member:

- a. at least 14 days before the meeting; and
- b. not more than 60 days before the meeting.

Notice of special business

3.6 A notice of a general meeting must state the nature of any business, other than ordinary business described in section 4.1, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Notice of special resolutions

3.7 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Waiver of notice

3.8 A member may, in any manner, waive their entitlement to notice of a general meeting or may agree to reduce the period of that notice.

Deemed waiver of notice

3.9 Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting, unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been called in accordance with the notice requirements.

Accidental omission to give notice or non-receipt of notice

3.10 The accidental omission to give notice of a general meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at the meeting.

Participation in a general meeting

3.11 All members are entitled to participate in a general meeting. In-person attendance is required to participate in a general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

Ordinary business at general meeting

4.1 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. appointment of an auditor, if any; and
- e. business arising out of a report of the directors not requiring the passing of a special resolution.

Order of business at general meeting

4.2 The order of business at a general meeting is as follows:

- a. appoint 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; and
 - iii. 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; and

- h. terminate the meeting.

Chair of general meeting

- 4.3 The following individual is entitled to preside as the chair of a general meeting:
- a. the TKLES Chair; or
 - b. if the TKLES Chair is not present, a director appointed by the board to preside as the general meeting chair.

Alternate chair of general meeting

- 4.4 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 members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 4.5 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 members is present.

Quorum for general meetings

- 4.6 Except as otherwise provided in these Bylaws, a general meeting cannot be held unless 30% or more of the members, but never less than three, are in attendance.

Lack of quorum at commencement of meeting

- 4.7 If, within 30 minutes from the time set for holding a general meeting, a quorum of members is not present, 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 members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 4.8 If, at any time during a general meeting, there ceases to be a quorum of 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

- 4.9 The chair of a general meeting may, or, if directed by the 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 original meeting that was adjourned.

Notice of continuation of an adjourned general meeting

- 4.10** 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 10 days or more, notice of the continuation of the adjourned meeting must be given.

PART 5 – VOTING AT GENERAL MEETINGS OF MEMBERS

Right to vote

- 5.1** All members are entitled to vote at annual general meetings and special general meetings.

Proxy voting not permitted

- 5.2** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 5.3** 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.

Method of voting

- 5.4** Prior to taking a vote, the members will strive to achieve a consensus on any resolution before them. Voting at a general meeting must be by show of hands.

Equality of votes

- 5.5** In the case of an equality of votes, the chair of the meeting does not have a second vote in addition to the vote to which he or she may be entitled to cast as a member, and the resolution does not pass.

Announcement of result

- 5.6** 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.

Resolution in writing

- 5.7** A resolution set out in writing and consented to in writing in the manner required by the Act shall be as valid and effectual as if it had been passed at a duly called and constituted general meeting.

PART 6 – DIRECTORS

Board of directors

6.1 The board of directors is composed of the members of the Traditional Knowledge and Language Sector Council appointed in accordance with section 6.3.

Eligibility requirements for directors

6.2 In order to be appointed, and to continue acting as, a director, an individual must:

- a. be a member;
- b. have signed and submitted a form to the Society confirming their consent to be appointed as a director;
- c. be at least 19 years of age;
- d. not have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- e. not be an undischarged bankrupt; and
- f. not have been convicted, in Canada or elsewhere, of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - i. the court orders otherwise;
 - ii. a pardon was granted or issued or a record suspension was ordered under the *Criminal Records Act* (Canada), and the pardon or record suspension has not been revoked or ceased to have effect; or
 - iii. five years have passed since the last to occur of:
 - (A) the expiration of the period set for suspension of the passing of a sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the conclusion of the term of any imprisonment; and
 - (D) the conclusion of the term of any probation imposed.

Appointment process

6.3 An individual who has been appointed as a member of the Traditional Knowledge and Language Sector Council will be appointed as a director upon the Society receiving a signed form from the individual confirming their consent to be appointed as a director. Upon receiving the consent form, the Society will record that individual's name and contact information in the register of directors.

Requirement to resign

6.4 A director must promptly resign if they are not, or cease to be, qualified under section 6.2. An individual who becomes or acts as a director and does not meet the qualifications for directors under the Act commits an offence under the Act and will be liable to a fine.

Removal of directors

6.5 A director ceases to hold office when:

- a. their membership is terminated in accordance with section 2.6;
- b. they resign by sending a written notice to the Society; or
- c. they are removed from office by a special resolution of the members.

Role of board

6.6 The board shall have direction and control over the conduct of the affairs of the Society, in accordance with these Bylaws and the Act.

Board delegation of daily administration and management

6.7 The board may delegate the responsibility of daily administration and management of the affairs of the Society to a senior manager of the Society or an employee of the Ktunaxa Nation Council Society. The individual to whom this responsibility is delegated will exercise this responsibility subject to the direction of the board.

Directors' duties

6.8 In exercising their powers and performing their functions as directors, every director must:

- a. act honestly and in good faith with a view to the best interests of the Society;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c. act in accordance with the Act and regulations; and
- d. subject to paragraphs (a) to (c), act in accordance with the Bylaws and with a view to the purposes of the Society.

PART 7 – BOARD MEETINGS

Calling board meetings

- 7.1 The TKLES Chair or any two directors may call a board meeting by providing a written and duly signed notice.

Notice of board meeting

- 7.2 At least seven days' notice of a board meeting must be given to all directors unless all the directors agree to a shorter notice period.

Accidental omission to give notice or non-receipt of notice

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

Conduct of board meetings

- 7.4 Subject to the requirements set out in these Bylaws, the directors may regulate their meetings and proceedings as they think fit.

Participation in a board meeting

- 7.5 Directors are entitled to participate in a board meeting in person, by telephone or by video-conferencing, so long as all directors participating in the meeting are able to communicate with each other. An individual who is participating by telephone or by video-conferencing is considered to be present at the meeting.

Quorum of directors

- 7.6 No business, other than the selection of a chair and the adjournment of the meeting, shall be transacted at any board meeting unless a quorum is present. The quorum for the transaction of business at a board meeting is three directors.

Lack of quorum at commencement of meeting

- 7.7 If, within 30 minutes from the time set for holding a board meeting, a quorum is not present, 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 directors who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 7.8 If, at any time during a board meeting, there ceases to be a quorum of directors present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. An individual who has left a meeting temporarily due to a conflict of interest is considered present for the purposes of determining quorum.

Adjournments by chair

7.9 The chair of a board meeting may, or if directed by the directors 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 original meeting that was adjourned.

Notice of continuation of adjourned board meeting

7.10 It is not necessary to give notice of a continuation of an adjourned board meeting or of the business to be transacted at a continuation of an adjourned board meeting except that, when a board meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

Matters decided at board meeting by simple majority

7.11 A matter to be decided at a board meeting must be decided by simple majority resolution unless the matter is required by the Act or these Bylaws to be decided by a resolution having a higher voting threshold.

Resolution in writing

7.12 A resolution set out in writing and consented to by a majority of the directors shall be as valid and effectual as if it had been passed at a duly called and constituted board meeting.

Right to vote

7.13 Subject to the conflict of interest rules set out in the Act and any other conflict of interest rules adopted by the directors, all directors are entitled to vote at board meetings.

Proxy voting not permitted

7.14 Voting by proxy is not permitted.

Methods of voting

7.15 Prior to taking a vote, the directors will strive to achieve a consensus on any resolution before them. Voting at a board meeting must be by show of hands for those participating in person or by video-conference, and by oral communication in the case of those participating by phone.

Equality of votes

7.16 In the case of an equality of votes, the chair of the meeting does not have a second vote, and the resolution does not pass.

Announcement of result

7.17 The chair of a board meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Validity of Acts or Proceedings

7.18 No act or proceeding of the directors is invalid only by reason of:

- a. there being less than the prescribed number of directors in office;
- b. a defect in the appointment of any director;
- c. the residency requirements of the directors have not been met;
- d. a majority of the directors, contrary to these Bylaws and the Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services; or
- e. a defect in the qualifications of a director.

Further regulations

7.19 The directors shall have the right by resolution to make further regulations for the conduct of the proceedings of board meetings as they may think fit.

PART 8 – BOARD POSITIONS

Election or appointment of officers

8.1 At each board meeting following an annual general meeting, the directors must appoint a TKLES Chair and a vice-chair, from among the directors.

Terms of appointment of officers

8.2 Each officer shall be appointed until the first board meeting following each annual general meeting, unless:

- a. the officer resigns as an officer by sending notice in writing to the Society;
- b. the officer ceases to be a director; or
- c. the directors terminate the officer's appointment by resolution.

A director may be re-appointed one or more times to the same or a different office.

Filling vacant officer positions

8.3 If an officer's term expires under paragraph 8.2 (a,) (b) or (c), the directors shall appoint a replacement to fill the vacancy for the balance of the officer's term of office.

Role of TKLES Chair

8.4 The TKLES Chair is responsible for:

- a. chairing meetings of the board;
- b. chairing general meetings;
- c. overseeing the other directors in the execution of their duties;
- d. issuing notices of general meetings and board meetings;
- e. conducting the correspondence of the board;
- f. filing the annual report of the Society and making any other filings with the registrar under the Act.

Role of vice-chair

8.5 The vice-chair is responsible for doing, or making the necessary arrangements for, the following:

- a. carrying out the duties of the TKLES Chair if the TKLES Chair is unable to act;
- b. taking minutes of general meetings and board meetings;
- c. keeping the records of the Society in accordance with the Act;
- d. receiving and banking monies collected from the members or other sources;
- e. keeping accounting records in respect of the Society's financial transactions;
- f. preparing the Society's financial statements; and
- g. if required, making the Society's filings respecting taxes.

PART 9 – DIRECTORS' CONFLICTS OF INTEREST

Application

9.1 This Part applies to a director who is directly or indirectly interested in:

- a. a contract or transaction of the Society;
- b. a proposed contract or transaction of the Society; or

- c. a matter that is, or is to be, the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society.

Conflict of interest rules

9.2 A director to whom this Part applies must:

- a. disclose fully and promptly the nature and extent of their interest to each other director;
- b. abstain from voting in respect of the contract, transaction, or matter;
- c. leave the board meeting when the contract, transaction or matter is discussed (unless asked by the other directors to provide information);
- d. leave the board meeting when the contract, transaction or matter is voted on;
- e. refrain from any action (inside or outside of the board meeting) intended to influence the discussion or vote; and
- f. comply with the requirements of the Act and any conflict of interest guidelines adopted by the directors.

Record of disclosure

9.3 Disclosure under section 9.2 must be recorded in one of the following forms:

- a. the minutes of a board meeting;
- b. a directors' consent resolution; or
- c. a record addressed to the board, delivered or mailed by registered mail to the Society's registered office.

Mutual conflict of interest

9.4 If all the directors have disclosed a conflict of interest regarding the same contract, transaction, or matter, then paragraphs 9.2 (b), (c), (d), and (e) do not apply.

Exceptions to the conflict of interest rules

9.5 The conflict of interest rules set out in section 9.2 do not apply to the following contracts, transactions, or matters:

- a. remuneration for being a director, or reimbursement of expenses to a director;
- b. indemnification of a director; or
- c. purchase or maintenance of insurance for the benefit of a director.

Accountability

- 9.6** A director to whom this Part applies must pay to the Society an amount equal to any profit made by the director as a consequence of the Society entering into or performing a contract or transaction unless:
- a. the director discloses the director's interest in the contract or transaction in accordance with, and otherwise complies with, these Bylaws and the Act, and, after the disclosure, the contract or transaction is approved by a directors' resolution; or
 - b. the contract or transaction is approved by special resolution after the nature and extent of the director's interest in the contract or transaction has been fully disclosed to the members.

Validity of Contracts

- 9.7** The fact that a director is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposed to enter into does not make the contract or transaction void, but, if the contract or transaction has not been approved in accordance with section 9.6, the Society or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

PART 10 – SENIOR MANAGER

Appointment of senior managers

- 10.1** The directors may appoint one or more senior managers to exercise the directors' authority to manage the activities or internal affairs of the Society. Anyone appointed by the board to manage such activities or affairs will be deemed to be a senior manager.

Senior manager eligibility requirements

- 10.2** The directors may only appoint an individual as a senior manager if that individual meets the director eligibility requirements set out in section 6.2 and the director qualification requirements set out in the Act, with the exception of the requirement to provide a form confirming their consent to be appointed as a director.

Duties of a senior manager

- 10.3** A senior manager must comply with the directors' duties listed in section 6.8.

Disclosure and accountability requirements

- 10.4** A senior manager who is directly or indirectly interested in:
- a. a contract or transaction of the Society;
 - b. a proposed contract or transaction of the Society; or

- c. a matter that is, or is to be, the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with the senior manager's duty or interest as a senior manager of the Society

is bound by the disclosure requirements set out in section 10.5 and must comply with the obligations for directors set out in section 9.6.

Senior manager disclosure requirements

10.5 A senior manager who meets the criteria set out in section 10.4 must:

- a. disclose fully and promptly the nature and extent of their interest to the directors;
- b. if the senior manager is present at the board meeting at which the contract, transaction, or matter is to be discussed, leave the board meeting when the contract, transaction or matter is discussed (unless asked by the directors to provide information);
- c. if the senior manager is present at the board meeting at which the contract, transaction, or matter is to be discussed, leave the board meeting when the contract, transaction or matter is voted on;
- d. refrain from any action (inside or outside of the board meeting) intended to influence the discussion or vote; and
- e. comply with the requirements of the Act and any conflict of interest guidelines adopted by the directors.

Record of disclosure

10.6 Disclosure under section 10.5 must be recorded in the same manner as set out in section 9.3.

Validity of a Senior Manager's Acts

10.7 An act of a senior manager is not invalid merely because of a defect in the senior manager's appointment or in the qualifications of that senior manager.

Validity of Contracts

10.8 The fact that a senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposed to enter into does not make the contract or transaction void, but, if the contract or transaction has not been approved in accordance with section 9.6, the Society or another person whom the court considers appropriate may apply to the court for a remedy in accordance with the Act.

PART 11 – REMUNERATION AND REIMBURSEMENT

Remuneration of directors

11.1 The Society must not pay any remuneration to a director for being a director.

Directors' expenses

11.2 The Society will reimburse a director for reasonable expenses, including travel expenses, necessarily incurred by the director in performing their duties as a director.

Disclosure of remuneration of employees and contractors

11.3 The financial statements of the Society must include a note listing the remuneration paid by the Society to the top 10 most highly remunerated employees or contractors earning more than \$75,000 for the period in relation to which the financial statements are prepared. The list must set out the total number (up to 10) of earners meeting this threshold, and the total amount of remuneration paid. Positions and names will not be used.

PART 12 – LIABILITY, INDEMNITY AND INSURANCE

Liability of directors

12.1 Directors who vote for a resolution passed at a board meeting or consent to a directors' consent resolution authorizing a distribution of money or other property contrary to these Bylaws or the Act, are jointly and severally liable to restore any money or other property so distributed to the Society.

Limitations on directors' liability

12.2 A director is not liable under section 12.1 or under the Act if they have complied with their duties under these Bylaws and the Act, and, in voting for or consenting to the unauthorized resolution, have reasonably and in good faith, relied on any of the following:

- a. financial statements of the Society represented to the director to fairly reflect the financial position of the Society, by either a director or senior manager responsible for the preparation of the financial statements, or in an auditor's report;
- b. a written report of a lawyer, accountant, engineer, appraiser, or other consultant whose profession lends credibility to a statement made by that person;
- c. a statement of fact represented as correct to the director by another director or senior manager of the Society; or
- d. any record, information, or representation the court considers provides reasonable grounds for the actions of the director.

Individuals who may be indemnified

12.3 The Society may, subject to the provisions of the Act, indemnify:

- a. a director or former director or their heirs, or personal or other legal representatives;
or
- b. a senior manager or former senior manager or their heirs, or personal or other legal representatives.

Indemnification

12.4 Subject to section 12.6, the Society may indemnify an individual listed in section 12.3 in accordance with the indemnification provisions of the Act.

Payment of expenses

12.5 The Society will pay the expenses actually and reasonably incurred by an individual listed in section 12.3 in accordance with the indemnification provisions of the Act.

Conditions for indemnification

12.6 An individual may only be indemnified in accordance with section 12.4 if:

- a. they acted honestly and in good faith with a view to the best interests of the Society;
and
- b. with respect to any proceedings other than a civil proceeding, they had reasonable grounds for believing that their conduct in respect of which the proceeding was brought, was lawful.

Insurance

12.7 The Society may purchase and maintain insurance in accordance with the relevant provisions of the Act.

PART 13 – BORROWING AND INVESTMENT

Resolution required for borrowing and investment

13.1 The board will strive to achieve consensus on decisions with respect to the borrowing or investment of funds. If the board cannot reach a consensus, the directors may make a decision with respect to the borrowing or investment of funds by way of resolution.

Limitations on incurring debt

13.2 The Society may not enter into a loan agreement or other agreement acknowledging indebtedness, including a mortgage or a loan guarantee, unless it is approved by special resolution.

Bank account

- 13.3** 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 and shall ensure that appropriate controls are imposed on such accounts.

PART 14 – AUDITOR, AUDIT AND STATEMENTS

Audit required

- 14.1** The Society is required to have an annual audit of its accounts prepared by an independent auditor.

Requirements of auditor

- 14.2** The independent auditor must be a chartered accountant and meet the requirements of the Act.

Appointment of auditor

- 14.3** The independent auditor will be appointed or re-appointed at each annual general meeting of the Society to hold office until the close of the next annual general meeting.

Vacancy in office of the auditor

- 14.4** Subject to section 14.5, if there is a vacancy in the office of the auditor created by a resignation, death, or otherwise, the board must appoint an auditor who meets the qualification requirements under section 14.2 to hold office until the close of the next annual general meeting when a new auditor is appointed.

Removal

- 14.5** Subject to sections 14.6 and 14.7, an auditor may be removed by an ordinary resolution passed by the members at a general meeting called for the purpose of removing the auditor before the expiration of their term of office. At that meeting, the members must, by ordinary resolution, appoint another individual who meets the qualification requirements under section 14.2 as auditor for the remainder of the term of office of the auditor who was removed.

Notice of intent to remove an auditor

- 14.6** At least 14 days before calling a general meeting for the purpose of removing an auditor before the expiration of the auditor's term of office, the auditor must be notified, in writing, of the intention to call the meeting, the proposed date of notice for the meeting, and a copy of all materials proposed to be sent to members in connection with the meeting.

Auditor's representations to be included in notice of meeting to remove auditor

14.7 An auditor who has received notice of a proposed removal may send to the Society written representations respecting the auditor's proposed removal, and, if the Society receives those representations at least seven days before the date on which the notice of the meeting to remove the auditor is sent, the Society must, at its expense, send a copy of the auditor's written representations with notice of the meeting.

Cooperation with auditor

14.8 The Society shall give the auditor such information and permit such inspections as are necessary to enable the audit to be carried out.

Presentation of audit

14.9 The duly audited financial statements shall be presented to the membership at the annual general meeting of the Society, and shall include a presentation of:

- a. an audited balance sheet and statement of revenue and expenditure of the Society for the preceding fiscal year;
- b. investments, if any, held by the Society for the preceding fiscal year; and
- c. investments, if any, held by the Society at the time of the audit.

Publication of audit

14.10 At the option of the board, the information set out in section 14.9 may be published in one or more newspapers or newsletters circulated to the citizens of the Ktunaxa Nation.

General meetings

14.11 The auditor may attend general meetings and is entitled to notice and other communication relating to general meetings.

PART 15 – RECORDS

Records

15.1 The Society must comply with the record-keeping requirements of the Act, including requirements regarding the location of records, maintenance of records, inspection of records and financial statements, copies of records and financial statements, restrictions on viewing records, distribution of records, and disposal of records.

PART 16 – SIGNING AUTHORITY AND DELIVERY OF NOTICE

Signing authority

- 16.1** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a. by the TKLES Chair, together with one other director;
 - b. if the TKLES Chair is unable to provide a signature, by any two directors; or
 - c. in any case, by at least two individuals authorized by the board to sign the record on behalf of the Society.

Delivery of notice to the Society

- 16.2** Notice to the Society shall be delivered by mail to the Society's registered office, by email to the TKLES Chair, or by facsimile to the Society's facsimile address.

Delivery of notice by the Society

- 16.3** The Society shall deliver notice to members, directors, or the auditor by mail, email, or facsimile to the address provided by the intended recipient.

PART 17 – AMENDMENT OF BYLAWS AND DISSOLUTION

Amendment of Bylaws

- 17.1** These Bylaws can be altered or amended by special resolution and the filing of a bylaw alteration application in accordance with the Act.

Dissolution

- 17.2** On the winding up or dissolution of the Society, funds or assets remaining after all debts have been paid shall be transferred in accordance with the Act to a body designated by the members.