

SOCIETY ACT

CONSTITUTION OF Nak'al Bun Education Society November 29, 2022

1. The name of the Society is “Nak'al Bun Education Society”.
2. The purposes of the Society are:
 - a) To promote, manage, maintain and operate an elementary school, including K4 and Kindergarten to grade seven (7), in Fort St. James, British Columbia;
 - b) To provide curricula equivalent to that provided in British Columbia public schools;
 - c) Develop and provide curricula in First Nations history, culture and language;
 - d) To receive funds and assets from funding sources for the purposes of operating an elementary school;
 - e) To ensure community participation and support for the purposes of the Society.
3. The above purposes of the Society shall be carried out without purpose of gain for its members, and any profit or gain made by or on behalf of the Society shall be used solely to promote and carry out the purposes and goals of the Society. This provision is unalterable.
4. In the event of the winding up or dissolution of the Society, the funds and assets remaining after payment of debts and liabilities, shall be transferred to Nak'azdli Band, P.O. Box 1329, 1180 Lakeshore Drive, Fort St. James, BC V0J 1P0. This provision is unalterable.

SOCIETY ACT
BYLAWS OF
Nak'al Bun Education Society

Section 1 - INTERPRETATIONS

- 1.1 Words importing the singular include the plural and vice versa; and words importing a gender include the other genders.
- 1.2 In these Bylaws, unless the context otherwise requires,
 - a. “*Directors*” means one of a body of persons chosen to govern the society;
 - b. “*Extraordinary Meeting*” is an unexpected meeting other than every general meeting or an annual general meeting;
 - c. “*Family*” means mother, father, sister, brother, child, foster/adoptive parent or siblings;
 - d. “*Immediate Family*” for the purpose of the society means a spouse, parents, guardians, and caregivers living in the same household;
 - e. “*Society*” means the Nak'al Bun Education Society;
 - f. “*Society Act*” means the Society Act for the Province of British Columbia from time to time in force and all amendments to it;
 - g. “*Registered address*” of a member means his address as recorded in the register of members;
- 1.3 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

Section 2 - PURPOSE

- 2.1 The Nak'al Bun Education Society is a non-profit registered society whose function is the operation and management of an elementary school.

Section 3 - MEMBERSHIP

- 3.1 Membership is acknowledged to Nak'azdli members, or immediate family of each student upon acceptance of the enrollment to Nak'al Bun Elementary School.
- 3.2 Membership is maintained so long as an immediate family's enrolled child is registered or unless membership is revoked according to these bylaws.
- 3.3 A member will be entitled to attend and speak at general meetings and to receive information which is delivered to all members.
- 3.4 At the annual general meeting, a member is eligible to be elected as a director and will also be eligible to nominate, and vote for another Director that has been nominated.

Section 4 - DIRECTORS

- 4.1 Each Director shall uphold the constitution and comply with the society's bylaws.
- 4.2 All Directors are in good standing unless otherwise determined by these bylaws.
- 4.3 No more than one (1) person from an immediate family may be a Director of the Society and no more than two (2) from any family may be a director.
- 4.4 ***The number of Directors shall be five (5) or seven (7).***
- 4.5 Appointment of Directors:
 - a. An election may be by acclamation, otherwise it shall be by ballot;
 - b. At the annual general meeting, a nominated Director must be from the membership of the society;
 - c. All members of the society in attendance at the annual general meeting, shall consist of one (1) vote for every vacant Directors' position;
 - d. A majority vote will determine the successful appointment.
- 4.6 A Director of the Society shall cease upon:
 - a. Delivery of its resignation in writing to the address of the Society or the secretary of the Society;
 - b. In the case of a society, its dissolution or winding up;
 - c. In the case of an individual, his or her death;
 - d. Completion of their term of office;
 - e. Being expelled from the board of Directors.
- 4.7 Expulsion:
 - a. A Directors may be expelled by a special resolution of the Directors passed at a general meeting;
 - b. The board of Directors may, by special resolution, remove a director before the expiration of his term of office, and may elect a successor to complete the term of office;
 - c. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - d. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 4.8 The Directors 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 or by statutes or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject nevertheless to:
 - a. All laws affecting the Society;
 - b. These bylaws; and
 - c. Rules or policies, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.

- 4.9 No rule or policy made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 4.10 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 4.11 ***Directors will receive an honorarium of \$100.00 per meeting if they are in attendance for the duration of the meeting.*** Directors may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Section 5 - OFFICERS

- 5.1 The Directors shall appoint a Chairperson, Vice-Chairperson, Secretary and a Treasurer and such other officers as they may determine from among the Directors at their first meeting following each annual general meeting at which Directors are elected.
- 5.2 Subject to termination at the pleasure of the Directors, an Officer may be re-appointed one or more times to the same or a different office.
- 5.3 Each Officer shall be appointed until:
 - a. The first Directors' meeting following the next annual general meeting at which Directors are elected;
 - b. The Officer resigns by sending a notice in writing to the Society; or
 - c. The Officer ceases to be a director.
- 5.4 Chairperson:
 - a. The Chairperson shall preside at all meetings of the Society and of the Directors.
 - b. The Chairperson is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 5.5 The Vice-Chairperson shall carry out the duties of the Chairperson in their absence.
- 5.6 The Secretary shall carry out or cause to be carried out:
 - a. Conduct the correspondence of the society;
 - b. Issue notices of meetings of the society and Directors;
 - c. Keep minutes of all meetings of the society and Directors;
 - d. Have custody of all records and documents of the society except those required to be kept by the treasurer; and
 - e. Maintain the registry of members.
- 5.7 The treasurer shall cause to be carried out:
 - a. Keep the financial records, including books of account, necessary to comply with the Society Act;
 - b. Render financial statements to the Directors, members and others when required.

Section 6 - MEETINGS OF THE DIRECTORS

- 6.1 In accordance with the Society Act, general meetings of the Society shall be held at the time and place that the Directors decide.
- 6.2 The Directors may, when they think fit, convene an extraordinary meeting.
- 6.3 Those eligible for attendance at general meetings are all members of the Society, the members of the Board of Directors and/or those person or persons invited by, or approved by the Board of Directors as having a necessary role at the general meeting.
- 6.4 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. ***The Society shall have no less than five (5) or seven (7) members at any one time.***

Section 7 - PROCEEDINGS OF THE DIRECTORS

- 7.1 The Directors may meet together at a place they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.
- 7.2 The Directors may, from time to time, fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors in office.
- 7.3 The Directors will elect officers consisting of a Chairperson, Vice-Chairperson, a Secretary and a Treasurer at their first duly convened meeting. These positions will be held for the duration of their term unless otherwise decided by a resolution at an Annual General Meeting.
- 7.4 The Chairperson shall chair all meetings of the Directors, but if at a meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as chairperson, but if neither is present, the Directors may choose one of their numbers to be chairperson at that meeting.
- 7.5 A Director may at any time convene a meeting of the Directors.
- 7.6 Committee:
 - a. The Directors may delegate any, but not all, of the powers to committees consisting of the Directors or Directors as they think fit.
 - b. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report all actions done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
 - c. A committee shall elect a Chairperson of its meetings; but if the Chairperson is not elected, or if at a meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to be the Chairperson of the meeting.
 - d. The members of a committee may meet and adjourn as they think proper.
- 7.7 For a first meeting of Directors held immediately following the appointment or election of a director or Directors at an annual meeting or other general meeting of members, or for a

meeting of the Directors at which a director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for a meeting to be constituted, if a quorum of Directors is present.

- 7.8 Any and all meetings of the Directors of the Society, notice of which has not been given to that Directors shall, if a quorum of Directors is present, be valid and effective.
- 7.9 Voting:
- a. Motions arising at a meeting of the Directors shall be decided by a majority of votes.
 - b. In case of an equality of votes, the Chairperson does not have a second or casting vote, and the motion shall not pass.
- 7.10 Every resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the Chairperson of a meeting shall be entitled to move or propose resolution.
- 7.11 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if passed at a meeting of the Directors duly called and constituted.

Section 8 - PROCEEDINGS AT GENERAL MEETINGS

- 8.1 Special Business is:
- a. All business at a general or extraordinary meeting except the adoption of rules or order; and
 - b. All business transacted at an annual general meeting, except
 - I. The adoption of rules or order;
 - II. The consideration of the financial statements;
 - III. The report of the Directors;
 - IV. The report of the auditor, if any;
 - V. The election 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 business meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 8.2 Quorum:
- a. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall 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, shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - c. A quorum of more than half of the voting members shall be required in order to conduct a meeting.

- 8.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of a member, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the appointed time for the meeting, the members present constitute a quorum.
- 8.4 The Chairperson of the Society, the Vice-Chairperson or in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
- 8.5 Adjourned meeting:
- a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 8.6 Resolution:
- a. No resolution proposed at a meeting need be seconded and the Chairperson of a meeting may move or propose a resolution.
 - b. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 8.7 Voting:
- a. A member in good standing present at a meeting of members is entitled to one vote.
 - b. Voting is by a show of hands.
 - c. Voting by proxy is not permitted.

Section 9 – BORROWING

- 9.1 In order to carry out the purpose of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Section 10 – AUDITOR

- 10.1 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
- 10.2 At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor shall be promptly informed in writing of appointment or removal.
- 10.5 No Directors and no employee of the Society shall be auditor.
- 10.6 The auditor may attend general meetings.

Section 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a member, either personally or by mail to him at his registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of a general meeting shall be given to:
 - a. Every member shown on the registry of members on the day notice is given, and,
 - b. The auditor.
- 11.4 No other person is entitled to receive a notice of general meeting.

Section 12 – BYLAWS

- 12.1 On being admitted to membership, each member is entitled to, and the Society shall give him, without charge, a copy of the constitution and bylaws of the Society.
- 12.2 These bylaws shall not be altered except by special resolution.