Bylaws of Stó:lō Business Association

Part 1 — The Society

1. The Mission of the Stó:lō Business Association is to provide an Aboriginal business network for sustainable success.

2. The Vision of the Stó:lō Business Association is business success built on Xwélmexw values of love, respect, courage, honesty, wisdom, humility and truth; promotes and supports Indigenous business growth; and provides business supports to its Members.

Part 2 — Interpretation

3. (a) In these Bylaws, unless the context otherwise requires:

"Associate Member" means a business, organization, or government operating in Sólh Téméxw that supports the purposes of the Society as set out in the Constitution and that meets the qualifications for Associate Membership as set out in accordance with these Bylaws and has been approved by the Directors;

"Business" means a person, sole proprietorship, partnership, corporation, trust, organized group or Community-owned operation engaged in trade or commerce;

"Code of Conduct" means the Code of Conduct, that establishes the standards of Conduct for all Members of the Society, from time to time;

"Committee" is a duly authorized committee of the Society appointed by the Directors, in accordance with the Bylaws of the Society;

"Directors" means the Directors of the Society for the time being;

"Foundation Member" means a business, organization, or government operating in Sólh Téméxw that supports the purposes of the Society as set out in the Constitution and that meets the qualifications for Foundation Membership as set out in accordance with these Bylaws and has been approved by the Directors;

"Full Member" means an Indigenous Business that meets the qualifications for Full Membership as set out in accordance with these Bylaws and has been approved by the Directors;

"Graduated Member" means an Indigenous entrepreneur that has set out to establish a business and needs to be in an entrepreneurial environment as set out in accordance with these Bylaws and has been approved by the Directors;

"Honourary Member" means an individual or business recognized for their achievements and support of the purposes of the Society, and nominated by the Directors of the Society and accepted as an Honourary Member at a Meeting of the Full Members;

"Indigenous" means a Status Indian, Non-Status Indian, Métis or Inuit Person;

"Indigenous Business" means a Business carrying on business in Sólh Téméxw that is at least 51% Indigenous owned and controlled;

"Member" means either a Full Member, Graduated Member, Associate Member, Foundation Member, Honourary Member, or a Student Member;

"Officers" means the Past President, President, Vice-President, Secretary, and Treasurer;

"Past President" means the former President to the newly elected President, if applicable;

"Society" means the Stó:lō Business Association;

"*Society Act*" means the *Society Act* of British Columbia and all amendments to it;

"Sólh Téméxw" means the Stó:lō Traditional Territory including the area of the Fraser Valley from Yale to Langley;

"Student Member" means an Indigenous individual under 35 years of age and is currently enrolled in a school, college or university training program or other coursework and that meets the qualifications for Student Membership as set out in accordance with these Bylaws and has been approved by the Directors;

"Registered Address" of a Member means the Member's address as recorded in the Register of Members.

(b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

4. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 3 — Membership

5. The Members of the Society are the Applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members.

6. (a) Applications for Membership shall be submitted to the Directors.

(b) Within 30 days of receiving an Application for Membership, the Directors must review that Application and respond by accepting the Membership Application, rejecting the Membership Application or requesting further information from the Applicant.

(c) A business becomes a Full Member, Associate Member, or Foundation Member of the Society upon acceptance by the Directors.

(d) A student becomes a Student Member of the Society upon acceptance by the Directors.

(e) An Aboriginal individual becomes a Graduated Member of the Society upon acceptance by the Directors.

(f) An individual or business becomes a Honourary Member upon acceptance by the Full Members at a General Meeting.

(g) If a Membership Application is rejected, the rejected Applicant may, within 21 days, appeal that decision by written letter to an Appeals Committee consisting of at least two Directors appointed by the Directors at their discretion. The Appeals Committee may accept or reject the Membership Application of the Appellant.

7. Every Member must uphold the Constitution and comply with these Bylaws, the Society's Code of Conduct and the Society's policies, as adopted by the Directors.

8. The amount of the first annual Membership dues must be determined by the Directors and all subsequent annual Membership dues must be determined at the Annual General Meeting of the Society.

9. Each Full Member, Associate Member, Foundation Member and Honorary Member that is a business are entitled to appoint two representatives who may attend Meetings of the Society on behalf of that applicable Member. The Society shall maintain a register of the representatives of each Full Member and Associate Member.

10. Membership in the Society ceases upon a Member:

(a) delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,

(b) upon their death or, in the case of a corporation or organization, on dissolution;

(c) being expelled; or

(d) having been a Member not in good standing for six consecutive months.

11. (a) A Member may be expelled by a Special Resolution of the Full Members passed at a General Meeting.

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

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

12. All Members are in good standing except a Member who has failed to pay his or her current Membership fee, or any other subscription or debt due and owing by the Member to the Society, and the Member is not in good standing so long as the debt remains unpaid.

Part 4 — Meetings of Members

13. General Meetings of the Society must be held at the time and place, in accordance with the *Society Act*, that the Directors decide.

14. Every General Meeting, other than an Annual General Meeting, is an extraordinary General Meeting.

15. The Directors may, when they think fit, convene an extraordinary General Meeting.

16. (a) Notice of a General Meeting must specify the place, day and hour of the Meeting, and, in case of special business, the general nature of that business.

(b) Notice of a General Meeting must be delivered to all Members at least 14 days before the General Meeting and may be delivered by electronic means.

(c) 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.

17. The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 5 — Proceedings at General Meetings

18. Special business is:

(a) All business at an extraordinary General Meeting except the adoption of rules of order; and

(b) All business conducted at an Annual General Meeting, except the following:

(i) the adoption of rules of 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 and Officers;

(vi) the appointment of the Auditor, if required; or

(vii) the other business that, under these Bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the Meeting.

19. (a) Business, other than the election of a Chair and the adjournment or termination of the Meeting, must not 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 must be suspended until there is a Quorum present or until the Meeting is adjourned or terminated.

(c) A Quorum is 20 percent of the Full Members of the Society present or a number that the Full Members may determine at a General Meeting.

20. 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 Full Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned Meeting, a Quorum is not present within 30 minutes from the time appointed for the Meeting, the Full Members present constitute a Quorum.

21. Subject to Bylaw 19, the President of the Society, the Vice President, or in the absence of both, one of the other Directors present, must preside as Chair of a General Meeting.

22. If at a General Meeting:

(a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the Meeting; or

(b) the President and all the other Directors present are unwilling to act as the Chair, the Full Members present must choose one of their number to be the Chair.

23. (a) A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 14 days or more, notice of the adjourned Meeting must 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 conducted at an adjourned General Meeting.

24. (a) A resolution proposed at a Meeting need not be seconded, and the Chair of a Meeting may move or propose a resolution.

(b) In the case of a tie vote, the Chair shall have a tie-breaking second vote in addition to the vote to which he or she may be entitled as a Full Member.

25. (a) A Full Member in good standing present at a Meeting of Members is entitled to one vote.

(b) Graduated Members, Associate Members, Foundation Members, Student Members and Honourary Members are not entitled to vote at a Meeting of the Members.

(c) Full Members not in good standing are not entitled to vote at a Meeting of the Members.

(d) Unless otherwise resolved at the Meeting of Members, voting is by a show of hands.

(e) Voting by proxy at a Meeting of Members is permitted. The Directors of the Society shall adopt and maintain a policy setting out the applicable procedures and forms for proxy voting at Meetings of the Full Members.

26. A Full Member that is a partnership, a corporation or an organization may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Full Member, and that representative must be considered as a Full Member for all purposes with respect to a Meeting of the Society.

Part 6 — Directors and Officers

27. (a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to

(i) all laws affecting the Society;

(ii) these Bylaws; and

(iii) Rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting.

(b) Without limiting the generality of the foregoing, the duties and responsibilities of the Directors shall include:

(i.) coordination of the work of the Society and for the passage of and carrying out the policies, directives, rules and regulations of the Society;

(ii.) ensuring that all funds, monies and investments of the Society are accounted for;

(iii.) ensuring that the justly owing debts and expenses of the Society are paid;

(iv.) calling regular Meetings, and ensuring that minutes of Directors Meetings and Membership Meetings are taken and maintained;

(v.) maintaining the Society's status as a Society;

(vi.) prescribing the Code of Conduct, policies and directives of the Society, and complying with Code of Conduct, policies and directives of the Society;

(vii.) hiring, firing and disciplining a General Manager, an Executive Director or an equivalent employee of the Society;

(viii.) where appropriate and permitted by law, delegating authority and responsibility to Employees of the Society, or committees of the Society appointed by the Directors; and

(ix.) reviewing, accepting or rejecting Membership Applications.

(c) A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

28. (a) The President, Vice President, Secretary, Treasurer, past President, if there is one, and four or more other persons are the Directors of the Society.

(b) The number of Directors must be 8 or a greater number determined from time to time at a General Meeting, but in no event will there be more than 12 Directors.

29. (a) All Directors and Officers elected at the Annual General Meeting of the Full Members shall be elected for a term of one year.

(b) Separate elections must be held for each office to be filled.

(c) An election may be by acclamation, otherwise it must be by ballot.

(d) Only an authorized representative of a Full Member may serve as a Director and Officer of the Society.

(e) The Directors must retire from office at the Annual General Meeting coinciding with the end of their term when their successors are elected.

(f) Directors and Officers may seek re-election at the expiry of their term.

30. (a) The Directors may at any time and from time to time appoint an authorized representative of a Full Member as a Director to fill a vacancy in the Directors.

(b) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society but is eligible for re-election at the Meeting.

31. (a) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint an authorized representative of a Full Member to take the place of the former Director until the next Meeting of Full Members, at which Meeting the Full Members may then elect a Full Member to take the place of the former Director.

(b) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

32. The Full Members may, by Special Resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

33. A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Part 7 — Proceedings of Directors

34. (a) The Directors may meet at any place to conduct business, adjourn and otherwise regulate their Meetings and proceedings, as they see fit.

(b) The Directors may from time to time set the Quorum necessary to conduct business, and unless so set the Quorum is a majority of the Directors then in office.

(c) The President is the Chair of all Meetings of the Directors, but if at a Meeting the President is not present within 30 minutes after the time appointed for holding the Meeting, the Vice President must act as Chair, but if neither is present, the Directors present may choose one of their number to be the Chair at that Meeting.

(d) A Director may at any time request to convene a Meeting of the Directors, and the Secretary, on the request of a Director must convene that Meeting of the Directors.

35. (a) The Directors may delegate any, but not all, of their powers to Committees consisting of Members, including at least one Director on every Committee.

(b) A Committee so formed in the exercise of the powers so delegated must conform to its mandate and any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers at the earliest Meeting of the Directors held after the act or thing has been done.

36. A Committee must elect a Chair of its Meetings, but if no Chair is elected, or if at a Meeting the Chair is not present within 30 minutes after the time appointed for holding the Meeting, the Members present must choose one of their number to be the Chair of the Meeting.

37. The Members of a Committee may meet and adjourn as they think proper.

38. For a first Meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual 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 the Meeting to be constituted, if a Quorum of the Directors is present.

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

(a) a notice of Meeting of Directors is not required to be sent to that Director; and

(b) any and all Meetings of the Directors of the Society, notice of which has not been given to that Director, if a Quorum of the Directors is present, are valid and effective.

40. (a) Questions arising at a Meeting of the Directors and any Committee appointed by the Directors must be decided by a majority of votes.

(b) In the case of a tie vote, the Chair shall have a second and tie-breaking vote.

41. A resolution proposed at a Meeting of Directors or Committee need not be seconded, and the Chair of a Meeting may move or propose a resolution.

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

Part 8 — Duties of Officers

43. (a) The President presides at all Meetings of the Society and of the Directors.

(b) The President is the chief executive officer of the Society and shall:

(i.) supervise the other officers in the execution of their duties;

(ii.) provide leadership and direction for the Society;

(iii.) work to maintain the key relationships of the Society; and

(iv.) ensure the Society fulfills its responsibilities with respect to governance.

44. The Vice President must carry out the duties of the President during the President's absence and is responsible for assisting the President in the execution of his or her duties.

45. The Secretary must do the following:

(a) conduct the communication 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) maintain all records and documents of the Society except those required to be kept by the Treasurer;

(e) have custody of the common seal of the Society; and

(f) maintain the register of Members.

46. The Treasurer must:

(a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and

(b) render financial statements to the Directors, Members and others when required.

47. (a) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

(b) If a Secretary Treasurer holds office, the total number of Directors must not be less than 8 or the greater number that may have been determined under these Bylaws.

48. In the absence of the Secretary from a Meeting, the Directors must appoint another person to act as Secretary at the Meeting.

Part 9 — Signing Authority and Seal

49. Unless otherwise authorized by a resolution of the Directors, or a resolution of the Full Members at a General Meeting, a contract or other record to be signed by the Society must be signed on behalf of the Society by two of the Officers of the Society.

50. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. The common seal must be affixed only when authorized by a resolution of the Directors

and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary or President and Secretary Treasurer.

Part 10 — Borrowing

51. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, but subject to subject to Bylaw 52, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

52. Subject to the provisions of the *Society Act*, the Directors may on behalf of and in the name of the Society borrow money provided that:

(a) the monies are borrowed in accordance with the budget approved by the Directors of the Society, and the monies borrowed are equal to or less than $10,000; or

(b) the monies borrowed are approved by a Special Resolution.

53. The Full Members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 11 — Auditor

54. This Part applies only if the Society is required or has resolved to have an Auditor. After an Auditor has been appointed, the Society may resolve not to have an Auditor.

55. The first Auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of Auditor.

56. At each Annual General Meeting, the Society must appoint an Auditor to hold office until the Auditor is re-elected, or a successor is elected at the next Annual General Meeting.

57. An Auditor may be removed by ordinary resolution.

58. An Auditor must be promptly informed in writing of the Auditor's appointment or removal.

59. A Director or employee of the Society must not be its Auditor.

60. The Auditor may attend General Meetings.

Part 12 — Notices to Members

61. A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address.

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

63. (a) Notice of a General Meeting must be given to:

(i) every Member shown on the register of Members on the day notice is given, and

(ii) the Auditor, if Part 11 applies.

(b) No other person is entitled to receive a notice of a General Meeting.

Part 13 — Bylaws

64. On being admitted to Membership, each Member is entitled to, and the Society must give the Member upon request without charge, a copy of the Constitution, Bylaws, Code of Conduct and any policies of the Society.

65. These Bylaws must not be altered or added to except by Special Resolution.

Part 14 – Political Activities

66. While furthering its purposes, the Society will not endorse any political party or candidate.

Part 15 – Winding Up or Dissolution

67. The Members of the Society will have no interest in the property and assets of the Society upon a winding up or dissolution of the Society. Upon dissolution or winding up of the Society, any funds and assets of the Society remaining after satisfaction of its debts and liabilities, will be distributed to an organization whose objects most closely accord with those of the Society as determined by the Full Members at dissolution.