



T.K. SPARKS

BYLAWS OF THE BRITISH COLUMBIA ASSEMBLY OF FIRST NATIONS

ARTICLE 1 DEFINITIONS & INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

“Annual General Meeting” or “AGM” means any meeting of the members which is not a Special Chiefs Assembly;

“BCAFN” means the British Columbia Assembly of First Nations;

“BCAFN Policy Manuals” means the current versions of the Society’s Anti-Harassment Policy, Code of Conduct, Conflict of Interest Guidelines, Governance Manual, Human Resources Manual, Financial Controls Manual, Executive Limitations Policy, Regional Chief’s Terms of Office, Standing Rules of Procedure for Assemblies, and any other policy manual or document validly approved by the members from time to time;

“Board” means the board of directors of the Society;

“Bylaws” means these bylaws of the Society;

“casual vacancy” means any vacancy resulting from the resignation, death or incapacity of a director or committee member, as the case may be, prior to the conclusion of that individual’s term of office;

“Chiefs-in-Assembly”, whether used in the Constitution, these Bylaws, any BCAFN Policy Manual, ordinary resolution, special resolution or other BCAFN document or correspondence, means the members at an Annual General Meeting or a Special Chiefs Assembly, as represented by member delegates;

“Constitution” means the constitution of the Society;

“directors” means the directors of the Society from time to time elected in accordance with these Bylaws and the Governance Manual;

“directors’ resolution” means a resolution of the directors, which passes if more than fifty percent (50%) of directors cast votes in favour, or such higher threshold as may be established under these Bylaws or the Governance Manual;

“Elections Appeal Committee” has the meaning given to it in Bylaw 10.1;

“Electoral Officer” means the individual appointed in accordance with the Governance Manual to manage and execute BCAFN elections;

“First Nation” means any First Nation or Indian Band legally recognized by the Government of Canada;

“Governance Committee” has the meaning given to it in Bylaw 9.1;

“Governance Manual” means the Governance Manual of the Society, as amended from time to time;

"hybrid meeting" means a meeting in which member delegates and proxies are entitled to participate in person or by telephone or other communications medium, as set out in the notice for the meeting, if all member delegates and proxies attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person;

“member” means a member of the Society in accordance with these Bylaws and the Governance Manual;

“member delegate” means an individual person, but does not include a corporate person, who is appointed in accordance with these Bylaws as a delegate and representative of a member with the authority to vote and act on behalf of the member for all Society purposes which, for greater certainty, need not be a member’s Chief or Chief’s designate;

“Membership List” means the current Membership List of the Society, the maintenance of which is overseen by the Secretary;

“officers” means the Secretary and Treasurer of the Society, together with such other officers as may be appointed from time to time by the Board;

“ordinary resolution” means a resolution passed at a meeting of the members by more than fifty percent (50%) of the votes cast, whether cast by member delegate or by proxy;

“Regional Chief” means the Regional Chief of the Society, duly elected by the members from time to time in accordance with these Bylaws and the Governance Manual;

“Regional Chief’s designate” means the person appointed by the Regional Chief to temporarily act on his or her behalf as required and as further prescribed in the Governance Manual;

“Regional Chief’s Terms of Office” means that BCAFN Policy Manual which prescribes the salary, vacation entitlements, any travel or other expense allowances, and any health, disability or retirement benefits available to the Regional Chief for his or her term of office, but which does not, for greater clarity, add to or in any way modify the provisions of the Governance Manual that prescribe the Regional Chief’s mandate, authority, responsibilities and accountability;

“Society” means the British Columbia Assembly of First Nations;

“*Societies Act*” means the *Societies Act*, SBC 2015, c.18, as amended from time to time, or any replacement legislation, and regulations enacted for such act from time to time in force;

“Special Chiefs Assembly” means any meeting of the members which is not an Annual General Meeting; and

“special resolution” means a resolution passed at a meeting of the members by not less than sixty-seven percent (67%) of the votes cast, whether cast by member delegate or by proxy.

- 1.2 Words importing the singular include the plural and vice versa, and words importing gender include a male person, a female person, and a corporation.
- 1.3 The powers, acts and duties authorized by these Bylaws will be interpreted in accordance with the Constitution and remain subject at all times to all laws affecting the Society including but not limited to the *Societies Act*.
- 1.4 If these Bylaws conflict with any of the BCAFN Policy Manuals, these Bylaws prevail to the extent of such conflict.

ARTICLE 2 OFFICES

- 2.1 The principal office of the Society will be located on First Nation reserve lands in British Columbia and, as soon as is reasonably practicable after these Bylaws take effect, that location will be within the Greater Vancouver Regional District, as determined by the Board from time to time.
- 2.2 The Society may have additional offices at such other locations as the Board may determine from time to time.

ARTICLE 3 MEMBERSHIP

- 3.1 A “member” means a member of the Society validly accepted by the Board in accordance with the Bylaws and this Article 4.
- 3.2 Each member is represented by its member delegate who, when attending an Annual General Meeting or Special Chiefs Assembly, may also be referred to as a “Chief in Assembly”.
- 3.3 The members of the Society are those British Columbia First Nations shown on the Membership List as of the date these Bylaws take effect.
- 3.4 Any First Nation in British Columbia that is not a member of the Society is automatically entitled to be a member and will become a member upon providing written notice to the Society as set out in the Governance Manual.

- 3.5 Each member may designate one member delegate to represent it for the purposes of the Society. Such member delegate is to be the First Nation's Chief or Chief's designate.
- 3.6 Where a First Nation member has replaced the Chief and Council system with a different governance system, a designated senior political representative may be designated by the member as its member delegate.
- 3.7 Each member will uphold the Constitution and comply with these Bylaws and the BCAFN Policy Manuals at all times.
- 3.8 Membership in the Society will end on the earlier of
 - (a) receipt by the Society of a duly executed resolution made by the governing body of that member authorizing the withdrawal of membership in the Society, or
 - (b) the winding-up of the Society.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 The Annual General Meetings will be held at least once every calendar year and not more than 15 months after the last Annual General Meeting, on a date or dates and at a location determined by the Board.
- 4.2 Special Chiefs Assemblies may be held on such dates and at such times and places as the Board determines.
- 4.2A The Board may determine that an Annual General Meeting or a Special Chief Assembly will be convened as a hybrid meeting.
- 4.3 Special business is:
 - (a) at an Annual General Meeting, all business other than the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of any financial statements of the Society presented at the meeting;
 - (iii) consideration of any reports of the Board;
 - (iv) the report of the auditor, if any;
 - (v) the election or appointment of directors;
 - (vi) the appointment of the auditor, if any;
 - (vii) business arising out of a report of the Board not requiring the passing of a special resolution; and

- (viii) other business or proposed ordinary resolutions or special resolutions that, under these Bylaws, ought to be conducted at a Special Chiefs Assembly, or business that is brought under consideration by the report of the Board issued with the notice convening the meeting; and
 - (b) at a Special Chiefs Assembly, all business other than the adoption of the rules of order.
- 4.4 The Board may, in its discretion or upon receiving written request by a member, convene a Special Chiefs Assembly by providing members with at least four (4) weeks' notice of the meeting.
- 4.5 The Board may convene a Special Chiefs Assembly with only two (2) weeks' notice of the meeting if the Board determines, in its sole discretion, that:
- (a) the special business to be conducted at a Special Chiefs Assembly is of pressing concern to the Society; and
 - (b) it is financially feasible at that time for the Society to hold such a Special Chiefs Assembly on short notice.
- 4.6 Notice of a member meeting will specify:
- (a) the place, day or days and hour of the meeting and, if the meeting will be convened as a hybrid meeting, instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting;
 - (b) any ordinary resolution or special resolution to be proposed at the meeting; and
 - (c) in case of special business, the nature of that business in sufficient detail to allow each member the opportunity to formulate an informed view and instruct a proxy, if any.
- 4.7 If the Board refuses to call a Special Chiefs Assembly at the request of a member, it will provide the requesting member with written reasons as to why their request was refused.

Notice of Meetings

- 4.8 Notice of meetings may be given to a member by facsimile or email to the facsimile number or email address for that member as recorded in the Membership List.
- 4.9 Any notice served by facsimile or email is deemed to be given on the day on which the notice was delivered, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the facsimile number or email address, as the case may be, in the Membership List.

- 4.10 Notice of an Annual General Meeting or Special Chiefs Assembly will be given by the Board to:
- (a) every member shown on the Membership List on the day notice is delivered; and
 - (b) the auditor, if an auditor is appointed pursuant to these Bylaws.
- 4.11 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

Quorum

- 4.12 A quorum for a member meeting consists of twenty percent (20%) of members shown on the Membership List on the first day of the meeting and includes members represented by proxy.
- 4.13 If at any time during a meeting there ceases to be a quorum of members, unless the business being conducted is the election of a chair or the adjournment or termination of the meeting, the business in progress will be suspended until there is a quorum or the meeting will be adjourned or terminated.
- 4.14 If, within one (1) hour from the time appointed for a meeting, the quorum requirement is not met, the meeting
- (a) if convened on the requisition of a member(s), will be terminated, or
 - (b) if convened by the Board or if an Annual General Meeting, will stand adjourned to the time and place determined by the Board in its discretion (the “Adjourned Meeting”), and, if at the Adjourned Meeting, the quorum requirement is again not met within one (1) hour from the appointed time, the members present will constitute a quorum notwithstanding.
- 4.14A For certainty, the Board may determine that an Adjourned Meeting be convened as a hybrid meeting, whether or not the originally scheduled meeting was to have been a hybrid meeting, provided that notice of the Adjourned Meeting includes instructions on how to participate in the Adjourned Meeting by telephone or other communications medium.
- 4.15 A meeting may be adjourned from time to time and from place to place with notice to members, together with instructions on how to participate by telephone or other communications medium if the meeting is a hybrid meeting, but business will not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Procedure at Meetings

- 4.16 Subject to the *Societies Act* and these Bylaws, the chair may adopt rules of order, but if it does not do so then Robert's Rules of Order will be followed.
- 4.17 The individual entitled to preside as the chair of a member meeting will be determined from time to time by the Board.
- 4.18 An ordinary resolution or special resolution proposed by members at a meeting must be seconded.
- 4.19 The chair of a meeting cannot make a motion on his or her own but may call for a motion.
- 4.20 Unless otherwise specified in these Bylaws, the members represented at a meeting will attempt to reach consensus on all matters requiring a decision.
- 4.21 At any time during a meeting a member may propose by ordinary resolution that consensus on a decision before the members cannot be reached.
- 4.22 If the members approve an ordinary resolution proposed pursuant to Bylaw 4.21, voting on the matter being discussed will be conducted by show of hands unless such matter relates to the appointment, removal or election of an individual to office, in which case a secret ballot will be used for such vote.
- 4.23 Unless otherwise specified in these Bylaws, where consensus cannot be reached, member delegates and proxies attending a meeting may approve of any matter by ordinary resolution.
- 4.23A If a meeting is convened as a hybrid meeting, unless otherwise specified, reference in these Bylaws to
- (a) a vote or poll by "show of hands" means a vote at the hybrid meeting taken by show of hands of those present in person at the meeting together with an appropriate indication of voting intention by those attending the meeting by telephone or other communications medium, as the case may be; and
 - (b) an election or other vote by "secret ballot poll" means a vote conducted by electronic voting in accordance with the Governance Manual.

Proxy Voting

- 4.24 A member may be represented at a meeting by someone other than its member delegate by appointing an individual as proxy holder in accordance with the Bylaws.
- 4.25 A proxy appointment is valid and a vote cast under authority of such appointment will be a valid vote if the vote is validly cast and if the appointment is:

- (a) made in writing and signed by an authorized representative of the member;
- (b) received by
 - (i) the Electoral Officer, in respect of a vote cast in an election,
 - (ii) the meeting chair, in respect of any other type of secret ballot poll, or
 - (iii) a BCAFN employee responsible for meeting registration, for any poll conducted by show of hands; and,
- (c) received on or before the following cut-off times, depending on the type of poll and meeting format:
 - (i) fifteen (15) minutes before the taking of any poll conducted by show of hands,
 - (ii) fifteen (15) minutes before the close of any secret ballot poll conducted at a meeting that is not a hybrid meeting, or
 - (iii) the opening of any secret ballot poll that is conducted at a hybrid meeting.

4.26 A member delegate may, in addition to acting as member delegate and voting on behalf of his or her First Nation, be appointed as a proxy for a maximum of one (1) other member.

4.27 No single person may hold more than one proxy, and the holder of a proxy cannot assign, delegate or transfer the proxy to any other person.

4.28 A member delegate may revoke a proxy appointment by delivering written notice of such revocation to

- (a) the Electoral Officer in respect of a vote cast in an election,
- (b) the meeting chair, in respect of any other type of secret ballot poll, or
- (c) a BCAFN employee responsible for meeting registration, for any poll conducted by show of hands,

before the close of a secret ballot poll or the taking of a poll conducted by show of hands, as the case may be.

4.29 A proxy appointment revocation is effective, and a vote cast under the authority of a revoked proxy appointment is invalid, if the notice of revocation is received by the Electoral Officer or the BCAFN employee responsible for meeting registration, as the case may be, before a voting poll closes.

- 4.30 Any dispute as to the validity of a proxy appointment or question about whether the procedural requirements to make a proxy appointment have been met will be resolved by
- (a) the Electoral Officer, if such dispute arises at a meeting where an election is being held, or
 - (b) the meeting chair, at any other meeting,
- and the Electoral Officer or the meeting chair, as the case may be, will make a final determination to resolve the dispute or question.

Tie Vote

- 4.31 If a vote on an ordinary resolution has exactly one half (1/2) of votes cast in favour, or a vote on a special resolution has exactly two-thirds (2/3^{rds}) of votes cast in favour, the meeting chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member delegate, and therefore the proposed ordinary resolution or special resolution, as the case may be, does not pass.

ARTICLE 5 DIRECTORS

- 5.1 The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society, but subject, nevertheless, to:
- (a) all laws affecting the Society including but not limited to the *Societies Act*;
 - (b) these Bylaws; and
 - (c) all BCAFN Policy Manuals not being inconsistent with these Bylaws.
- 5.2 The number of directors will be five (5) or a greater number determined from time to time by special resolution.
- 5.3 In exercising the powers and performing the functions of a director, a director will at all times:
- (a) act honestly and in good faith and in the best interests of the Society;
 - (b) comply with and uphold the Constitution, Bylaws and BCAFN Policy Manuals; and
 - (c) exercise the care, diligence and skill of a reasonably prudent person.
- 5.4 Directors will be elected by a majority of all members that are represented by a member delegate or proxy at the Annual General Meeting, by way of a secret ballot poll in accordance with the Governance Manual. If a successor director is not elected or appointed for any reason, the person previously elected or appointed will continue to hold

office until the next member meeting, provided that person remains qualified to be a director.

- 5.5 A director's term of office is three (3) years. Elections for directors will be held on a staggered cycle so that at no time will all positions on the Board be vacant at the same time.
- 5.6 Any director may stand for immediate re-election following the expiry of their term.
- 5.7 An act or proceeding of the Board is not invalid merely because there are fewer than the prescribed number of directors in office.

Directors filling casual vacancy

- 5.8 Any casual vacancy on the Board may be filled by a member delegate appointed by the directors.
- 5.9 A member delegate appointed by the Board to fill a casual vacancy holds office only until the next Annual General Meeting, at which time that director's term will be deemed to have ended and an election for a director will be held in the usual manner to serve a new 3-year term.

Director removal

- 5.10 If a director:
 - (a) is absent from office (including on leave) for any reason for any period longer than two (2) months;
 - (b) is absent from three (3) or more consecutive meetings; or
 - (c) is absent for more than forty percent (40%) of meetings during any one (1) year period,

then the Board may remove that director and appoint a member delegate as a director to fill the resulting vacancy, provided that such appointment would be only effective until the next Annual General Meeting, at which time a director would be elected in the usual manner to serve a new 3-year term.

- 5.11 By special resolution at a Special General Assembly called for this purpose, the members may, by secret ballot vote, remove a director before the expiration of his or her term of office, and may elect a successor to fill such vacancy, in which case the successor will be elected to serve a new 3-year term.

Remuneration for Directors

- 5.12 Directors of the Society must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services and will serve as such without remuneration except that:
- (a) any director may receive an honorarium, as determined by the Board from time to time, for each Board meeting attended; and
 - (b) a director may be reimbursed by the Society for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 5.13 All honorariums paid by the Society to directors will be reported in the Society's annual audit.

Indemnification and Insurance

- 5.14 The Society will indemnify a director or former director, the Regional Chief or a former Regional Chief, and any senior manager or former senior manager and their heirs and personal representatives, against all costs, penalties, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, a person performing the function of a director, or a senior manager, as the case may be, including an action brought by the Society or subsidiary, if:
- (a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
- 5.15 The Society may purchase and maintain insurance for the benefit of a director, the Regional Chief and any senior manager or former senior manager against personal liability incurred by any of them acting as a director, a person performing the function of a director, or a senior manager, as the case may be.

ARTICLE 6 PROCEEDINGS OF THE DIRECTORS

- 6.1 The Board may meet at the places and times it deems fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, subject at all times to these Bylaws, the BCAFN Policy Manuals and the *Societies Act*.
- 6.2 Subject to the *Societies Act* and these Bylaws, the Board may adopt rules of order, but if it does not do so then Robert's Rules of Order will be followed.

- 6.3 Meetings of the Board may be called by the Regional Chief or by the Secretary on the written request of at least three (3) directors. The Secretary will send out notices of special meetings to each Board member two (2) weeks in advance of the meeting, where practicable.
- 6.4 The Board 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.
- 6.5 Questions arising at meetings of the Board will be decided by way of directors' resolution.
- 6.6 The Regional Chief is the chair of all meetings of the Board, but if at a meeting the Regional Chief is not present within 1 hour after the time appointed for holding the meeting, the Secretary will act as chair, and if neither is present the directors present may choose one of their number to be the chair at that meeting.
- 6.7 A directors' resolution made in writing is as valid and effective as if regularly passed at a meeting of the Board if such directors' resolution is
- (a) signed by all the directors, and
 - (b) placed with the minutes of the Board.
- 6.8 The Board may as it thinks fit delegate any, but not all, of its powers to any committee established under these Bylaws or the Governance Manual, provided that at least one (1) director must be a member of such committee.
- 6.9 Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the meeting, and provided all persons participating in the meeting can hear each other.

Consensus and Tie Votes

- 6.10 Unless otherwise specified in these Bylaws, the directors present at any meeting of the Board will attempt to reach a consensual decision on all matters discussed at the meeting.
- 6.11 At any time, a director may bring forward a motion that consensus on a decision cannot be reached, in which case, the directors will make that decision by passing a directors' resolution.
- 6.12 In the case of a tie vote, the proposed directors' resolution does not pass.
- 6.13 For greater certainty, a director who is acting as chair under Bylaw 6.6 is not entitled to cast a second vote in addition to the vote to which he or she may have been entitled as a director, and the Regional Chief is not entitled to vote on directors' resolutions, either as meeting chair or otherwise.

ARTICLE 7 OFFICERS

- 7.1 The Board will appoint directors to the offices of, at a minimum, Secretary and Treasurer, and one (1) director may hold more than one (1) office.
- 7.2 Each officer will hold office until his or her resignation, removal or disqualification, or until his or her successor has been appointed.
- 7.3 The Board may in its discretion remove any officer from his or her office.

Duties of Secretary

- 7.4 The Secretary is responsible for overseeing and ensuring that the following actions are carried out in accordance with these Bylaws and the Governance Manual:
- (a) issuing correspondence of the Society;
 - (b) issuing notices of meetings of the Society and Board;
 - (c) recording, keeping and, where appropriate, circulating the minutes of all meetings of the Society and Board are recorded and kept and where appropriate, circulated;
 - (d) keeping and maintaining the custody of all records and documents of the Society, except those which are the responsibility of the Treasurer;
 - (e) promptly making all filings and reports required under these Bylaws and the *Societies Act*;
 - (f) maintaining and updating the Membership List and the list of respective member delegates; and
 - (g) performing any other society-related duties that are assigned to him or her by the members by way of ordinary resolution.

Duties of Treasurer

- 7.5 The Treasurer is responsible for overseeing and ensuring that the following actions are carried out in accordance with these Bylaws and the Governance Manual:
- (a) keeping and maintaining the financial records, including books of account, as necessary to comply with the *Societies Act*;
 - (b) circulating financial statements of the Society to the Board, members and others when required; and
 - (c) performing any other society-related duties assigned to him or her by the members by way of ordinary resolution.

ARTICLE 8 OFFICE OF REGIONAL CHIEF

- 8.1 The Regional Chief's mandate, responsibilities, authority and accountability are prescribed in Article 4 of the Governance Manual.
- 8.2 The Regional Chief is not a director but will attend and chair meetings of the Board and provide direction to and receive advice from the Board in accordance with applicable BCAFN Policy Manuals.
- 8.3 The Regional Chief will be elected by a vote of more than fifty percent (50%) of all votes validly cast in an election at the Annual General Meeting and in accordance with these Bylaws and the Governance Manual.
- 8.4 The Regional Chief's term of office is three (3) years.
- 8.5 Subject to any early removal by the members pursuant to these Bylaws and the Governance Manual, the term of the Regional Chief expires on the day that a new Regional Chief is elected.
- 8.6 The Regional Chief's salary will be determined by the Board and set out in the Regional Chief's Terms of Office in compliance with the Governance Manual.

Complaints to the Governance Committee

- 8.7 A member may at any time, with the written support of at least ten percent (10%) of members shown on the Membership List, submit a written complaint to the Board regarding the conduct of the Regional Chief.
- 8.8 The Board will review any complaint made pursuant to Bylaw 8.7 and determine, in its sole discretion, whether such alleged misconduct is egregious, in which case the Board will refer the complaint to the Governance Committee.
- 8.9 The Governance Committee will investigate and review any complaint referred to it by the Board pursuant to Bylaw 8.8 and make any recommendations to the members in accordance with its terms of reference and the Code of Conduct.
- 8.10 Recommendations provided by the Governance Committee with respect to a complaint made against the Regional Chief may or may not include a recommendation to remove the Regional Chief from office.
- 8.11 Recommendations provided by the Governance Committee under Bylaw 8.10 will be put to a secret ballot vote at a Special General Assembly called for the purpose, and members may, by special resolution, accept those recommendations.

ARTICLE 9 GOVERNANCE COMMITTEE

- 9.1 At every Annual General Meeting in which there is an election of the Regional Chief, the members will
- (a) establish and provide terms of reference for a committee to
 - (i) investigate any complaints about the conduct of the Regional Chief that are referred to it in accordance with the Bylaws,
 - (ii) periodically review and recommend amendments to the Bylaws and Governance Manual, and
 - (iii) consider and advise the Board on any governance matter referred to it by the Board,(the “Governance Committee”); and
 - (b) appoint by ordinary resolution six (6) member delegates, reflective of regional diversity, with an equal number of women and men, to serve on the Governance Committee for a term of three (3) years.
- 9.2 The members may by way of ordinary resolution at the Annual General Meeting immediately prior to these Bylaws taking effect, or at any time after these Bylaws take effect but before the next Annual General Meeting in which there is an election of a Regional Chief, establish the Governance Committee on an interim basis, with all of the duties and powers set out in these Bylaws and on the same terms, except that the term of the six (6) individuals appointed will terminate at the close of the next Annual General Meeting in which there is an election of a Regional Chief.
- 9.3 If an individual appointed to the Governance Committee at any time during his or her term of appointment is no longer a member delegate, that individual may continue to be a member of the Governance Committee but only until the next Annual General Meeting, at which the individual will resign from the Governance Committee and the members will appoint a successor member delegate to serve the remainder of that individual’s term.
- 9.4 The Governance Committee will be governed by these Bylaws and its terms of reference, as well as by all applicable BCAFN Policy Manuals.

ARTICLE 10 ELECTIONS APPEAL COMMITTEE

- 10.1 At every Annual General Meeting in which there is an election of a Regional Chief, the members by way of ordinary resolution will
- (a) establish and approve terms of reference for a committee to hear and decide appeals of election results, and

- (b) appoint three (3) individuals to serve on the committee, each for a term of three (3) years that terminates at the close of the third Annual General Meeting after their appointment,

(the “Elections Appeal Committee”).

- 10.2 The members may by way of ordinary resolution at the Annual General Meeting immediately prior to these Bylaws taking effect, or at any time after these Bylaws take effect but before the next Annual General Meeting in which there is an election of a Regional Chief, establish the Elections Appeal Committee on an interim basis, with all of the duties and powers set out in this Article and on the same terms, except that the term of the three (3) individuals appointed will terminate at the close of the next Annual General Meeting in which there is an election of a Regional Chief.
- 10.3 The individuals appointed under Bylaw 10.1(b) or Bylaw 10.2 as the case may be will, collectively, have the following mix of desirable skills and experience:
 - (i) experience managing or supervising elections,
 - (ii) legal expertise,
 - (iii) experience adjudicating a dispute as part of an administrative tribunal or other similar body, and
 - (iv) familiarity with BCAFN processes and procedures.
- 10.4 For greater certainty, at the time of his or her appointment under Bylaw 10.1(b) or Bylaw 10.2 as the case may be, an appointee may be, but need not be, a member delegate.
- 10.5 An appointee under Bylaw 10.1(b) or Bylaw 10.2 as the case may be who is a member delegate will not be required to resign from the Elections Appeal Committee only because, at some time during his or her 3-year term, he or she ceases to be a member delegate.
- 10.6 Within seven (7) days of the conclusion of an election, any candidate or member delegate may file an appeal in writing to the chair of the Elections Appeal Committee that alleges significant unfairness to a candidate resulted from one or more of the following:
 - (a) conduct or actions during the election campaign of a candidate or his or her representatives or agents;
 - (b) election irregularities; or
 - (c) the Electoral Officer having
 - (i) acted without jurisdiction or authority,
 - (ii) refused to exercise his or her jurisdiction or authority,

- (iii) failed to observe procedural fairness,
- (iv) failed to interpret these Bylaws and the Governance Manual correctly, or
- (v) based a decision, action or omission on an erroneous finding of fact that was made in a perverse or capricious manner or without regard for the information before him or her.

10.7 Within two (2) days of receiving a written appeal, the chair of the Elections Appeal Committee:

- (a) must deliver a copy to each candidate in the impugned election, the Electoral Officer, and any other person who the chair deems necessary;
- (b) may require the parties referred to in paragraph (a) to provide the chair within seven (7) days copies of all records in their custody or under their control respecting the appeal;
- (c) may invite the parties referred to in paragraph (a) to provide the chair within seven (7) days affidavit evidence respecting the facts alleged in the written appeal; and
- (d) may recommend to the Board that legal counsel be retained on behalf of the Society to advise the Elections Appeal Committee on its duties and obligations under this Article, or any other matter related to the appeal.

10.8 Any party referred to in Bylaw 10.7(a) may apply to the chair of the Elections Appeal Committee to extend the time for submitting records or affidavit evidence under Bylaw 10.7(b) or Bylaw 10.7(c), whether or not the time allowed under those sections has expired, and the chair may order an extension of time.

10.9 Within fourteen (14) days of the chair receiving a written appeal or, if an extension of time has been granted under Bylaw 10.8, such later time as may be determined by the chair, the Elections Appeal Committee must review the appeal and any records or affidavit evidence received under Bylaw 10.7 and decide, by majority vote, either:

- (a) there are insufficient grounds to hold a hearing, and affirm the election results; or
- (b) there are sufficient grounds to warrant a hearing, and schedule a hearing.

10.10 The Elections Appeal Committee will provide each candidate in the impugned election, the Electoral Officer, and any other person deemed necessary by the Elections Appeal Committee with written notice of a hearing.

10.11 The date scheduled for the hearing must be not less than fourteen (14) days and no more than twenty-one (21) days after the date the chair received the written appeal or, if an

extension of time has been granted under Bylaw 10.8, such later time as may be determined by the chair.

10.12 The hearing will be

- (a) conducted in accordance with procedural rules adopted by the Elections Appeal Committee; and
- (b) open to all member delegates.

10.13 Upon conclusion of the hearing, if the Elections Appeal Committee decides that the alleged election irregularities or decision, action or failure of the Electoral Officer, as the case may be,

- (a) would not have reasonably affected the outcome of the election, it must order that the appeal is dismissed and affirm the election results; or
- (b) would have reasonably affected the outcome of the election, it must order that the Society hold a new election at a Special Chiefs Assembly called for the purpose.

10.14 The Elections Appeal Committee must make its order without delay, but in any event, no later than fourteen (14) days after the close of the hearing, and such order is final and binding on the parties to the appeal and is not subject to further appeal.

10.15 Within seven (7) days of making an order under Bylaw 10.13, the Elections Appeal Committee will submit written reasons for its decision to the Board and the Board will send a copy of those reasons to all members.

ARTICLE 11 FINANCIAL

Borrowing

11.1 The Regional Chief may, on behalf of the Society and on such terms approved by the Board and in accordance with the Financial Controls Manual, arrange for credit to be granted to the Society for such amounts as may be reasonably necessary for the operation of the Society.

11.2 Where the Regional Chief, a director, an employee or an agent of the Society uses credit granted to the Society for Society purposes, such use must be in accordance with the Financial Controls Manual.

11.3 Neither the Regional Chief nor the Board is authorized to borrow in excess of fifty-thousand dollars (\$50,000) on behalf of the Society except as may be specifically permitted by a special resolution passed at an Annual General Meeting or Special Chiefs Assembly.

Auditor

- 11.4 If the Society is required or has resolved to have an auditor, the Board will appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next Annual General Meeting.
- 11.5 An auditor may be removed by directors' resolution.
- 11.6 An auditor will be promptly informed in writing of the auditor's appointment or removal.
- 11.7 A director or employee of the Society will not be its auditor.
- 11.8 The auditor, if any, may attend all meetings.

Fiscal Year

- 11.9 The Board will fix the fiscal year of the Society in accordance with the Financial Controls Manual.

ARTICLE 12 AMENDMENT & REPEAL

- 12.1 These Constitution and Bylaws may only be amended, altered, repealed or enhanced by special resolution.
- 12.2 The Governance Manual, Executive Limitations Policy, Code of Conduct, Oath of Office and Standing Rules of Procedure for Assemblies may only be amended, altered, repealed or enhanced by ordinary resolution. All other BCAFN Policy Manuals may be amended by the Board, provided that the Board reports on such amendments to the members at an Annual General Meeting or Special Chiefs Assembly.

The members of the British Columbia Assembly of First Nations approved these Bylaws at a Special Chiefs Assembly held on July 6, 2022.