

January 18, 2018

BABINE LAKE COMMUNITY FOREST SOCIETY

CONSTITUTION

1. The name of the Society is; Babine Lake Community Forest Society
2. The purposes of the society are:
 - (a) To have a joint venture community forest owned by two cultures working together in harmony for common goals
 - (b) Operate a community forest in a manner that earns surplus funds but also meets the needs of traditional values as well as accounting for environmental and commercial considerations.

BYLAWS

Part 1 – Interpretation:

- (1) In these bylaws, unless the context otherwise requires: “directors” , means the directors of the society for the time being
“Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
“Registered addresses” of a director means the director’s address as recorded in the register of directors
- (2) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa and words importing a male person include the female person and a corporation.

Part 2 – Directorship:

- (3) The directors of the society are the applicants for the incorporation of the society, and those persons who subsequently become directors, in accordance with these bylaws and in either case, have not ceased to be directors.
- (4) Directorship in the society will be by appointment by existing directors. Four (4) appointees must be Babine Lake Nation members and four (4) appointees must be residents of the Municipality of Granisle over the age of 18, and Canadian Citizens.
- (5) Every director must uphold the constitution and comply with these bylaws.
- (6) There will be no annual dues. Funding for the society will be generated through the services the society provides.
- (7) A person ceases to be a director of the society

- (a) By delivering his or her resignation in writing to the secretary of the society or by mailing or by delivering it to the address of the society
 - (b) On his or her death, or in the case of a corporation, on dissolution,
 - (c) On being expelled.
- (8) (a) A director may be expelled by a special resolution of the directors passed at an annual 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 annual general meeting before the special resolution is put to a vote.
- (9) All directors are in good standing except directors who fail to reasonably attain their commitments to the society.

Part 3 – Meetings of Directors

- (10) The annual general meeting of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- (11) Every annual general meeting, other than an annual meeting is an extraordinary meeting.
- (12) The directors may, when they think fit, convene an extraordinary annual general meeting.
- (13) Notice of an annual general meeting must specify the place, day and hour of the meeting, and, in the case of special business, the general nature of the business.
- (14) 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 meeting of the society must be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at Annual General Meetings

- (15) Special business is
- (a) All business at an extraordinary annual 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 the 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 appointment of directors
 - (vi) The appointment of the auditor, if required

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.

- (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a annual general meeting at a time when a quorum is not present.
- (b) If at any time during the annual 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 3 directors present or a greater number that the directors may determine at a annual general meeting providing;
 - (i) That within the three directors both partners are represented
 - (ii) When voting that the vote is unanimous or is not carried until consensus is achieved.
- (16) If within 15 minutes from the time appointed for an annual general meeting a quorum is not present, the meeting, if convened on the requisition of directors, 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 15 minutes from the time appointed for the meeting, the directors present constitute a quorum.
- (17) Subject to Bylaw 19, the Co-Chairs of the society, the vice Co-Chairs or, in their absence of both two of the other directors' present, one representing each partner must chair the meeting.
- (18) If at an annual general meeting
 - (a) There are no Co-Chairs, CO-Vice Chairs present within 15 minutes after the time appointed for holding the meeting, or
 - (b) The Co-Chairs are unwilling to act as the co-chairs; the directors present must choose two of their numbers to be the co-chairs, each one representing one of the partners.
- (19) (a) An annual general meeting may be adjourned from time to time and 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 10 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 annual general meeting.
- (21) (a) A resolution at a meeting need not be seconded, and the Co-Chairs of a meeting may move or propose a resolution. (b) In the case of a tie vote, the Co-Chairs do not have a casting or second vote in addition to which he or she may be entitled as a director and the proposed resolution does not pass.
- (22) (a) A director of the board present at a meeting of directors is entitled to one vote subject to terms and conditions that may be passed from time to time by bylaw or resolution.
 - (b) Voting is by a show of hands or by ballot if requested.
 - (c) Voting by proxy is not permitted.

(23) The board may receive presentations from interested parties.

Part 5 – Directors and Officers

(24) (a) The board of directors shall consist of two representatives from the Lake Babine Nation and two representatives from the Municipality of Granisle. The board will be chaired by co-chairs. One chair will represent the Lake Babine Nation the other chair will represent the Municipality of Granisle. The vice co-chairs will represent the two entities in the same manner. The board will operate under Roberts Rules of Order and meet when it is deemed necessary by the co-chairs. Meetings will be held at a location chosen by the board of directors. Notice of each meeting will be published at the beginning of each year. The annual general will be open to the public. Matters of a confidential nature will be held at in camera meetings. Directors may attend board meetings by way of audio/video devices if and when that kind of equipment has been made available.

The directors may exercise all of the powers and do all of the acts and thing that the Society may exercise and do but subject, nevertheless, to (i) all laws affecting the society (ii) these bylaws, and (iii) policies rules, not being inconsistent with these bylaws, that are made from time to time by the society in a annual general meeting. Meetings will be held at a location chosen by the board of directors with cost and convenience to the board being key considerations.

(b) A rule, made by the society in a annual general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

(25) (a) The Co-Chairs and Co-vice chairs and four other directors are the directors of the society.

(b) The number of directors will be four or a greater number determined from time to time at an annual general meeting.

(26) (a) The term of office for directors will be 24 months and may be renewed by consent of the directors and the majority of the directors on the board.

(b) Directors will be appointed to the board of Directors by the Directors who are in office at the time of appointment of the new director/s.

(27) The Directors may from time to time appoint a person as a Director to fill a vacancy on the board or otherwise to meet a provision of this constitution.

(28) (a) If a director resigns his or her office or otherwise ceases to hold office, another person must be appointed as director to fill the position in accordance with the terms and conditions of this constitution.

(b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office providing decision making is done by consensus.

(29) The directors may, by special resolution, remove a director, and appoint a successor to the board in accordance with the constitution.

(30) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses, when funds are available, for necessary and reasonably incurred expenses while carrying out the approved duties as director. A director may be

an employee of the Society or may be an agent, individual or company doing business with the Society providing that in matters where there may be conflict that the director does not participate in proceedings or voting.

PART 6 – Proceedings of Directors

(31) (a) The Board of directors may meet at the places they think fit 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 Co-Chairs are the chairs of all meetings of the directors, but if at a meeting the co-chair is not present within 15 minutes after the time appointed for holding the meeting, a co-vice chair must act as the other co-chair, but if neither is present the directors present may choose two of their number to be co-chairs of the meeting. In all cases representation of the chair must be equally shared by the two partners, the Lake Babine Nation and the Municipality of Granisle.

(d) A director may at any time, and the clerk, on the request of a director, must, convene a meeting of the directors.

(32) (a) The board of directors may establish standing committees for business that is long term and ongoing. The standing committees will have an equal number of board members and citizens appointed from the communities.

(b) The board of directors may establish select committees for business that is a onetime project. Select committees will have one director from each community and any number of community members just so long as they are of an equal number from each community.

(c) The board of directors may establish policies that are installed in a policy manual and kept in the office in a manner that they are available to board members. Policies need not be entered into the bylaws or constitution but will not be contrary to values expressed in those documents.

(33) 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, fax or email, of any meeting of directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice 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 directors is present, and valid and effective.

(34) (a) Questions arising at a meeting of the directors and committee of directors must be decided by an equal number of votes for both partners.

(b) In the case of a dissenting vote, wording of the matter will be reworded until a consensus is achieved.

(35) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the co-chairs of a meeting may move or propose a resolution.

(36) A resolution in writing, signed by all of the directors and placed with the minutes of directors, is valid and effective as if regularly passed at a meeting of directors.

PART 7 – SEAL

(37) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

(38) 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.

PART 8 – Borrowing

(39) The parties agree that the Babine Lake Community Forest Society may borrow money, assume mortgages, own real property and lease property by resolution of the board. The Community Forest may enter into agreements as determined by the board of directors. Some examples are; with other community forests, First Nation communities, villages, towns or Regional Districts to embark upon research, product development, marketing analyses, trial markets, operating agreements and any other new business ventures that are sound and promise to meet the goals of the communities that the Community Forest serves providing that each initiative is supported by a resolution of the board of directors.

PART 9 – Auditor

(40) This Part applies only if the society is required or has resolved to have an auditor.

(41) This auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

(42) 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.

(43) An auditor may be removed by ordinary resolution.

(44) A director or employee of the society must not be its auditor.

(45) The auditor may attend annual general meetings

PART 10 – Notices to Directors

(46) A notice may be given to a director, either personally or by mail to the director at the director's registered address.

PART 11 – Bylaws

(47) On being admitted to the board, each director is entitled to, and the society must give the director without charge, a copy of the constitution and bylaws of the society.

(48) These bylaws must not be altered or added to except by special resolution.

DATED December 21, 2010

Incorporated under the Society Act January 31, 2011

Special resolution passed November 18, 2011 and approved under the Society Act March 2, 2012

Babine Lake Community Forest Society
Abridged bylaws and Constitution

Abridged Constitution:

The Babine Lake Community Forest Society is a joint venture between the peoples of the Lake Babine Nation and the peoples of the municipality of Granisle. The purpose of the partnership is to operate a community forest and to nurture the development of small business,

Bylaws:

The bylaws are those of Schedule B as published in the Societies Act except for the following deviations.