

**BYLAWS OF
HIYÁM TA SKWXWÚ7MESH SOCIETY**

1 INTERPRETATION

Definitions

1.1 In these bylaws, unless the context otherwise requires:

- (a)** "**Act**" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (b)** "**Conflict of interest**" means a situation in which a person or an immediate relative is to derive personal benefit from actions or decisions made by an official in their official capacity.
- (c)** "**Immediate relative**" means a mother, father, spouse, brother, sister, son, daughter, niece, nephew, grandparent or grandchild, first cousin, parent in-law, child in-law, or child of a spouse.
- (d)** "**good standing**" in respect of a Housing Society Member means that the individual continues to meet the requirements for being a Housing Society Member, including currently holding the position of Nation Chair or councilor of the Squamish Nation;
- (e)** "**SN Council**" means the current members of the council of the Squamish Nation (which includes the Squamish Nation chairperson); and
- (f)** "**Squamish Nation**" means the Squamish First Nation.

1.2 The definitions in the 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 gender include a male person, a female person and a corporation.

2. MEMBERSHIP

2.1 The members of the Society (the "**Housing Society Members**") from time to time will be the then-current members of the SN Council.

2.2 Every Housing Society Member shall uphold the Society's constitution and comply with these bylaws.

2.3 There will be no annual membership dues.

2.4 A person will cease to be a Housing Society Member upon ceasing to be a member of the SN Council.

3. MEETINGS OF HOUSING SOCIETY MEMBERS

3.1 General meetings of the Society (each, a "**Housing Society General Meeting**") shall be held at the time and place, in accordance with the Act, that the directors decide.

- 3.2** The first annual Housing Society General Meeting shall be held not more than 15 months after the date of incorporation and, after that, an annual Housing Society General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual Housing Society General Meeting.
- 3.3** Every Housing Society General Meeting, other than an annual Housing Society General Meeting, is an extraordinary Housing Society General Meeting.
- 3.4** The directors may, when they think fit, convene an extraordinary Housing Society General Meeting.
- 3.5** Notice of a Housing Society General Meeting shall:
- (a)** be in writing;
 - (b)** identify the place, day and hour of the meeting;
 - (c)** include an agenda specifying the general nature of the business to be addressed at the meeting, including any special business;
 - (d)** include material relating to any proposed resolutions; and
 - (e)** be provided to all Housing Society Members at least 14 days in advance of the meeting.
- 3.6** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Housing Society Members entitled to receive notice does not invalidate proceedings at that meeting.

4. PROCEEDINGS AT HOUSING SOCIETY GENERAL MEETINGS

- 4.1** The Housing Society Members may consider and transact any business, either special or general, at any Housing Society General Meeting.
- 4.2** Special business is:
- (a)** all business at an extraordinary Housing Society General Meeting except the adoption of rules of order; and
 - (b)** all business transacted at an annual Housing Society General Meeting, except:
the adoption of rules of order;
the consideration of the financial statements;
the report of the directors;
the report of the auditor, if any;
the election of directors;
the appointment of the auditor, if required; and

the other business that, under these bylaws, ought to be transacted at an annual Housing Society General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.3** Quorum for a Housing Society General Meeting is a majority of the then existing Housing Society Members.
- 4.4** No business, other than the adjournment or termination of the meeting, shall be conducted at a Housing Society General Meeting at a time when a quorum is not present.
- 4.5** If at any time during a Housing Society 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.
- 4.6** If within 30 minutes from the time appointed for a Housing Society General Meeting a quorum is not present, the meeting, if convened on the requisition of Housing Society Members, shall be terminated; in any other case, the meeting 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 time appointed for the meeting, the Housing Society Members present shall constitute a quorum.
- 4.7** The chair of the board of directors (as selected in accordance with section 7.5) will also serve as chair of each Housing Society General Meeting. If the position of chair of the board of directors is vacant when a Housing Society General Meeting is held or the chair of the board of directors is not in attendance at such a meeting, the Housing Society Members present at the meeting shall choose one of their number to be chair.
- 4.8** A Housing Society 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.
- 4.9** When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10** Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Housing Society General Meeting.
- 4.11** Every Housing Society Member in good standing present at a meeting of Housing Society Members is entitled to one vote.
- 4.12** All votes shall be taken by a show of hands except as otherwise provided in this section.
- 4.13** The chair may or, at the request of one or more Housing Society Members, shall direct a secret ballot be taken rather than a vote by show of hands on any vote.
- 4.14** In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 4.15** A resolution in writing signed by all Housing Society Members and placed with the minutes of the Housing Society Members is as valid and effective as if regularly passed at a Housing Society General Meeting of the Housing Society Members.

4.16 Voting by proxy is not permitted.

5. DIRECTORS

5.1 The directors of the Society shall be appointed by the Housing Society Members from time to time as follows:

- (a)** the total number of directors shall be 7;
- (b)** a minimum of 3 directors must be members of the Squamish Nation;
- (c)** the Housing Society Members will strive to appoint directors such that at least one director represents each of:

the Squamish Valley (being the geographic area in that portion of the Squamish-Lillooet Regional District north of Porteau Cove and within the Squamish Nation traditional territory);

the North Shore (being the geographic area within the City of North Vancouver, the District of North Vancouver and the District of West Vancouver); and

the regional communities outside of the Squamish Valley and the North Shore.

5.2 For clarity, when appointing directors, a conflict of interest will arise in respect of any proposed appointee that is an immediate family member (being the mother, father, spouse, brother, sister, son, daughter, niece, nephew, grandparent or grandchild, first cousin, parent in-law, child in-law, or child of a spouse) of a Housing Society Member, such that the applicable Housing Society Member shall disclose the conflict and refrain from voting on such appointment.

5.3 The Directors of the Society shall remove themselves from any decision in which they are in a perceived or actual conflict of interest and may create policy to guide conflict of interest issues.

5.4 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.5 Each director shall serve a term that expires at the fourth annual general assembly following their appointment. In order to stagger the terms of the directors, notwithstanding the foregoing, of the inaugural 7 directors so appointed, the Housing Society Members will select 3 directors (including 1 director that is a member of the Squamish Nation) to serve an inaugural term that expires at the second annual general assembly following their appointment.

5.6 At the expiry of each term, a successor director shall be appointed for a term of 4 years (if no successor is appointed, the person previously appointed will continue to hold office for a new 4 year term).

5.7 The Housing Society Members may by special resolution remove a director before the expiration of his or her term of office, and may appoint a successor to complete the removed director's term of office.

5.8 A director of the Society ceases to hold office when:

- (a)** the director's term of office expires, or

(b) the director dies, resigns or is removed from office.

5.9 Directors may not be remunerated in any capacity; however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

6. POWERS AND OBLIGATIONS OF DIRECTORS

6.1 A director shall:

- (a) act honestly and in good faith and in the best interests of the Society,
- (b) exercise the care, diligence and skill of a reasonably prudent person;
- (c) immediately disclose in writing to the other directors the existence of any direct, indirect or perceived conflict of interest;
- (d) uphold the Constitution of the Society, and
- (e) adhere to the highest legal and ethical standards in exercising the powers and performing the functions of a director.

6.2 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 statute or otherwise lawfully directed or required to be exercised or done by the Society in a Housing Society General Meeting, but subject, nevertheless to:

- (a) all laws affecting the Society,
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a Housing Society General Meeting, including any Financial Administrative Policy approved by the Housing Society Members.

6.3 The directors may pass a directors' resolution without a meeting if all of the directors consent to the resolution in writing.

6.4 The directors are expected to attend all meetings of the directors and to prepare for such meetings by reviewing all material or other information provided in advance of each meeting.

6.5 Within 1 year of the incorporation of the Society, the directors will develop and approve a Financial Management Policy and Human Resource Policy applicable to the Society, both of which will be presented at a Housing Society General Meeting.

6.6 No rule made by the Society in a Housing Society General Meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

7. PROCEEDINGS OF DIRECTORS

- 7.1** The directors may meet together at such places and times as they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2** A director may at any time convene a meeting of the directors by, subject to the general notice provisions of these bylaws, providing notice of a directors' meeting to each director in writing specifying the place, day and hour of the meeting at least 7 days in advance of the meeting. All material relating to a meeting of the directors, including any proposed resolutions, shall be included in the notice of a directors' meeting provided to each director at least 7 days in advance of the meeting.
- 7.3** Notice requirements in respect of a directors meeting may be waived by unanimous agreement of the directors.
- 7.4** Each director is entitled to one vote, which may not be exercised by proxy.
- 7.5** The directors will choose one director to act as chair of the board of directors. If a directors meeting is held when the position of chair of the board of directors is vacant, the directors present at each such meeting may choose one of their number to serve as acting chair at that meeting.
- 7.6** The quorum necessary to transact business at a directors meeting shall be a majority of the directors then in office (for example, if there are 7 directors, 4 is a quorum).
- 7.7** Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 7.8** In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a director and the proposed resolution shall not pass.
- 7.9** No resolution proposed at a meeting of the directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.
- 7.10** 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 the directors.
- 7.11** A director may participate in a meeting of the directors by means of conference telephone or other communication facility, provided that all directors participating in the meeting can hear each other. A director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and shall be counted in the quorum therefor and be entitled to speak and vote thereat.

8. COMMITTEES

- 8.1** The directors may delegate any, but not all, of their powers to committees consisting of one or more individuals as they think fit, provided that such individuals are directors or Housing Society Members.

8.2 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

8.3 A committee shall elect a chairperson of its meeting, but if no chairperson is elected, or if at any meeting the chairperson is not present within thirty minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

8.4 The members of a committee may meet and adjourn as they think proper.

8.5 The directors may from time to time appoint one or more individuals as they think fit, which, notwithstanding section 8.1, need not be a director or Housing Society Member, to sit on a Governance Practices Committee. The Governance Practices Committee will, subject to the direction of the directors, provide the directors with advice regarding good governance practices in relation to the Society.

9. SEAL

9.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution.

10. BORROWING

10.1 In order to carry out the purposes 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.

10.2 The Housing Society Members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual Housing Society General Meeting.

11. AUDITOR

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual Housing Society General Meeting, the Housing Society Members shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual Housing Society General Meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be promptly informed in writing of appointment or removal.

11.6 No director and no employee of the Society shall be auditor.

11.7 The auditor may attend Housing Society General Meetings.

12. GENERAL NOTICE PROVISIONS

12.1 Unless otherwise specified in these bylaws, the general notice provisions set out in this Part apply to any notice required to be given to a Housing Society Member, an auditor or a director.

12.2 Any notice to be given to a Housing Society Member, an auditor or a director shall be sufficiently given if given to the Housing Society Member, auditor or director personally or by delivery, mail, facsimile or email to him or her at his or her registered address.

12.3 Any notice not served personally shall be deemed to have been given on the third business day following the date of mailing.

12.4 Any notice given during a strike, lockout or other labour disturbance at the post office or interruption in mail service shall be served personally, by facsimile, or by email, and not mailed.

12.5 The accidental omission to give notice to a person entitled to receive it shall not render the meeting invalid.

13. BYLAWS

13.1 On being admitted to Housing Society Membership, each Housing Society Member is entitled to and the Society shall give him or her, without charge, a copy of the constitution and bylaws of the Society.

13.2 These bylaws shall not be altered or added to except by special resolution.

14. NON-PROFIT PURPOSE

14.1 The Society shall not carry on a business, trade, industry or profession for profit or gain except as an incident to its purposes.

14.2 The Society shall have the power to accept donations, gifts, legacies and bequests.

14.3 The operations of the Society shall be carried on without purpose of gain for its Housing Society Members, and any profits or other accretions in the Society shall be used in promoting its purpose.

14.4 In the event of winding-up or dissolution of the Society, all assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations concerned with the same or similar charitable purpose as the Society as may be determined by the Housing Society Members at the time of winding-up or dissolution, provided that any such transfer must be to a charitable organizations, charitable corporation or charitable trust that is recognized by Canada Customs and Revenue Agency as being qualified as such under the provision of the Income Tax Act (Canada) from time to time in effect. The Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

14.5 The Society will not alter or delete its purpose to provide affordable housing for low-to-moderate income persons and families and the Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

15. INVESTMENT POWER OF DIRECTORS

15.1 The directors shall have power to invest, reinvest and vary the investment of the funds of the Society in short-term Government of Canada securities and interest bearing bank accounts at Schedule 1 chartered banks. Any other form of investment requires approval by a special resolution of Housing Society Members.

16. INDEMNITY AND INSURANCE

16.1 Subject to the provisions of the Act, each director and officer of the Society shall be indemnified by the Society against expenses reasonably incurred by the director or officer in connection with any action, suit or proceeding to which the director or officer may be made a party by reason of being a director or officer of the Society, except in relation to matters as to which the director or officer shall be finally adjudged in such action, suit or proceeding to have been, in the performance of her duty as a director or officer, grossly negligent, criminally negligent, or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or improperly take advantage of an opportunity available to the Society.

16.2 Subject to the provisions of the Act, the directors are authorized to give indemnities from time to time to any director or other person, which for the purposes of these bylaws includes the Squamish Nation, who has undertaken or is about to undertake any liability on behalf of the Society or any body corporate controlled by the Society, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this bylaw shall not require approval or confirmation by the members.

16.3 The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual or other Housing Society General Meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of votes cast at such meeting (unless any different or additional requirement is imposed by the Act or these bylaws) shall be as valid and binding upon the Society and upon all the Housing Society Members as though it had been approved, ratified and confirmed by every Housing Society Member.

- 16.4** Subject to the provisions of the Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director, officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage, expense or happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in and upon which any moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of the director or officer's respective office or trust or in relation to that office or trust, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.
- 16.5** The Society shall, to the full extent permitted by the Act, indemnify and hold harmless the Squamish Nation, every person serving as a director or officer of the Society, every person who has ever or who shall ever serve as a director or officer, and the heirs and legal representatives of all of those persons.
- 16.6** Expenses incurred by any director or officer or former director or officer of the Society with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition of the claim, action, suit or proceeding in the discretion of the directors and upon receipt of an undertaking satisfactory in form and amount to the directors by or on behalf of the recipient to repay such amount unless it is ultimately determined he or she is entitled to indemnification under this Part.
- 16.7** The Society shall apply to the Supreme Court of British Columbia for any approval of that court which may be required to make the indemnities under this Part effective. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the indemnities set out in this Part.
- 16.8** The failure of a director or officer of the Society to comply with the provisions of the Act or of the constitution of the Society or these bylaws shall not invalidate any indemnity to which such director or officer is entitled under this Part.
- 16.9** The Society may purchase and maintain insurance for the benefit of any and all directors, officers, employees or agents against personal liability incurred by such person as a director, officer, employee or agent.
- 16.10** The provisions of this Part shall be in addition to and amplification of (and not by way of limitation of or substitution for) any rights, immunities or protection conferred upon any director or officer by any statute, law, matter or other thing of any kind or nature.
- 16.11** The directors may cause funds to be extended by the Society for the purchase and maintenance of insurance for the benefit of any person who is, or was a Housing Society Member, director, officer, employee or agent of the Society or is, or was serving at the request of the directors as a Housing Society Member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which the Society has or had an interest, against any liability incurred by such person as such Housing Society Member, director, officer, employee or agent.