



The Village of  
**PORT CLEMENTS**  
*“Gateway to the Wilderness”*

36 Cedar Avenue West  
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Port Clements, BC  
V0T1R0  
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7:00 p.m. Regular Meeting of Council Tuesday, August 7<sup>th</sup>, 2018

AGENDA

1. ADOPT AGENDA
2. PETITIONS, DELEGATIONS & OPENING OF SEALED TENDERS  
D-1 - Request for Information on Purchase of Lot #6 Bayview Drive at the Tax Sale held  
September 25, 2017 – Douglas Decock
3. MINUTES  
M-1 – July 3<sup>rd</sup>, 2018 Regular Council Meeting Minutes.  
M-2 – July 19<sup>th</sup>, 2018 Special Council Meeting Minutes.
4. BUSINESS ARISING FROM THE MINUTES & UNFINISHED BUSINESS  
UB-1 – Clean Energy Proposal – SWEGE  
UB-2 - Gwail Trust Society Proposed Bylaw and Constitution Amendments – Gwail Trust  
UB-3 – Business Facade Application – Land & Sea Services
5. ORIGINAL CORRESPONDENCE
6. FINANCE
7. GOVERNMENT  
G-1 – CBC Lease Agreement – CAO Decock  
G-2 – Discipline, Suspension & Termination Policy – CAO Decock  
G-3 – Council Resolution for Well Development & Connection Grant Application  
G-4- Council resolution for appointment of Chief Elections Officer and Deputy Elections  
Officer. – CAO Decock  
G-5 – Paving of Parking Lot project
8. NEW BUSINESS  
NB-1 – Request to Install Trailer for Ambulance Station – BC Emergency Health Services
9. REPORTS & DISCUSSIONS
10. ACTION ITEMS  
A-1 – see Action Items list.
11. QUESTIONS FROM THE PUBLIC & PRESS
12. IN-CAMERA
13. ADJOURNMENT



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**Minutes of the regular meeting of the Port Clements Council held Monday, July 3, 2018 in Council Chambers.**

**Present:**

Mayor Thomas  
Councillor O'Brien Anderson  
Councillor Daugert  
Councillor Cumming  
Councillor Stewart

CAO Ruby Decock  
Intern Elizabeth Cumming

Members of the Public and Press Present: Marilyn Bliss, Maureen Bailey, Joan Hein, Teri Kish, Bev Lore

Mayor Thomas called the meeting to order at 7:02 p.m.

**1. ADOPT AGENDA.**

2018-07-197 – Moved by Councillor Stewart, seconded by Councillor Daugert  
THAT Council adopts the agenda as presented.  
**CARRIED**

**2. PETITIONS, DELEGATIONS & OPENING OF SEALED TENDERS.**

**3. MINUTES.**

M-1—June 4, 2018 Regular Council Meeting minutes

2018-07-198 – Moved by Councillor O'Brien Anderson, seconded by Councillor Daugert...  
THAT Council adopts the June 4, 2018 Regular Council Meeting Minutes as presented.  
**CARRIED**

M-1—June 18, 2018 Regular Council Meeting minutes

2018-07-199 – Moved by Councillor Daugert, seconded by Councillor Stewart  
THAT Council adopts the June 18, 2018 Regular Council Meeting Minutes as presented.  
**CARRIED**

**4. BUSINESS ARISING FROM THE MINUTES & UNFINISHED BUSINESS.**

Outstanding Business Arising items from the June 18<sup>th</sup>, 2018 meeting have been postponed until the July 16, 2018 Council Meeting.

**5. ORIGINAL CORRESPONDENCE**

C-1 – Request for Grant – Cedarview Community Church

2018-07-200 – Moved by Councillor O'Brien Anderson, seconded by Councillor Daugert

M-1

THAT Council awards a grant the application for a property tax grant for the 2018 tax year to Cedarview Community Church.

**CARRIED**

**Councillor Cumming left the room at 7:05 pm**

**C-2 – Request for Grant – Port Clements Historical Society**

2018-07-201 – Moved by Councillor Daugert, seconded by Councillor O'Brien Anderson

THAT Council approves the requested grant of \$2800 to be awarded to the Port Clements Historical Society.

**CARRIED**

**C-3 – Request for Payment for Information Centre – Port Clements Historical Society**

2018-07-202 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart

THAT Council approves the requested grant of \$1800 to be awarded to the Port Clements Historical Society.

**CARRIED**

**Councillor Cumming entered the room at 7:07 pm**

**C-4 – Application for Bursary – Sarah Adams**

2018-07-203 – Moved by Councillor Stewart, seconded by Councillor Daugert

THAT Council approves the application for bursary for Sarah Adams in the amount of \$1000.

**CARRIED**

2018-07-204 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart

THAT Council change our policy for this one to an exception to combine the bursary amounts to a \$1000

**CARRIED**

**C-5 – Request for Letter of Support for NCRD Application to the Rural Dividend Fund – NCRD**

2018-07-205 – Moved by Councillor Daugert O'Brien, seconded by Councillor Anderson

THAT Council write a letter of support for NCRD's Application to the Rural Dividend Fund to prioritize the work on the boat launch.

**CARRIED**

**6. FINANCE**

**F-1- General Revenue & Expense Report**

2018-07-206 – Moved by Councillor Cumming, seconded by Councillor Daugert

THAT Council receives the report.

**CARRIED**

**7. GOVERNMENT**

**G-1 – Request for addition to Motion to 2018-06-179**

2018-07-207 – Moved by Councillor Cumming, seconded by Councillor O'Brien Anderson

THAT Council authorizes the Public Works Superintendent and Chief Administrative Officer to purchase the public works machine over the initial estimates of \$35,000 and \$25,000 to account for the taxes and shipping.

**CARRIED**

**G-2 – Business Application – Land & Sea Services**

2018-07-208 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart

THAT Council receives the application.

**CARRIED**

**Council would like more promotion of the Business Façade program and would like to see the quotes for the application and approve it. CAO will contact the applicant and request the information.**

## **8. NEW BUSINESS**

NB-1 – Paving of the parking lot – Adventure Paving

2018-07-209 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart  
THAT Council receives the quote from Adventure Paving.

**CARRIED**

2018-07-210 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart

THAT Council approves the paving project unless the culvert installation can be completed by a local contractor first with the approval based on the receiving of the sketch.

**CARRIED**

## **9. REPORTS & DISCUSSIONS**

Councillor O'Brien Anderson: Nothing to report. Volunteered in the beer garden & the dance.

Councillor Cumming: Attended Emergency Essential Operations Course on June 27 & 28, 2018.

Councillor Daugert: Volunteered at Canada Day events.

Councillor Stewart: Identified that

Mayor Thomas: Attended Canada Days events and volunteered with the PCVFD booth.

CAO Ruby Decock: Tax season rush; attended Canada Days and the Recreation Commission presented the award to Volunteers Marilyn Bliss and Bev Lore; Worked with financial consultant Ian Poole;

## **10. ACTION ITEMS**

Updates provided on action items.

## **11. QUESTIONS FROM THE PUBLIC & PRESS**

Questioner:

*Thank you to all that participated in Canada Days.*

*What is your progress on the wharf?*

*Answer: Meeting scheduled tomorrow night.*

*Going to contact Heli-jet about landing on the wharf.*

## **12. IN CAMERA**

2018-07-211 – Moved by Councilor Stewart, seconded by Councillor Daugert

THAT the meeting be adjourned to in Camera as per section 90 (1) (c) (d) (g) (j) at 8:07 PM.

**CARRIED**

## **12. ADJOURNMENT**

2018-07-212 – Moved by Councilor Daugert

THAT the meeting be adjourned at 8:43 PM.

**CARRIED**

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Urs Thomas  
Mayor

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Ruby Decock  
CAO

M-1



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**Minutes of the Special Meeting held on Thursday, July 19, 2018 at 1:00 pm.**

**Present:**

Mayor Thomas  
Councillor O'Brien Anderson  
Councillor Daugert  
Councillor Cumming  
Councillor Stewart

CAO Ruby Decock

Members of the Public and Press Present: none

Mayor Thomas called the meeting to order at 1:07 p.m.

**1. ADOPT AGENDA.**

2018-07-213 – Moved by Councillor Cumming, seconded by Councillor O'Brien Anderson  
THAT Council adopts the agenda with the amendments of adding:

- BC Ferries to be added under NB-1

**CARRIED**

**2. CORRESPONDENCE**

C-1 -Request for Council to send letter to President of the BC SPCA Board of Directors for support – Anna Marie Husband, Haida Gwaii Branch Community Council Chair, SPCA

2018-07-214 - Moved by Councillor Stewart, seconded by Councillor Daugert  
THAT Council receives the correspondence.

**CARRIED**

2018-07-215 - Moved by Councillor O'Brien Anderson, seconded by Councillor Daugert

THAT Council writes a Letter of Support to the BC SPCA Board of Directors to sponsor an application for the Haida Gwaii Branch for the Vancouver Foundation.

**CARRIED**

C-2 - Request for one/all communities to Sponsor an application to the Vancouver Foundation – Anna Marie Husband, Haida Gwaii Branch Community Council Chair, SPCA

C-3 Gwaii Trust Society Proposed Bylaw and Constitution Amendments and correspondence from Village of Masset re: Gwaii Trust Society Proposed Bylaw and Constitution Amendments

Recommended Motion: THAT Council tables this item until the August 7, 2018 Council Meeting.

M-2

2018-07-216 – Moved by Councillor Cumming seconded by Councillor O'Brien Anderson,  
THAT Council tables this item until the August 7, 2018 Council Meeting.

**CARRIED**

2018-07-217 – Moved by Councillor Cumming seconded by Councillor O'Brien Anderson,  
THAT Council support Mayor Andrew Merilees letter to Gwaii Trust.

**CARRIED**

C-4 - Request for permission to Yarnbomb Canada Days 2019 Celebration – Bertha Logan.

**Recommended Motion:**

THAT Council permits Bertha Logan to Yarnbomb during the Port Clements Canada Days 2019 Celebration and that we send a letter of support to Gwaii Trust for Ms. Logan's grant application.

2018-07-218 – Moved by Councillor Cumming, seconded by Councillor Daugert

THAT Council permits Bertha Anne Logan to Yarnbomb during the Port Clements Canada Days 2019 Celebration and that we send a letter of support to Gwaii Trust for Ms. Logan's grant application.

**CARRIED**

C-5 - Request for Donation for Sandspit Loggers Sports Day – Betsy Cranmer, Volunteer Coordinator.

2018-07-219 – Moved by Councillor O'Brien Anderson, seconded by Councillor Stewart

THAT Council donates \$500 to the Sandspit Loggers Days.

**CARRIED**

### **3. NEW BUSINESS**

NB-1 – BC Ferries Issue – Councillor Stewart

2018-07-220 – Moved by Councillor Cumming, seconded by Councillor Stewart

THAT Council puts BC Ferries to the all island protocol meeting agenda.

**CARRIED**

### **4. UNFINISHED BUSINESS**

UB-1 – SWEGE

**Recommended motion:** THAT Council tables this item until the next Council Meeting.

2018-07-221 – Moved by Councillor Cumming, seconded by Councillor Stewart

THAT Council tables this item until the next Council Meeting.

**CARRIED**

### **5. FINANCE**

F-1 - Statement of Financial Information 2017 Report – CAO Decock

**Recommended Motion:**

THAT the Chief Administrative Officer's/Chief Financial Officer's report regarding the 2017 Statement of Financial Information be received;

AND THAT the 2017 Statement of Financial Information be approved.

2018-07-222 – Moved by Councillor O'Brien Anderson, seconded by Councillor Cumming

THAT the Chief Administrative Officer's/Chief Financial Officer's report regarding the 2017 Statement of Financial Information be received;

AND THAT the 2017 Statement of Financial Information be approved.

**CARRIED**

### **5. GOVERNMENT**

G-1- 2017 Annual Report – CAO Decock

**Recommended Motion:**

THAT the Chief Administrative Officer's/Chief Financial Officer's report regarding the 2017 Annual Report be received;

AND THAT the 2017 Annual Report be approved.

2018-07-223 – Moved by Councillor Stewart, seconded by Councillor O'Brien Anderson  
THAT the Chief Administrative Officer's/Chief Financial Officer's report regarding the 2017 Annual Report be received;  
AND THAT the 2017 Annual Report be approved.  
**CARRIED**

#### **7. IN CAMERA**

As per section 90(1)(c) of *Community Charter* at 1:30 pm.

2018-07-224 – Moved by Councilor Cumming, seconded by Councillor Stewart  
THAT Council move to in camera as per section 90(1)(c) of the *Community Charter*.  
**CARRIED**

#### **8. ADJOURNMENT**

2018-07-225 – Moved by Councilor Stewart  
THAT the meeting be adjourned at 3:45 PM.  
**CARRIED**

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Urs Thomas  
Mayor

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Ruby Decock  
CAO



# SWEGE<sup>®</sup>

**Sustainable Ways to Establish a Green Economy**

3404 Primrose St. Cumberland, BC V0R 1S0

## Clean Energy for Remote Communities



**Natural Resources  
Canada**

**Ressources naturelles  
Canada**

**Canada**

Natural Resources Canada (NRCan) is looking to fund projects that will decrease greenhouse gas emissions through the reduction of diesel and other fossil fuels use for electricity and heat in Canada's rural and remote communities, and remote industrial sites. Given the Government of Canada's commitment to a renewed relationship with Indigenous Peoples, the Program may reserve funding for Indigenous community led or supported projects. The Program will support a suite of Projects that exhibit regional distribution and various levels of capacity and readiness.

The program requires that the remote community in which the project would be implemented demonstrates interest in becoming a recipient of this program by issuing a letter of intention to participate in this program, so we can incorporate the community to the list of recipients SWEGE will be working with.

Community's financial participation in the project in the form of investment is not required, but it is encouraged by all program streams; this may be beneficial in the selection criteria. Financial participation would bring profit sharing into the picture, with the obvious benefits to the community; instead of spending money on diesel, revenue would come from electricity production. Job creation and business development are also important components of the benefits of the project.

The economic advantages to the community in profit sharing of electricity and heat production will be part of the benefits of the community involvement in this project, as well as the reduction in the cost of energy. It is expected that the price of energy to the consumer will be well below the current price per kWh, combined with the benefit of not having to import as much or any fossil fuels as is currently done.

Streams of interest of this project:

- **BioHeat to Reduce Fossil Fuel Use (BioHeat)**
  - Installation, retrofit, or investigation into the feasibility of biomass heating or combined heat and power systems for community and/or industrial applications in rural and remote locations.
- **Innovative Demonstrations to Reduce Diesel Use (Demonstration)**
  - Demonstrate innovative renewable energy, energy efficiency, energy storage, and smart-grid technologies in remote Canadian communities and industrial sites.
- **Deployment of Renewable Energy Technologies (Deployment)**
  - Deployment of commercially available renewable energy technologies for electricity (heat may also be produced, but the primary purpose of the Project must be electricity production), including hydro, wind, solar, geothermal, and bioenergy in remote communities and industrial sites.

Funding for the Program is available for projects ending March 31, 2024.

Prior to signing a contribution agreement, SWEGE will be required to disclose all anticipated sources (Canadian and non-Canadian) of funding for the Project, including approved in-kind funding clearly identifying contributions from other Canadian government sources (federal, provincial/territorial, and municipal).

## Scope of the Project:

Reduction in the use of diesel or propane minimize the carbon footprint of the community should be considered the goals. Since 80%+ of all the energy used is for space or water heating, a more efficient way to generate electricity that has heat as a byproduct would be the ideal solution, but a very important aspect of the project is the improvement in air quality in the community therefore reducing the health risks associated with wood smoke.

The application and follow up will be responsibility of SWEGE, little or no involvement will be required from the First Nations or remote community administration staff.

The long-term beneficiary of the project will be the community; any business opportunity or labor requirements will be offered to the community on a first refusal option, the remote nature of the project mandates a self-sufficiency component and all operations and maintenance will be low-skilled level.

The production of electricity with diesel will be minimized, but will always remain as a backup, and in some cases, the same engine will be used using syngas as an alternate fuel to diesel, therefore eliminating the need to purchase another engine.

SWEGE will oversee all the work required for the research, design, construction, implementation, automation, commissioning, training and long term technical support.

It is anticipated that the financial benefit from the use of fossil fuels will revert to the community in direct proportion of the avoided cost of importing fossil fuels.

## **Options to be considered:**

### **Renewable Energy**

1. Wood gasification
2. Hydro power generation
3. Solar Water Heater
4. Photo Voltaic panels
5. Wind

### **Energy Efficiency:**

1. Electricity generator
2. Thermodynamic heat generator
3. District Heating
4. Smart Grid

### **Energy conservation:**

1. Passive House Standard
2. Programmable Thermostats
3. Occupancy Sensors
4. Low flow shower head
5. Faucet Aerators
6. LED lights
7. ThermGuard window inserts
8. Radiant barrier
9. Attic Insulation
10. Wall insulation
11. Weather stripping
12. Door seal
13. Heat Recovery Ventilation
14. Ductless clothes dryer

### **Objectives:**

- The Project will develop the ability to create and support the adoption and increase the use of biomass-based combined heat and power and/or hydro power in remote rural and Indigenous communities.

- It will reduce the use of fossil fuels to produce electricity and/or heat with wood chips from forestry waste wood and/or purposely harvested firewood using commercially available Wood Gasification technology
- Wood chips are transformed into Syngas that is used in an internal combustion engine and apply the mechanical energy to an electricity generator or directly to a CO<sub>2</sub> thermodynamic heat generator.
- Wood gasification in direct combination with existing generation equipment
- Where small Hydro power generation is a viable option, it will be addressed, sometimes as the primary option, in other cases as a complement, depending on the cost-benefit ratio.
- It will contribute to better health by improving the air quality in the community, no more PM<sub>2.5</sub> particles and dioxins that are produced by inefficient combustion of wood and diesel
- It will create jobs and economic development opportunities in remote and Indigenous communities
- The Project demonstrate a novel application of commercially available technologies such as biomass gasification, low head hydro, wind, solar water heating, CO<sub>2</sub> thermodynamic heat generator, and Photovoltaic panels, integrated into a mechanical and thermodynamic array, to create a district distribution system for electricity, space heating and domestic hot water generation
- It will reduce diesel consumption in a remote community through renewable energy technologies like biomass gasification, electricity-to-heat generator, mechanical-to-heat generator, wood waste-to-energy and combined heat and power
- The PV component will be addressed as a must have in order to cope with the electricity demand in the times space heating is not needed and the sun is shining.
- Solar thermal for water and space heating will be implemented in all cases as it is considered the most effective efficient use of sunshine as a renewable energy source when available
- Wind generation will be considered as an alternate power generation option considering that winter condition are usually windy. The wind resource will be assessed in each location.
- The Project will advance technology readiness for commercial deployment of wood gasification to direct heat generation, bypassing the electricity generator.
- Water to water CO<sub>2</sub> thermodynamic heat generation will be brought to level 9 technology readiness
- The Project includes biomass, hydro power and thermodynamic heat generation, all considered renewable energy technologies that are commercially available, with a minimum 250kW generation capacity to be achieved through a combination of all mentioned technologies and perhaps installations in multiple locations
- Energy conservation will be the first step in all locations; the number of Nega-Watts available will be quantified in order to determine the demand.
- Energy conservation measures will be considered an intrinsic component of our proposal so the demand of electricity and heat is minimized.

Electricity production is the primary function of the Project, but heat will always be produced in significant amounts. We hope that this gives you a clear idea what the scope of the project is and the benefits to the community.

Note that our approach is a holistic approach to a sustainable and socially responsible energy production, paying special attention to an ethical decision-making process in which doing the right thing is at the highest priority, for both, good health and protection of the environment.

We will be more than happy to visit your community as soon as we receive your expression of interest; getting acquainted with the members of the community that will be served by the project and a site evaluation are necessary to determine the feasibility and overall benefit.

We sincerely appreciate your attention to our request and are looking forward to hearing from you.

Sincerely,

Eduardo Uranga



"Reducing before Producing:  
The Greenest, most renewable,  
cheapest and most sustainable energy,  
is the energy that is never used"

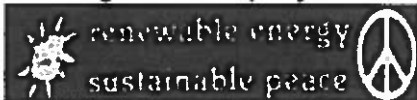
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# **SWEGE**

Sustainable Ways to Establish a Green Economy

*"The Negawatt Company"®*



July 6, 2018

## Amendments to the Gwaii Trust's bylaws and constitution briefing note

The Gwaii Trust Society is a not for profit society registered in BC and legislated under the Societies Act. In November 2016, the new Societies Act came into effect. Every provincially legislated society, including Gwaii Trust is required to "transition" to the new Act, amending its bylaws and constitution to ensure compliance with the requirements of the new Act. This transition must occur before November 2018. Failure to do so may result in the dissolution of the Society. The legally required changes that Gwaii Trust must make include the following:

1. The society must ensure that all of its directors and senior managers meet the required qualifications. An individual who is an undischarged bankrupt is not qualified, nor are individuals under 18 years old. As well, individuals convicted of fraud-related offences are not qualified
2. The constitution must be amended as it may only contain the name of the Society and its purposes. Any provisions of the existing constitution other than name and purposes must be relocated to the society's bylaws. All clauses that were previously unalterable now become alterable.
3. Directors can only be paid for being directors if remuneration is authorized by the society's bylaws
4. Obligations of directors when there is a conflict of interest are now prescribed by the Societies Act

The Gwaii Trust has not made any substantial changes to their bylaws and constitution since incorporation in 1994 and the Board recognized the required transition as an opportunity to fully examine their governing documents for relevance and usefulness. After bringing in a governance specialist for a two-day training session in May 2017, the Board decided to delegate this job to a task force. The Board of Directors struck a task force in September 2017 and over the course of nine months and seven meetings performed a complete overhaul of the bylaws, reviewing the bylaws line by line to ensure compliance with the legally required changes to the Societies Act, as well as revising clauses that are no longer relevant or useful and adding clauses that will assist the Trust in achieving its purposes.

The Board presented their draft amendments along with an overview document which explains the substantive changes to the Board of Directors at the May 26<sup>th</sup>, 2018 meeting. At this meeting the Board directed the committee to send the draft for review by Gwaii Trust's legal counsel, Tony Knox. After legal review it was brought back to the board for permission for delivery to the communities on July 5<sup>th</sup>, 2018. The bylaw amendments must now be delivered to the communities who will provide written direction to the directors on how to vote in a special resolution. To pass the special resolution must have sign off from 75% of the Haida communities and 75% of the civic communities. Please find attached the proposed amendments to the bylaws as well as an overview document.



## Gwaii Trust Society

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www.gwaiitrust.com

phone: 250.626.3654 fax: 250.626.3261 (Masset Office)  
phone: 250.559.8883 fax: 250.559.8876 (Skidegate Office)

UB-2





**GWAII TRUST** Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	New wording	Rationale
Define terminology used in the bylaws	I			Housekeeping
Renumbering and Restructuring of Layout	Various			Based on Model bylaws, easier to reference
Replace Society act with Societies act	various			Use of the terminology Society Act is now obsolete
Remove reference to formation of original board and members	Various			No longer necessary
Participation at annual general meetings restricted to in person for members, access may be given to public to participate by video and/or teleconference.	5.7	Part 5 Number 19	General meetings are to take place with the members meeting in person or by proxy but not by electronic means. The Board may allow members of the public to attend general meetings by teleconference or videoconference.	Unless the bylaws restrict it, members may participate electronically. The Gwaii Trust wishes to restrict e-mail participation for AGM's
Reduce quorum requirements to all remaining members for members meetings at which directors are appointed	6.2 (c)	Part 6 2 (3)	Subject to Section 6.3, a quorum is, at any time 100% of members in good standing present in person or by proxy.	Bylaws currently require 8 members to achieve quorum for a member's meeting. The untimely death of John T. Jones and the resignation of a member left us unable to achieve this quorum. This will avoid future recurrences.



**GWAII TRUST**

Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	New Wording	Rationale
Add qualifications for directors and alternates	7.2	Part 7 33 (1)	<p>The members in good standing of the Society, from time to time, shall appoint as directors and alternates the persons nominated to be directors and alternates by each of the Participating Communities in accordance with Section 7.4 (A), (B), (C), (D) or subsection 7.12, providing the nominated individual has the following qualifications:</p> <p>(A) be at least 18 years old;</p> <p>(B) not have been declared incapable by a court in Canada or in another country;</p> <p>(C) be an individual (that is, a corporation cannot be a director);</p> <p>(D) not be in bankrupt status;</p> <p>(E) be a resident of Haida Gwaii for 2 years preceding the appointment and maintain Haida Gwaii residency throughout their term as director</p>	<p>Societies must ensure that all of its directors and senior managers meet the legally required qualifications. An individual who is an undischarged bankrupt is not qualified, nor are individuals under 18 years old. As well individuals convicted of fraud-related offences are not qualified, nor is an individual who is found not mentally competent. Gwaii Trust is proposing some additional, reasonable qualifications for becoming a director in addition to those legally required.</p>

UB-2



# Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

New Wording			
Old Clause			
Add qualifications for directors and alternates continued	7.2		(F) possess the ability to comprehend and analyze large amounts of written information to allow informed decisions; and (G) possess knowledge of financial management.
Appointment of directors by Participating communities Change date of appointments to coincide with new fiscal year end	7.5 (a-d)	Part 7 33 (2-5)	Except for the appointment of the first Board, the directors and alternates will be nominated and appointed in accordance with the provisions of subsections 7.4 (A), (B), (C), (D). Nominators will provide written confirmation that the persons nominated for appointment meet the qualifications laid out in 7.
Add the ability for an alternate to remain on if a director resigns or is removed mid-term unless the communities wish to re-appoint or re-elect	7.9	new	7.9. If a director ceases to be a director prior to the end of his or her term pursuant to section 7.8, the Board may appoint, in its sole discretion, such former director's alternate to be a temporary director until such time as a new nominee for appointment as a director is nominated by the Participating Community which nominated such former director.
			Current wording of bylaws requires appointment of directors in November. This does not coincide with our new year end and AGM dates which take place in April.
			Avoids election costs if an elected director resigns mid-term, but the alternate is willing to stay until the end of term also allows Board to continue uninterrupted in new appointments are delayed. In appointed areas, most areas choose their directors and alternates.

UB-2



**GWAII TRUST**

**Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society**

Proposed Change	New clause	Old Clause	New Wording	Rationale
Change how alternates are appointed	7.11	new	An alternate is to be nominated for each director by any means that each Participating Community sees fit. Alternates must meet the same qualification criteria as directors and can be removed through the same process as directors. Alternates are to attend meetings of the directors in the absence of the director for whom he or she is the alternate and to act as an alternate present at such meetings as if he or she were a duly appointed director.	Currently the bylaws state that the alternates are chosen by the director. In practice, typically the elected representatives are the only directors that select their own alternates. The changes leave the determination up to the community



Proposed Change	New clause	Old Clause	New Wording	Rationale
Clarify how and when directors can be removed.	7.12	Part 7 34(1)	<p>The directors have the authority in their sole and absolute discretion to remove any director or alternate from the Society for any one or more of the following grounds:</p> <ul style="list-style-type: none"><li>(A) violating any provision of the constitution, by-laws, or written policies of the Society;</li><li>(B) having acted in a manner not fitting for a director; or</li><li>(C) affecting quorum by being unavailable for three consecutive board meetings without reasonable excuse.</li></ul> <p>Decisions to remove a director or alternate must be made, other than the director subject to such removal, by the directors unanimously, and such removal is effective immediately.</p>	Current wording makes it difficult for Board or Participating community to remove a director if they are unwilling to step down. New wording clarifies that the Board can remove a director and under which circumstances.



**G'WAI'I TRUST** Summary of Key Proposed Bylaw Changes for the G'wai'i Trust Society

Proposed Change	New clause	Old Clause	New Wording	Rationale
Clarify how and when directors can be removed continued	7.12	Part 7 34(1)	No such finding will be made without such director or alternate having an opportunity to be heard. The directors will immediately send notice of the removal of a director or alternate to the Participating Community that nominated him or her. Any such notice will be accompanied by a request that such Participating Community nominate for appointment another director or alternate to fill that vacancy	
Bylaws have been amended to explicitly state that the directors may be remunerated for attendance at Board and committee meetings.	7.15	Part 7 37 (2)	Directors and alternates shall be entitled to remuneration for attendance at Board and committee meetings as well as for attendance which has been previously approved by the Board at training sessions, meetings with external parties or events which a director has been asked to attend to represent the Society at a rate as the Board shall determine from time to time and set out in their Board policy.	Directors can only be paid for being directors if remuneration is authorized by the society's bylaws



**GWAII TRUST**

Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	New Wording	Rationale
Bylaws have been amended to explicitly state that the directors may be remunerated for attendance at Board and committee meeting continued	7.15	Part 7 37 (2)	In addition, a director, alternate, Senior Manager or such other person as the Board may determine, from time to time, may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.	Directors can only be paid for being directors if remuneration is authorized by the society's bylaws
Bylaws have been amended to reflect that Directors, alternates and senior staff are now legally required to disclose a material conflict of interest and leave the room during discussion and vote	8.18	Part 8 48 (1-3)	A director who has a Material Interest in a proposed contract or transaction with the Society shall comply with the provisions of the Societies Act relating to directors' conflicts of interest, including, without limiting the generality of the foregoing, disclosing fully and promptly to the other directors the nature and extent of his or her interest, abstaining from voting on a directors' resolution relating to the proposed contract or transaction and leaving the directors' meeting during the discussion and vote upon any such resolution. In such a situation, the remaining directors are deemed to constitute a quorum for the purposes of voting on any such resolution and quorum is not lost. The same procedure shall apply to any alternate present.	Has to be amended to be compliant with Societies Act.

UB-2



**GWAII TRUST**

Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	New Wording	Rationale
Remove restriction from external committee members to count towards quorum and vote at committee meetings	8.7	Part 8 40 (1)	The directors may delegate any, but not all, their powers to committees consisting of such directors or alternates as they think fit and the directors may appoint or delegate to any such committee the power to appoint individuals who are not directors or alternates but who have consented to participate in the work of the committee.	As all committee recommendations must be approved by the Board by consensus, this seems unnecessarily restrictive
Clarify how the executive is selected, directors and alternates select from their respective caucuses at the meeting immediately following the AGM	8.9	Part 8 40 (1)	There shall be appointed by the directors the Executive Committee which shall consist of the Chairperson, one director appointed to the Executive Committee by the directors and alternates forming the Haida Caucus who are present at the AGM and one director appointed to the Executive Committee by the directors and alternates forming the Civic Caucus who are present at the AGM. Appointment of the Executive Committee shall occur annually at the first meeting of the directors following the annual general meeting	Previous wording as to how the Executive was selected was unclear

VB-2



**GWAII TRUST**

Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	New Wording	Rationale
Change appointment of vice chair to a choice amongst current director	9.2	Part 9 51 (2) and Part 8 38 (1-4)	The Chairperson will appoint the Vice-chairperson from amongst the directors in consultation with the other directors, such office to be held at the pleasure of the directors	A vice chairperson needs to have a knowledge of the workings of the trust and therefore should be selected amongst the directors. Revised to allow vice chair a vote when not acting in the place of chair.
Redefine duties of Treasurer and Secretary as a function of staff rather than directors	9.4(A-M)	Part 9 53,54,55	The office of Secretary-Treasurer shall not be held by a director or alternate, but by a senior staff member, who shall perform or delegate the following duties:	As the trust has grown, the Board has become less operational and duties such as minutes and preparation of financial statements are under the purvey of staff
Revise signatures and seals	11.2	Part 11	The Board shall delegate by resolution the authority to sign deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Society to one or more of the directors, staff and/or officers. Any individual delegated such authority may solely sign such written instruments up to a limit of \$5000.00. Anything over this amount must be signed by a minimum of two individuals designated pursuant to this section 12.1. All contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality.	Remove requirement for each contract to be signed by a Haida and civic director, include ability for senior manager to sign up to \$5000.00

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**GWAII TRUST**

Summary of Key Proposed Bylaw Changes for the Gwaii Trust Society

Proposed Change	New clause	Old Clause	Rationale
Restriction on access to Records	14.2	<p>14.2 A director may inspect any records of the Society during normal business hours except, without the authorization of a resolution of the Board, records of the Society that:</p> <p>(A) the Act does not require to be open to the inspection of directors; and</p> <p>(B) are records of the Society that contain confidential information relating to individuals</p> <p>14.3 The auditor or an alternate may inspect any documents of the Society during normal business hours but not records described in section 14.2(B) or other in camera documents unless permitted to do so by a resolution of the Board.</p> <p>14.4 No person who is not a member and a director, an alternate or the auditor is entitled to inspect any records of the Society unless permitted to do so by a resolution of the Board.</p>	Unless otherwise restricted in bylaws, members have access to all society records, the bylaw amendment seeks to restrict members access to information that is typically needed by a member such as accounting records and records of directors' proceedings and restricts access to private and confidential records.
Remove clauses 3-10 from constitution and move to end of bylaws		constitution	Constitution may only contain purposes & name. All clauses are now alterable, unalterable clauses must be removed.

UB-2

**SOCIETIES ACT**  
**BY-LAWS OF**  
**GWAI TRUST SOCIETY**

**Part 1 - Definitions and Interpretation**

1. In these by-laws, unless the context otherwise requires,
- (A) "alternate" means the person appointed pursuant to subsection 7.11 to act in the absence of a director;
  - (B) "alternate present" means an alternate who is present at a meeting of the Board in the place of the director for whom he or she is the alternate and such director is not present at such meeting and is thereby entitled to act as contemplated in section 7.11;
  - (C) "Board" means the board of directors of the Society;
  - (D) "Chairperson" means the chairperson of the Society appointed, from time to time, pursuant to section 9.1;
  - (E) "Civic Caucus" means, at any time, collectively, all the directors and alternates at that time who are nominated for such positions by Graham Island North, Graham Island Central, Graham Island South and Electoral Area E pursuant to section 7.5 (B-D);
  - (F) "Haida Caucus" means, at any time, collectively all the directors and alternates at that time who are nominated for such positions by the Council of the Haida Nation pursuant to section 7.5(A);
  - (G) "committee" means a committee of the Board formed pursuant to section 8.7;
  - (H) "directors" means the directors of the Society for the time being;
  - (I) "Elector" means an "elector" as defined in the Local Government Act;
  - (J) "Electoral Area Director" means "electoral area director" as defined in the Local Government Act.
  - (K) "Executive Committee" means the executive committee of the Society appointed by the Board pursuant to section 8.9;
  - (L) "Fund" means all the financial assets of the Society, from time to time, as defined in section 11.6(A).
  - (M) "Participating Communities" means:
    - (i) Council of the Haida Nation;

- (ii) Graham Island North;
- (iii) Graham Island Central;
- (iv) Graham Island South; and
- (v) the Residents of Area E;

provided that a community that is a Participating Community may cease being a Participating Community pursuant to the provisions of Part 2 and a community that is not a Participating Community may become a Participating Community pursuant to the provisions of Part 3;

- (N) "Graham Island North Advisory Committee" means the advisory committee of Graham Island North which will consist of the Mayor and Council of the Village of Masset and two representatives of the rural area of Graham Island North resident outside the limits of such village who are duly selected by the Residents of such rural area in accordance with a selection process determined by the residents of such rural area, which membership will, from time to time, be certified in writing to the Secretary-Treasurer by all the members of such committee promptly after any change in such membership;
- (O) "Graham Island Central Advisory Committee" means the advisory committee of Graham Island Central which will consist of the Mayor and Council of the Village of Port Clements and two representatives of the rural area of Graham Island Central resident outside the limits of such village who are duly selected by the Residents of such rural area in accordance with a selection process determined by the residents of such rural area which membership will, from time to time, be certified in writing to the Secretary-Treasurer by all the members of such committee promptly after any change in such membership;
- (P) "Graham Island South Advisory Committee" means the advisory committee of Graham Island South which will consist of the Mayor and Council of the Village of Queen Charlotte City and two representatives of the rural area of Graham Island South resident outside the limits of such village who are duly selected by the Residents of such rural area in accordance with a selection process determined by the residents of such rural area which membership will, from time to time, be certified in writing to the Secretary-Treasurer by all the members of such committee promptly after any change in such membership;
- (Q) "Council of the Haida Nation" means the official body elected by the Haida citizens to represent their views in accordance with the Constitution of the Haida Nation;
- (R) "Graham Island North" means the Participating Community consisting of all individuals who are not represented by the Council of the Haida Nation and who are Residents of Graham Island north of the latitude 53°50' north;

- (S) "Graham Island Central" means the Participating Community consisting of all individuals who are not represented by the Council of the Haida Nation and who are Residents of Graham Island between latitude 53°50' north and 53°30' north;
- (T) "Graham Island South" means the Participating Community consisting of all individuals who are not represented by the Council of the Haida Nation and who are Residents of Graham Island south of latitude 53°30' north, and on the islands which are part of the Islands that are such of such latitude and north of Moresby Island;
- (U) "Area E" means the North Coast Regional District Electoral Area E;
- (V) "Islands" means, collectively, the archipelago of Haida Gwaii and surrounding waters;
- (W) "Local Government Act" means the *Local Government Act* [R.S.B.C. 2015] ch.1, from time to time, in force and all amendments to it.
- (X) "material interest" means any direct or indirect, legal or beneficial interest of a director, senior manager, or alternate in anything which may influence such director or alternate in carrying out his or her duties as a director, alternate or senior manager in the best interests of the Society ; provided that an interest of a director ,alternate or senior manager is not a material interest if (i) it is an interest of a director ,alternate or senior manager reported to the Board that is so minor, fleeting or insignificant as not to influence such reporting director or alternate in carrying out his or her duties as a director ,alternate or senior manager in the best interests of the Society as is determined by a unanimously approved resolution of all the directors and alternates present, other than such reporting director or alternate, which determines that such reported interest is not a material interest for the purposes of these by-laws , or (ii) any of the interests expressly excluded from the conflict of interest provisions of the Act;
- (Y) "members" means the members of the Society for the time being;
- (Z) "Registered address" of a member means his or her address as recorded in the register of members;
- (AA) "Resident" means any natural person of at least the age of majority who is ordinarily resident in a place;
- (BB) "Secretary-Treasurer" means the employee of the Society appointed, from time to time, to the office of Secretary-Treasurer pursuant to section 9.4;
- (CC) "Senior Manager" means the Secretary-Treasurer, any Chief Investment Officer/Special Projects, and any other member of the senior management staff of the Society determined to be a Senior Manager by resolution of the Board:

- (DD) "Societies Act" means the *Societies Act* [S.B.C. 2015] ch. 18, from time to time, in force and all amendments to it;
- (EE) "Society" means the Gwaii Trust Society;
- (FF) "Vice-chairperson" means the vice-chairperson of the Society appointed pursuant to section 9.2;
- (GG) Words importing the singular include the plural and *vice versa*; and words importing a male person include a female person and a corporation;
- (HH) The definitions in the Societies Act apply to these by-laws; and
- (II) References in these by-laws to sections and Parts are to sections and Parts of these by-laws.

### **Part 2. - Ceasing to be a Participating Community**

- 2.1 Upon any Participating Community giving at least one year's written notice duly given pursuant to section 2.5 of its intention to cease to be a Participating Community and upon the members passing one or more special resolutions to amend these by-laws in order to delete reference from these by-laws to such Participating Community and to make the consequential amendments to these by-laws described in Sections 2.6 and 2.7, such Participating Community will cease to be a Participating Community;
- 2.2 The period of at least one year can be waived by the written agreement of all the members of the Society
- 2.3 Any notice given pursuant to sections 2.1 and 2.5 may be withdrawn at any time before the Participating Community which gave it ceases to be a Participating Community by a notice of withdrawal duly given to the Chairperson by the appropriate person representing such Participating Community pursuant to Section 2.5.
- 2.4 Any Participating Community will, from the time it ceases to be a Participating Community, cease to have any right or claim to receive any amount from the capital or income of the Fund for any purpose unless payment of some amount from the Fund is specifically approved by the directors.
- 2.5 Any written notice described in section 2.1 shall have been duly given if delivered to the Chairperson by:
- (A) in the case of the Council of the Haida Nation, by the President of the Haida Nation;
  - (B) in the case of Graham Island North, by the authority of a resolution of the Graham Island North Advisory Committee;

- (C) in the case of Graham Island Central, by the authority of a resolution of the Graham Island Central Advisory Committee;
- (D) in the case of Graham Island South, by the authority of a resolution of the South Graham Island South Advisory Committee;
- (E) in the case of the Residents of Area E, by the Electoral Area Director of Area E;

2.6 One of the special resolutions described in section 2.1 shall amend these by-laws in order to amend all quorums for general meetings of members and meetings of directors so as to make them, taking into account both the cessation of the Participating Community and the effect of section 2.7, equivalent to those in effect before the cessation of such Participating Community.

2.7 One of the special resolutions described in section 2.1 shall amend these by-laws in order to make equal the number of directors nominated, on the one hand, by the Council of the Haida Nation and, on the other, by all other Participating Communities.

### **Part 3 - Becoming a Participating Community.**

3.1. Any community in the Islands may apply in writing to become a Participating Community. The contents of such application shall conform to the requirements for the contents of such an application as may be determined by the directors, from time to time.

3.2. The directors may determine in their absolute discretion whether or not to refer any application to become a Participating Community to a general meeting of the members of the Society at which special resolutions would be considered and, if seen fit, passed in order to amend the by-laws so as to add such community as a Participating Community and make all necessary amendments to these by-laws.

3.3 One of the special resolutions referred to in section 3.2 shall amend these by-laws in order to amend all quorums for general meetings of members and meetings of directors so as to make them, taking into account both the addition of such Participating Community and the effect of subsection 3.2, equivalent to those in effect before the addition of a new Participating Community.

3.4 One of the special resolutions referred to in section 3.2 shall amend these by-laws in order to make equal the number of directors nominated, on the one hand, by the Council of the Haida Nation and, on the other hand, by all other Participating Communities.

### **Part 4. - Membership**

4.1 The members are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with these by-laws, and who, in either case, have not ceased to be members.

- 4.2. Any person appointed as a director pursuant to subsection 7.2 will at the same time as he or she becomes a director become a member in good standing of the Society.
- 4.3 Every member shall uphold the constitution and comply with these by-laws.
- 4.4 The directors, from time to time, set the fees or dues, if any, to be paid by members.
- 4.5 All members are in good standing except a member who has failed to pay his or her current annual membership fee, if any, or any other fee, due, subscription, levy, or debt due and owing by him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.
- 4.6 A person shall concurrently cease to be a member and director or an alternate:
- (A) by delivering his or her resignation in writing to the Chairperson or by e-mailing, mailing or delivering it to the address of the Society; or
  - (B) on his or her death or on his or her being found to be incapable of managing his or her own affairs by reason of mental or physical infirmity; or
  - (C) at the same time as he or she ceases to be a director or alternate; or
  - (D) on having been a member not in good standing for 12 consecutive months.
- 4.7 Any member who ceases to be a member forfeits all rights, claims, privileges or interests arising from membership in the Society.

#### **Part 5. - Meetings of Members**

- 5.1 General meetings of the members shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
- 5.2 Every general meeting of the members, other than an annual general meeting, is an extraordinary general meeting.
- 5.3 The directors may, whenever they think fit, convene an extraordinary general meeting.
- 5.4 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business, and shall be sent to all members at least 14 days prior to the date of such meeting, for a total of 16 days including the day of giving notice and the day of such meeting.
- 5.5 The accidental omission to send 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.

5.6 The annual general meeting shall be held at least once every calendar year but the Society may apply to the Registrar to postpone an annual general meeting to not later than March 31 of the calendar year immediately following the calendar year in which the annual general meeting was supposed to be held.

5.7 General meetings are to take place with the members meeting in person or by proxy but not by electronic means. The Board may allow members of the public to attend general meetings by teleconference or videoconference.

5.8 In order to be duly approved as an ordinary resolution of the members or a special resolution of the members at a general meeting all members present in person or by proxy at such general meeting must vote in favour of such ordinary resolution or special resolution.

5.9 A resolution in writing, signed by all the members, and placed with the minutes of the members is valid and effective as an ordinary resolution or a special resolution of the members as if regularly passed at a meeting of members.

#### **Part 6. - Proceedings at General Meetings of Members**

6.1 Special business at a general meeting of members is:

- (A) all business at an extraordinary general meeting except the adoption of rules of order, and
- (B) all business that is transacted at an annual general meeting except,
  - (i) the adoption of rules or order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of directors,
  - (vi) the appointment of auditors, if required, and
  - (vii) such other business as, under these by-laws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

6.2

- (A) No business, other than, if necessary, the election of a chairperson for the meeting (in the absence of the Chairperson or Vice-chairperson) pursuant to 6.4 and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (B) If at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

- (C) Subject to Section 6.3, a quorum is, at any time consists of 100% of members in good standing present in person or by proxy.

6.3 If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of one or more members, shall be terminated; but if not convened on the requisition of one or more members, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum as defined in subsection 6.2 (C). is not present within 30 minutes from the time appointed for the meeting all the members who are present in person or by proxy will constitute a quorum.

6.4 The Chairperson or the Vice-chairperson shall preside as chairperson of a general meeting; but, if at a general meeting, neither the Chairperson nor the Vice-chairperson is present within 15 minutes after the time appointed for holding the meeting, or the Chairperson, the Vice-chairperson and any director present is unwilling to act as chairperson of the general meeting, the general meeting shall be terminated.

6.5 A general meeting may be adjourned, from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.6 When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be sent as in the case of the original meeting.

6.7 Subject to section 6.6, it is not necessary to send notice of an adjournment or of the business to be transacted at an adjourned general meeting.

6.8 No resolution proposed at a general meeting need to be seconded.

6.9 A member in good standing present at a general meeting is entitled to one vote.

6.10 Voting is by show of hands or by secret ballot if approved by a resolution of members present.

6.11 A member in good standing may, in writing appoint by a form of proxy that conforms with the provisions of the Societies Act, and is acceptable to the chairperson of a general meeting, another member in good standing as proxy-holder for such member, and such proxy-holder may vote on behalf of such member at such general meeting, but any form of proxy purporting to entitle the proxy-holder to vote at other than one meeting and any adjournments thereof is void and one member can only act as proxy-holder for one other member at a time.

6.12 Nothing in these by-laws in any way restricts, limits or otherwise adversely affects:

- (A) the right under the Societies Act of the members to requisition a general meeting of the Society for the purpose of having such meeting consider and, if thought fit, pass a special resolution; or

(B) the duty under the Societies Act of the members to call such a meeting for such purpose.

6.13 Other than a special resolution described in subsection 6.12, the directors will not submit a proposed special resolution to the consideration of a general meeting unless the submission thereof has first been approved by:

(A) a separate resolution passed by the affirmative vote of at least  $\frac{3}{4}$  of all the directors nominated by the Council of the Haida Nation; and

(B) a separate resolution passed by the affirmative vote of at least  $\frac{3}{4}$  of all the directors nominated by Participating Communities other than the Council of the Haida Nation.

6.14 Subject to subsections 6.15 and 6.17, notice of a special resolution to be considered and, if thought fit, passed at any general meeting will be included in the notice of such general meeting if the office of the Society is notified in writing by any two directors that they require such notice to be included in such notice of such general meeting

6.15 Any notice of a special resolution referred to in subsection 6.14 need not be included in the notice of a general meeting if not received at the office of the Society at least 30 days before such general meeting.

6.16 Forthwith upon receipt of notice of special resolution by the office of the Society, the Society shall provide a copy thereof to each director and alternate and publish it in a newspaper of general circulation in the Islands and deliver a copy to the registered address of each Participating Community.

6.17 Before voting for or against a motion to pass a special resolution, a member shall consult with his or her Participating Community with respect to the proposed special resolution and before voting for or against such motion, he or she shall deposit with the chairperson of the general meeting at which such motion is to be voted upon sufficient written evidence that his or her Participating Community had indicated to him or her its conclusion of how he or she should vote upon such motion. The chairperson of such general meeting shall determine whether such written evidence is sufficient proof of such consultation and conclusion; provided always that, subject to the provisions of section 6.18, a certificate in respect of a Participating Community, if it is delivered to the chairperson of such general meeting shall be accepted by such chairperson as such sufficient proof it is in substantially the following form:

"The undersigned hereby certifies that [name of member] has consulted with his/her Participating Community in respect of voting on the motion to pass a special resolution relating to [subject of special resolution] which is to be moved at the general meeting of the Gwaii Trust Society called to be held [date of general meeting] and has been advised of the conclusion of such Participating Community with respect to such special resolution which conclusion is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: [date]

\_\_\_\_\_  
[Signature of person described  
in subsections 2.5, as  
the case may be]"

6.18 If, in respect of any particular resolution, the person signing a certificate described in section 6.17 relating to that special resolution is the member about whom such certificate is given, then such certificate will not necessarily be accepted as sufficient proof of the truth of its contents and the chairperson of such general meeting may exercise his or her discretion in determining what sufficient written evidence for purposes of section 6.17 would be with respect to such member voting upon such special resolution.

6.19 All general meetings may be attended by individuals who are not members; provided that the chairperson of any general meeting may determine that any and all such individuals shall be excluded from attending all or any part of such general meeting that the chairperson, in his or her absolute discretion in respect of matters of order and his or her discretion in respect of other matters, determines should, in the best interests of the Society, specific individuals who are not members.

6.20 No individual who is not a member may take any part in any general meeting of the Society without the invitation of the members and any attempt to do so by such a person shall entitle the chairperson of such general meeting to expel such person from such general meeting.

6.21 The directors may, by resolution, exclude any individual who is not a member from attendance at a particular general meeting or all general meetings of the Society.

#### **Part 7. - Directors**

7.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings but subject, nevertheless, to the provisions of:

- (A) all laws affecting the Society;
- (B) these by-laws; and
- (C) rules, not being inconsistent with these by-laws, which are made, from time to time, by the Society in general meetings; and
- (D) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

7.2 The members in good standing of the Society, from time to time, shall appoint as directors the persons nominated to be directors by each of the Participating Communities in accordance with Section 7.5 (A), (B), (C), (D) providing the nominated individual has the following qualifications:

- (A) be at least 18 years old;
- (B) not have been declared incapable by a court in Canada or in another country;
- (C) be an individual (that is, a corporation cannot be a director);
- (D) not be in bankrupt status;
- (E) be a resident of Haida Gwaii for 2 years preceding the appointment and maintain Haida Gwaii residency throughout their term as director;
- (F) possess the ability to comprehend and analyze large amounts of written information to allow informed decisions; and
- (G) possess knowledge of financial management.

7.3 A Senior Manager must have all the qualifications set out for directors and alternates in section 7.2 but may not be a director.

7.4 A director may resign by sending a notice in writing to the Chairperson or informing the Board at a meeting of the Board.

7.5 Except for the appointment of the first Board, the directors will be nominated and appointed in accordance with the provisions of subsections 7.5 (A), (B), (C), (D); provided that such nominators will provide written confirmation that the persons nominated for appointment meet the qualifications laid out in 7.2.

- (A) On or before March 15th in each even calendar year, the Council of the Haida Nation will nominate 2 individuals for appointment by the members as directors.
- (B) On or before March 15<sup>th</sup> in each odd calendar year, the Council of the Haida Nation will nominate 2 individuals for appointment by the members as directors
- (C) On or before March 15<sup>th</sup> of each even calendar year, the Graham Island North Advisory Committee and Graham Island South Advisory Committee will each nominate for Graham Island North and Graham Island South, respectively, one individual for appointment as a director by the members
- (D) On or before March 15<sup>th</sup> in each odd calendar year, the Chief Electoral Officer will nominate for Graham Island Central one individual for appointment as a

director by the members; provided that the process determining the nominees of Graham Island Central shall be the same, with the necessary changes, as that set out in the Local Government Act for the appointment of an Electoral Area Director, with the nomination period starting no later than January 21<sup>st</sup> .

- (E) On or before March 15<sup>th</sup> in each odd calendar year, the Chief Electoral Officer for Area E will nominate for Area E, one individual for appointment as a director by the members; provided that the process determining the nominees of Area E shall be the same, with the necessary changes, as that set out in the Local Government Act for the appointment of an Electoral Area Director, with the nomination period starting no later than January 21<sup>st</sup> .

7.6 Subject to subsection 7.8 directors and alternates will serve a term of 2 years.

7.7 The term of each director's office and each alternate's period of acting as an alternate will commence at the end of the annual general meeting at which he or she is appointed and will expire at the close of the annual general meeting held in the year in which such director's term and such alternate's period of acting as an alternate is to expire or pursuant to Section 4.6.

7.8 A director's term and an alternate's period of acting as an alternate terminates when he/she:

- (A) dies;
- (B) resigns;
- (C) is removed from office by the Board;
- (D) fails to maintain any of the qualifications described in Section 7.2; or
- (E) has his or her term of office or period of acting as an alternate, as the case may be, expires.

7.9 If a director ceases to be a director prior to the end of his or her term pursuant to section 7.8, the Board may appoint, in its sole discretion, such former director's alternate to be a temporary director until such time as a new nominee for appointment as a director is nominated by the Participating Community which nominated such former director.

7.10 The directors shall, as soon as practicable, appoint an individual as a director to fill the vacancy created by such former director and temporarily filled by his or her alternate once the Participating Community has nominated for appointment a director to fill the vacancy.

7.11 An alternate is to be nominated for each director by any means that each Participating Community sees fit. Alternates must meet the same qualification criteria as directors and can be removed through the same process as directors. Alternates are to attend meetings of the directors in the absence of the director for whom he or she is the alternate and to act as an alternate present at such meetings as if he or she were a duly appointed director.

7.12 The directors have the authority in their sole and absolute discretion to remove any director or alternate from the Society for any one or more of the following grounds:

- (A) violating any provision of the constitution, by-laws, or written policies of the Society;
- (B) having acted in a manner not fitting for a director; or
- (C) affecting quorum by being unavailable for three consecutive board meetings without reasonable excuse.

Decisions to remove a director or alternate must be made, other than the director subject to such removal, by the directors unanimously, and such removal is effective immediately. No such decision will be made without such director or alternate having an opportunity to be heard. The directors will immediately send notice of the removal of a director or alternate to the Participating Community that nominated him or her. Any such notice will be accompanied by a request that such Participating Community nominate

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

7.14 Except as otherwise provided in the constitution and bylaws of the Society, no part of the income of the Society shall be payable or otherwise available for personal benefit of any member, director or officer.

7.15 Directors and alternates shall be entitled to remuneration for attendance at Board and committee meetings as well as for attendance which has been previously approved by the Board at training sessions, meetings with external parties or events which a director has been asked to attend to represent the Society at a rate as the Board shall determine from time to time and set out in their Board policy. In addition, a director, alternate, Senior Manager or such other person as the Board may determine, from time to time, may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

#### **Part 8. - Proceedings of Directors**

8.1 Subject to the provisions of section 8.5 the Chairperson will preside at all meetings of directors.

8.2 The Chairperson or Vice-chairperson when acting as the chairperson, shall have the right to attend any meeting of the directors but are not entitled to any vote at any such meeting and will not be counted as part of the quorum at any such meeting. When the Vice chairperson is a director and not acting as the chairperson of a meeting he or she is entitled to vote and count as part of quorum in the same way as any other director.

8.3 The directors may meet together at such places as they think fit, adjourn and otherwise regulate their proceedings, as they see fit.

8.4 The quorum necessary for the transaction of business at a meeting of directors shall consist of 7 persons who may be either directors or alternates present.

8.5 The Chairperson shall act as chairperson at all meetings of the directors; provided, if at any meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Vice-chairperson shall act as chairperson of such meeting, and if neither is present, the directors present may choose one of their members to act as chairperson of that meeting as long as quorum is maintained. In no circumstance does a director acting as the chairperson of a Board meeting count towards quorum requirements.

8.6 A director may at any time request a meeting of the Board.

8.7 The directors may delegate any, but not all, their powers to committees consisting of such directors or alternates as they think fit and the directors may appoint or delegate to any such committee the power to appoint individuals who are not directors or alternates but who have consented to participate in the work of the committee. Each committee will determine its quorum as part of its terms of reference. The terms of reference of each committee will be presented to the Board of Directors for rejection, approval or amendment.

8.8 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors and shall report 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. Resolutions of a committee will be passed by the affirmative vote of members of such committee according to the rules for the passing of resolution of such committee cast in respect of the motion for such resolution; provided that if consensus cannot be achieved in respect of such motion, the members of the Committee will, in accordance with such rules, determine how it will proceed further with respect to the consideration of such motion, which determination may include, without limitation, holding a second vote on such motion, continuation of discussion of the motion at the meeting, tabling the motion to a subsequent meeting of the committee, or referring the circumstances contemplated in such motion to the decision of the Board.

8.9 Appointment of the Executive Committee shall be by resolution of the directors annually at the first meeting of the directors following the annual general meeting. The Executive Committee shall consist of the Chairperson, one director appointed to the Executive Committee by the directors and alternates forming the Haida Caucus who are present at such annual general meeting and one director appointed to the Executive Committee by the directors and alternates forming the Civic Caucus who are present at such annual general meeting.

8.10 All committees shall be formed taking geography, gender and a balance of cultures into consideration.

8.11 Questions arising at any meeting of the Board shall, except as otherwise provided in these by-laws, be decided by the consensus of the unanimous agreement of the directors and any alternate present, unless such consensus cannot be reached in respect of a motion that is before the Board at two separate meetings of the Board, in which case, such motion may be passed at a third meeting by the positive vote of all directors and any alternate present, for the time being, less one: provided that;

- (A) if such motion is not passed at such third meeting, and the directors and any alternate present approving of such motion so direct, the Chairperson or a person identified by the Chairperson shall attempt to mediate a decision in respect of such motion which can be agreed to by all directors and any alternates present;
- (B) if a determination cannot be mediated pursuant to section 8.11 (A) after a reasonable period of time as determined by the Chairperson which period of time is not to exceed 30 days unless the directors and any alternates present unanimously agree otherwise, the Chairperson shall, effect a decision either by polling in respect of the question by causing the question to be subject to the arbitration of one or more third party arbitrators according to such procedure as the Chairperson may determine in consultation with the directors and any alternates present; provided that the results of such arbitration shall be deemed to be accepted by all the directors and any alternates present as being in the best interests of the Society; and
- (C) if at any meeting of the Board, a director or any alternate present challenges the decision of the Chairperson in respect of any question relating to the procedures of such meeting, then forthwith upon such challenge and without reference to the Chairperson or any debate there shall be a vote of the directors and any alternate present on a motion deemed to be moved by a director other than the director making the challenge to sustain the decision of the Chairperson and the motion will be passed if supported by the affirmative votes of at least  $\frac{3}{4}$  of the directors and any alternates present voting on such motion.

8.13 A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if, at a meeting, the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors and any alternates present and who are members of the committee shall choose one of their members to be chairperson of the meeting.

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

8.15. 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 person is appointed to fill a vacancy in the directors, it is not necessary to send 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.

8.16 Questions arising at a meeting of directors or a committee need not be seconded.

8.17 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 =

8.18 A director who has a Material Interest in a proposed contract or transaction with the Society shall comply with the provisions of the Societies Act relating to directors' conflicts of interest, including, without limiting the generality of the foregoing, disclosing fully and promptly to the other directors the nature and extent of his or her interest, abstaining from voting on a directors' resolution relating to the proposed contract or transaction and leaving the directors' meeting during the discussion and vote upon any such resolution. In such a situation, the remaining directors are deemed to constitute a quorum for the purposes of voting on any such resolution and quorum is not lost. The same procedure shall apply to any alternate present.

8.19 The Society shall indemnify a director, former director or Senior Manager or a director, former director or Senior Manager of a subsidiary of the Society, and his or her heirs and personal representatives, against all costs, 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 by reason of being or having been a director, including an action brought by the society or subsidiary, if:

- (A) he acted honestly and in good faith with a view to the best interests of the Society or subsidiary of which he or she is or was a director; and
- (B) in the case of criminal or administrative action or proceeding he or she had reasonable grounds for believing his or her conduct was lawful.

8.20 All meetings of the directors may be attended by individuals who are not directors; provided that the chairperson of any meeting of directors may determine that such individuals shall be excluded from attending all or any part of such meeting of the directors that he or she, determines should, in the best interests of the Society, be restricted to attendance by directors , and any alternates present and, if determined to be necessary, in the best interests of the Society, specific individuals who are not directors or alternates present.

8.21 The directors and any alternates present may, by resolution, exclude any member of the public who is not a director or alternate present from attendance at a particular meeting of the Board or all meetings of the Board.

8.22 Each decision of the chairperson of a meeting of directors or a committee made pursuant to this Part 8 is a question relating to the procedure of the meeting at which it is made for purposes of section 8.11 (C).

#### **Part 9. - Duties of Officers**

9.1 On or before March 15<sup>th</sup> in each third year, the Council of the Haida Nation after consultation with the Board will nominate a person for appointment by the directors as the Chairperson and the Board shall appoint such person as the Chairperson at a meeting immediately following the annual general meeting for a 3-year term.

9.2 The Chairperson will appoint the Vice-chairperson from amongst the directors in consultation with the other directors, such office to be held at the pleasure of the directors.

9.3 (4) The Executive Committee shall supervise the Secretary-Treasurer to ensure that the duties laid out in section 9.4 are executed in a satisfactory manner.

9.4 The office of Secretary-Treasurer shall not be held by a director or alternate, but by a senior staff member, who shall perform or delegate the following duties:

- (A) conduct the correspondence of the Society,
- (B) issue notices of meetings of the Society and directors,
- (C) prepare and keep minutes of all meetings of the Society and directors,
- (D) have custody of all records and documents of the Society
- (E) have custody of the common seal of the Society,
- (F) maintain the register of members, and
- (G) prepare the annual report of the Society.
- (H) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*;
- (I) render quarterly financial statements to the directors, members, Participating Communities and others when required;
- (J) ensure that all money donated at any time to the Society be held as the capital of a perpetual fund (the "Fund");
- (K) ensure that the capital of the Fund be segregated from any income thereof at all times;
- (L) ensure that separate accounts be maintained at any one or more Canadian financial institutions for the purpose of segregating the capital of the Fund from any income thereof; and
- (M) Such other duties as the directors may delegate to the Secretary-Treasurer, from time to time.

9.5 The directors may appoint other such officers, consultants, committees, agents or persons as they think fit, and define the duties, responsibilities, remuneration and authority of such persons.

#### **Part 10. - Business Plan of the Society**

10.1 The Society shall, at all times, have a business plan covering the current year and upcoming year for the guidance of the directors in their management of the affairs of the Society.

10.2 The Society shall 30 days before the annual general meeting deliver a copy of the business plan for the ensuing year, to each director and alternate, each Participating Community, and to a public place in each Participating Community as well as publish it on the Society's website.

#### **Part 11. - Signatures and Seal**

11.1 Letters from the Board shall be signed by the Chairperson or such other person as the directors and alternates present may agree, from time to time.

11.2 The Board shall delegate by resolution the authority to sign deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Society to one or more of the directors, staff and/or officers. Any individual delegated such authority may solely sign such written instruments up to a limit of \$5000.00. Anything over this amount must be signed by a minimum of two individuals designated pursuant to this section 11.2. All contracts, documents and instruments in writing so signed shall be binding on the Society without any further authorization or formality.

11.3 The Board may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

#### **Part 12 - Finances**

12.1 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

12.2 The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting, and no such restriction is effective against any person other than a member, a director or an alternate present.

#### **Part 13 - Auditor**

13.1 The members, by ordinary resolution, shall appoint an auditor annually at the annual general meeting, and shall fill any vacancy in the office of the auditor.

13.2 An auditor may be removed at any time by an ordinary resolution of the members.

13.3 An auditor shall be informed forthwith in writing of appointment or removal.

13.4 The auditor may attend and speak at general meetings and is entitled to receive every notice and other communication relating to a meeting that a member is entitled to receive in like manner as a member.

#### **Part 14. - Records**

14.1 Documents of the Society shall be kept at the registered office of the Society unless the directors resolve otherwise.

14.2 A director may inspect any records of the Society during normal business hours except, without the authorization of a resolution of the Board, records of the Society that:

- (A) the Act does not require to be open to the inspection of directors; and
- (B) are records of the Society that contain confidential information relating to individuals

14.3 The auditor or an alternate may inspect any documents of the Society during normal business hours but not records described in section 14.2(B) or other *in camera* documents unless permitted to do so by a resolution of the Board.

14.4 No person who is not a member and a director, an alternate or the auditor is entitled to inspect any records of the Society unless permitted to do so by a resolution of the Board.

14.5 Upon request, directors, alternates and the auditor shall be sent copies of any documents open to their inspection upon payment of not more than 50 cents per page no other person shall be sent copies of any documents open to their inspection unless permitted by a resolution of the Board.

#### **Part 15. - Notices to Members and Directors**

15.1 A notice may be sent to a person in his or her capacity as a member, director or alternate either personally or by e-mail or mail to him or her at his or her registered address.

15.2 Notice may be sent to the Society by e-mail or Canada Post mail to the registered address of the Society.

15.3 A notice sent by Canada Post mail shall be deemed to have been sent on the 7th day after the day on which the notice is posted, and in proving that notice has been sent it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

15.4 Notice of a general meeting shall be sent to:

- (A) every member shown on the register of members on the day notice is sent; and
- (B) the auditor.

#### **Part 16. - By-laws**

16.1 On being admitted to membership, a member is entitled to and the Society shall give him or her, without charge, a copy of the constitution and by-laws of the Society.

16.2 On being appointed as an alternate, an alternate is entitled to and the Society shall give him or her, without charge, a copy of the constitution and by-laws of the Society.

16.3 These by-laws shall not be altered or added to except by special resolution.

#### **Part 17. - Annual Public General Meeting**

17.1 Within six months after the Society's fiscal year end on an annual basis, the Board shall hold a public meeting at which the directors report to the Islands' residents on the operation of the Society and the Fund. All members shall be present in person or by their proxy-holder at each such public meeting. Each such public meeting shall be open to all members of the public. The Society shall afford reasonable opportunity for the asking of questions and the expression of views. The Society shall present to the public meeting copies of the annual report for the previous fiscal year and the current business plan.

#### **Part 18. - Performance Review**

18.1 At least once in every five-year period, the Society shall retain a recognized independent, consulting firm (the "Consultants") to conduct a review of the Society's activities and prepare a report containing their findings and shall submit such report to the Board of Directors of the Society and deliver copies to the Participating Communities. The report will include an assessment of the extent to which the Society fulfilled its purposes during the period of the review. If the Consultants' report contains a finding that the Board or the management of the Society:

- (A) has acted improperly;
- (B) has not generally conducted the affairs of the Society in accordance with the Constitution and By-laws; or
- B) are not conducting the affairs of the Society in a manner that will likely achieve the purposes of the Society;

then, in any such case, the Board shall commence a special meeting of the Board, the Consultants and the representatives of the Participating Communities certified to be such by the persons described as representing the Participating Communities in section 2.5 to discuss the report and to determine a course of action to be taken to resolve the problems disclosed in the report.

#### **Part 19 - Reporting Society**

19.1 The Society shall be a reporting Society as provided for in the Societies Act.

## Part 20 – Use of the Fund

20.1 No part of the Society's funds or assets shall insure to the benefit of any private individual, and no part of the activities of the Society shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. No part of the Society's income shall be made payable to, or otherwise made available for the personal benefit of, any member of the Society except as otherwise permitted by clause 5 of this Constitution. This provision was formerly unalterable.

20.2 Upon the winding-up or dissolution of the Society no part of the funds or assets of the Society shall be distributed to the members and all its funds and assets which remain after the payment of:

- (a) all costs, charges and expenses properly incurred in such winding-up or dissolution; and
- (b) all debts of the Society,

shall, subject to clause 9 of this Constitution, be distributed to one or more non-profit organizations, as defined in paragraph 149(1)(1) of the Income tax Act, as amended from time to time, for use in the Islands. The recipient shall be chosen by ordinary resolution of the members of the Society, or failing such resolution, by resolution of the directors of the Society. . This provision was formerly unalterable.

20.3 The Society shall be operated exclusively as a non-profit organization without financial gain to its members and any profits or other accretions to the Society shall be used as and when determined by the directors of the Society in promoting and furthering the purposes of the Society. Provided, however, that nothing in this provision shall prevent the Society from employing any member or director as an employee or independent contractor and nothing in this provision shall prevent the Society from paying any director or member so employed a fair and reasonable remuneration for services actually rendered to the Society by such director or member in their capacity as an employee or independent contractor. This provision was formerly unalterable.

20.4 The Society shall hold an annual public meeting at which the directors report to the Islands' residents on the operation of the Society and the Fund (as defined in clause 9 of this Constitution) and answer questions concerning the operation of the Society and the Fund. This provision was formerly unalterable.

20.5 The incorporating of the Society and the application and enforcement of the by-laws of the Society are strictly without prejudice to the unresolved dispute between the Haida Nation and Her Majesty the Queen in the Right of Canada and Her Majesty the Queen in the Right of British over political, legal and jurisdictional matters. This provision was formerly unalterable.

20.6 The by-laws of the Society shall be those filed with the application for incorporation of the Society until repealed, amended, altered or added to. This provision was formerly unalterable.

20.7 The Society:

- (a) shall hold all funds donated, granted or contributed at any time to the Society as the capital or a perpetual funds (the "Fund") and invest the capital of the Fund so as to earn income to be used, firstly, as an addition to the capital of the Fund to the extent necessary to maintain the value of the capital of the Fund so that it will have, at any time, when adjusted for inflation and subject to any advancement of capital from the Fund made pursuant to subclause 9(b) of this Constitution, a value at least equal to the sum of all funds donated, granted or contributed to the Society before that time and, secondly, to finance achievement of the other purposes of the Society to the extent that there is income in excess of that needed to maintain the value of the capital of the Fund.
- (b) Notwithstanding the provisions of subclause 9(a) of this Constitution, may make advances from the capital of the Fund to finance achievement of the other purposes of the Society; and further provided that no advancement of capital from the Fund will be made unless it is approved by a resolution of the members of the Society (a "Capital Advancement Resolution") which is passed at a general meeting of the Society by the affirmative vote of all but one of members of the Society existing at the time of such general meeting and all procedural steps relating to the passing of a Capital Advancement Resolution will be governed, with necessary changes, by the by-laws of the Society which govern procedures relating to the passing of special resolutions of the Society; and

the Fund shall be administered through trust arrangements with one or more trust companies that are incorporated under the laws of Canada or of a province and investments by the trustees of the capital of the Fund shall be limited to those investments described in Section 15 of the *Trustee Act*, R.S.B.C., c. 414 and Section 17 of the *Trustee Act*, R.S.B.C., c. 414 as amended from time to time or such equivalent statutory provisions as may be in effect from time to time shall apply with respect to such investments. This provision was formerly unalterable.

20.8 Clauses 3, 4, 5, 6, 7, 8, 9, and 10 of this Constitution are unalterable in accordance with Section 22 of the *Society Act*, R.S.B.C., c. 390. This provision was formerly unalterable.

**Ruby Decock**

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**From:** mama bear <qcibear@hotmail.com>  
**Sent:** June-04-18 10:49 AM  
**To:** cao@portclements.ca  
**Subject:** Village of Port Clements 2018 Business Facade Improvement Project  
**Attachments:** NDI-Application-Form-BFI.pdf; ATT00001.htm; image1.jpeg; ATT00002.htm; image2.jpeg; ATT00003.htm; image3.jpeg; ATT00004.htm; image4.jpeg; ATT00005.htm; image5.jpeg; ATT00006.htm; image6.jpeg; ATT00007.htm; image7.jpeg; ATT00008.htm; image8.jpeg; ATT00009.htm

I'm applying for the Business Facade Improvement Project Grant. I have a small Charter and Accommodations business in Specified Area #53 Bayview. I am the owner of the property and up to date on all taxes. Business licence for Land and Sea Services is up to date as well. The accommodations are visible from all angles from the main business road. This is an old building and I'm applying to improve cracked windows and unsightly degraded window frames. Siding replacement where necessary and paint to improve appearance. The existing deck needs replacing. Also a new business sign that meets signage bylaws and regulations. I have attached photos of building and needed improvements.

The facade plan is:

Replace all windows and window frames.

Replace deck.

Replace siding where needed.

Paint building.

Create new attractive business sign.

I plan to do this by using Local on island businesses.

Example: Sharon Services for carpenter.

Eaglecrest Enterprises for siding and deck supplies.

All west glass for windows

AMS for paint and supplies

Thank you.

Land and Sea Services

Michael Allen

Sent from my iPad

Land & Sea Services Business Façade Application Photos





UB-3



UB-3

Land & Sea Services Business Façade Application Photos





UB-3

# SHAROON SERVICES

282 Bayview

P.O. Box 238

Port Clements, B.C

VOT 1R0

July 09, 2018

To: Land and Sea Services

I am pleased to estimate the following price to supply all labour and materials required to complete the windows and siding repairs at 53 Bayview in Port Clements. The scope of this project will replace the windows and door, and whatever siding/ skirting that needs it, complete with a paint job.

Siding \$1300

Paint \$500

9 Windows and 1 door \$8000

Quote - \$10,290.00 taxes in.

Thank you.

Aaron Cunningham @  
Sharoon Services  
[shaaroon@yahoo.com](mailto:shaaroon@yahoo.com)  
250-557-2009  
H.S.T. #849203203RT0001

VB-3



The Village of  
**PORT CLEMENTS**  
*"Gateway to the Wilderness"*

36 Cedar Avenue West  
PO Box 198  
Port Clements, BC  
V0T1R0  
OFFICE : 250-557-4295  
Public Works : 250-557-4326  
FAX : 250-557-4568  
Email : office@portclements.ca  
Web : www.portclements.ca

## REPORT TO COUNCIL

Author: Ruby Decock, CAO  
Date: July 13, 2018  
Re: CBC Lease agreement

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### Background:

CBC has installed a radio transmission tower on Port Clements property and has been paying rent of \$900/year for the site since 1978. The radio continues to provide CBC radio services to the community of Port Clements and surrounding areas.

### Discussion:

On June 30, 2018, the rental agreement with CBC to rent the Village of Port Clements property for which their tower resides has expired. CBC would like to know how Council would like to proceed. The CAO has determined that the Cost of Living Allowance (COLA) that would have applied to the rent from the initial payment of \$900 would have amounted to approximately \$1125 - \$1300 from 2003 to 2018. If the next rental or lease agreement is for another 15 years, the COLA in 2033 would be approximately \$1400 - \$1900.

### IMPLICATIONS:

#### STRATEGIC

(Guiding Documents Relevancy – Strategic Plan, Official Community Plan)

Radio broadcasts can help informing community and for possibly distributing emergency information.

#### FINANCIAL

(Corporate Budget Impact)

This is revenue that the Village of Port Clements has budgeted for in their annual budget. Increasing the rent increases revenues for the annual budget.

#### ADMINISTRATIVE

(Policy/Procedure Relevancy, Workload Impact and Consequence)

This requires minimal staff time, possibly a bit of negotiation with the CBC if Council requests a rate increase for rent.

G-1

## RECOMMENDATIONS:

1. That Council renews the Contract/Agreement with CBC for continued rent of the space that their radio transmission tower is located. Council also permits the CAO to renew the rental/lease agreement.

CONSEQUENCE – Council operational costs will continue to rise with the Cost of Living Allowance (COLA) and revenues will not be increased through this lease to help address the COLA.

2. That Council renews the Contract/Agreement with CBC with an increase in rent with a target of \$1200 - \$1400/ year for property their radio transmission tower is located. Council also permits the CAO to sign the rental/lease agreement with the potential increase in rent, depending on the negotiated amount.

CONSEQUENCE – Council operational costs will continue to rise with the Cost of Living Allowance (COLA) and increased revenues from will offset the increased Village of Port Clements Operational costs from the COLA.

Respectfully submitted:

A handwritten signature in cursive script, reading "Ruby DeCook". The signature is written in dark ink and is positioned below the "Respectfully submitted:" text.

## RENEWAL OF LEASE

THIS AGREEMENT made in duplicate this 11<sup>th</sup> day of August, 1997.

BETWEEN the Village of Port Clements (hereinafter referred to as the "Lessor")

AND the Canadian Broadcasting Corporation (hereinafter referred to as the "Lessee")

WHEREAS by a Lease dated the Eighteenth (18th) day of September, 1978, (hereinafter referred to as the "Original Lease"), the Lessor granted to the Lessee a Lease at the premises known as the Port Clements transmitter site (hereinafter referred to as the "said demised premises") and more particularly as described in the recital of the Original Lease for a term of ten (10) years, commencing on the First (1st) day of July, 1978 and terminating on the Thirtieth (30th) day of June, 1988.

AND WHEREAS the Lessee exercised the Ten (10) year option period granted to it by the Lessor in the Original Lease, from the First (1st) day of July, 1988 at an annual rent of Nine Hundred Dollars (\$900.00).


AND WHEREAS the Lessee has given notice that it wishes to renew the Lease for a further term of Ten (10) years, commencing on the First (1st) day of July, 1998 on the terms hereinafter set forth.

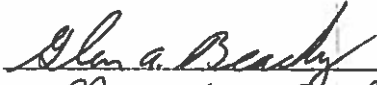
THIS AGREEMENT WITNESSETH that in consideration of the covenants and obligations contained herein, it is agreed by and between the parties hereto as follows:

1. The Lessor hereby grants a Lease to the Lessee to operate an FM radio transmitter commencing on the First (1st) day of July, 1998 and terminating on the Thirtieth (30th) day of June, 2008, at an annual rent of Nine Hundred Dollars (\$900.00), upon the same provisos, terms and conditions contained in the Original Lease except for the right of further option and renewal.
2. The Lessor and the Lessee hereby covenant that they shall perform and observe the covenants, provisos and stipulations in the Original Lease, and in the subsequent Renewals thereof, except as modified above, as fully as if such covenants, provisos and stipulations had been repeated in this Renewal of Lease in full with such modifications only as are necessary to make them applicable to this Renewal of Lease.

IN WITNESS WHEREOF the parties have cause this Renewal of Lease  
to be executed.

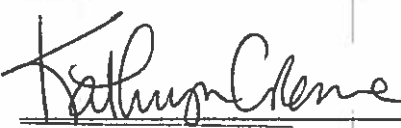
VILLAGE OF PORT CLEMENTS

  
Jukka Ettaimsson, Clerk-Treasurer

  
Mayor Glen A. Beachy

CANADIAN BROADCASTING CORPORATION

  
Corporate Manager, Real Estate Services

  
Director, Finance and Administration

**Village of Port Clements**

**DISCIPLINE, SUSPENSION AND TERMINATION POLICY**

DATE ADOPTED: MONTH •, 2018•      APPROVAL DATE: MONTH •, 2018

EFFECTIVE DATE: MONTH •, 2018      LAST REVISED: MONTH •, 2018

**Purpose**

The Village of Port Clements ("Village") has a Discipline, Suspension and Termination Policy ("Policy") in place to address poor performance and/or misconduct in the workplace.

The purpose of the disciplinary procedure is to ensure that concerns about performance or misconduct are dealt with fairly and objectively. The Policy assumes that with proper counseling on the part of the Village and efforts by the individual, performance and/or conduct will improve to acceptable levels.

**General Principles**

The disciplinary procedures will be guided by the following principles:

1. Issues should be raised and dealt with promptly and individuals involved should not unreasonably delay meetings, decisions or confirmation of those decisions.
2. The Village will carry out any necessary inquiry or investigation to establish the facts of the misconduct at issue.
3. The Village will inform you of the basis of the problem and give you an opportunity to respond and/or meet the stated expectation or standard before any decisions are made.
4. It may be necessary to suspend you with pay (if applicable) pending an inquiry or investigation. This will be for as short a period as possible and carries no inference of guilt.
5. The Village reserves the right to take disciplinary action to any stage of the disciplinary procedure having regard to the severity of the poor performance and/or misconduct at issue.

**Application**

This Policy forms part of other Village policies and applies to all full-time, part-time, permanent or temporary employees, students, volunteers and contractors working or volunteering for the Village. Where this Policy conflicts with the terms of an employment agreement, contract for services, or the *Community Charter*, **WCB**, the terms of said agreement or legislation will prevail.

**Discipline**

For the purpose of this Policy, disciplinary action for Village employees may include verbal or written warnings, training or education, transfer, suspension or termination of employment.

**Comment [CA01]:** This should be Worker's Compensation Act and Occupational Health and Safety Regulation. WCB = Workers Compensation Board – which is a body, not legislation.

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Village of Port Clements

DISCIPLINE, SUSPENSION AND TERMINATION POLICY

DATE ADOPTED: MONTH •, 2018• APPROVAL DATE: MONTH •, 2018

EFFECTIVE DATE: MONTH •, 2018 LAST REVISED: MONTH •, 2018

Disciplinary action for volunteers may include warning or discontinuation of volunteer opportunities and associated privileges.

Levels of Discipline

Progressive discipline is used as a corrected measure when performance or conduct needs correcting. The type of discipline that may occur is as follows, in order of increasing formality and seriousness:

**Level 1 – Informal Verbal Warning:** given for a minor offence, and intended to be cautionary in nature.

**Level 2 – Formal Verbal Warning:** given for a minor offence, or if an informal verbal warning failed to resolve an ongoing problem. In the case of a formal verbal warning, a note will be placed in your employee file stating that you were provided with a verbal warning.

**Level 3 – Written Warning(s):** given if poor performance or misconduct is repeated and has not been resolved by a prior level of discipline or if poor performance or misconduct is on its own sufficiently serious. In the case of written warnings, disciplinary action will be communicated in the form of letter or memo and will also be copied to your personnel file and to the Chief Administrative Officer ~~and Council~~. You will be provided with a copy of such letter or memo and you will be required to acknowledge receipt of same with your signature. You will also be given the opportunity to indicate in writing on the letter if you do not agree with the reprimand. ~~Your file will be reviewed by the Mayor and or Council and a potential hearing be requested by Council. If the discipline is to the Chief Administrative Officer, Council will request another VOPC staff member to submit a letter on behalf of Council to the Chief Administrative Officer. The Chief Administrative Officer will be given the opportunity to indicate in writing on the letter if she/he does not agree with the reprimand.~~

**Comment [CA02]:** Council does not receive personnel information, only information about the action taking place. The written warnings remain in office. The only time Council will be receiving information is if the written warning was presented to their employee, the CAO

**Comment [CA03]:** Again, this is a personnel issue and Council will not be involved in this issue, unless it involves the CAO. There would not be a public hearing for staff or the CAO as this is discussion about an employee as per section 90 (1)(c) labour relations or other employee relations. This is a staff item and the public do not get involved in staffing issues.

**Level 4 - Final Written Warning and/or Suspension without Pay:** given if poor performance or misconduct is repeated and has not been resolved by a prior level of discipline, or if poor performance or misconduct is on its own sufficiently serious. If you receive a final written warning, you will be informed that further poor performance or misconduct will result in the termination of your employment for just cause.

**Level 5 - Termination for Just Cause:** the final level of progressive discipline, a termination for just cause (without notice or pay in lieu of notice) will be effected where performance has continued to be unsatisfactory after a period of performance management, and/or where an instance of poor performance or misconduct has caused an irreparable breach of the employment relationship. The CAO may consult with Council prior to a dismissal for cause.

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**Village of Port Clements**

**DISCIPLINE, SUSPENSION AND TERMINATION POLICY**

DATE ADOPTED: MONTH •, 2018•      APPROVAL DATE: MONTH •, 2018

EFFECTIVE DATE: MONTH •, 2018      LAST REVISED: MONTH •, 2018

**Disciplinary Procedures**

Between levels 1 and 4 of the disciplinary procedures listed above, your supervisor will:

- a. conduct an inquiry or investigation into the misconduct or poor performance which has given rise to a concern;
- b. explain to you the nature of the misconduct or poor performance;
- c. provide you with an opportunity to state your case and explain your actions;
- d. if your explanation is not considered satisfactory when weighed against the results of the overall inquiry or investigation, warn you (in a form appropriate to the level of discipline) that repetition of the offence will lead to further disciplinary action; and
- e. explain the corrective action you must take to resolve the situation.

At level 5, your supervisor will:

- a. conduct an inquiry or investigation into the misconduct or poor performance which has given rise to a concern;
- b. explain the nature of the misconduct or poor performance to you;
- c. provide you with an opportunity to state your case and explain your actions; and
- d. if your explanation is not considered satisfactory when weighed against the results of the overall investigation, advise you of the termination of your employment without notice or pay in lieu of notice for just cause, and the reasons for such termination.

As noted above, although different levels of progressive discipline are listed, the level that the Village chooses to employ will depend on the circumstances of each case. The Village reserves the right to bypass the steps listed and base its disciplinary action on the severity, frequency or combination of infractions when circumstances warrant immediate action.

In relation to conduct or activities that may constitute criminal behaviour, the Village reserves the right to notify the police.

**Suspension**

A suspension with or without pay may be effected for up to five (5) working days.

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Village of Port Clements

DISCIPLINE, SUSPENSION AND TERMINATION POLICY

DATE ADOPTED: MONTH ●, 2018●

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LAST REVISED: MONTH ●, 2018

The CAO has the authority to suspend an employee, contractor or volunteer and must notify the Mayor when ~~done this action is taken.~~ "The Mayor will be notified of the CAO's intention to suspend an employee, contractor or volunteer before this action is taken and then once the action has been taken, the Mayor will be notified of the completion of such action ».

Only the Mayor can suspend a municipal officer and such suspensions must be reported to Council at its next meeting, at which time council may reinstate, confirm the suspension, confirm and extend the suspension, or dismiss the officer or employee. Municipal officers must be afforded an opportunity to be heard prior to dismissal.

If a public holiday falls within the period of suspension without pay, then the suspension period will be extended by the number of public holidays falling within such period. Periods of suspension may be extended as necessary.

**Gross Misconduct and Summary Dismissal**

Gross misconduct is misconduct which, in the opinion of the Village, is serious enough to prejudice the business or reputation of Village, or irreparably damages the working relationship and trust between you and the Village. Such misconduct will constitute a fundamental breach of the employment agreement or services contract and may, consequently, lead to dismissal or termination without notice or payment in lieu thereof notice for just cause.

The following non-exhaustive list provides examples of offences that are regarded as gross misconduct:

- a. incompetence, serious neglect of duties or substandard performance of the services required under the employment agreement or services contract;
- b. a violation or material breach of any of the provisions of the employment agreement, services contract or of the Village's workplace policies;
- c. theft, fraud, failure to report same, providing false or misleading information, or any act of dishonesty;
- d. a serious act of insubordination, foul or abusive language, insolence or willful disobedience;
- e. acts of violence, harassment or intimidation, including sexual harassment, of your co-workers, supervisors, management, or other individuals associated with the Village in or outside of the workplace;
- f. repeated and unjustified lateness, absenteeism, or failure to report for work;
- g. breach of duty of good faith and fidelity, including unauthorised use or disclosure of confidential information or the falsification of official records or documents;

**Comment [CAO4]:** Suggestion by Councillor Daugert

**Comment [CAO5]:** Suggestion by Councillor Stewart – Councillor Daugert made the following comments "My concerns with notifying the Mayor prior to implementing a suspension are: 1. The suspension may need to take place immediately; 2. It undermines the authority of the CAO to direct staff " THE CAO agrees with Councillor Daugert. There may be instances, ie. Drunk or medically unfit personnel that insists on working. This may be necessary. Also, the CAO needs to protect staff and the public if there is a need to do so. It also undermines the CAO's authority.

Village of Port Clements

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- h. improper use or abuse of Village property;
- i. acting or purporting to act on behalf of the Village without proper authorisation;
- j. on or off-duty conduct that prejudices the Village's reputation, services or morale or which the Village considers may adversely affect the relationships with employees and clients;
- k. any other cause or circumstances for which no notice, pay in lieu of notice, and severance pay is required by law; or

l. possession, use or attempted supply of non-prescribed drugs.

l.m. under the influence of alcohol or drugs while at work.

Comment [CA06]: Suggestion by Councillor Daugert and Councillor Stewart

Date Policy Adopted

Resolution #

Mayor

CAO

## **APPOINTMENT OF CHIEF ELECTION OFFICER AND DEPUTY CHIEF ELECTION OFFICER**

THAT pursuant to Section 58(1) and (2) of the *Local Government Act* Ruby Decock be appointed Chief Election Officer for conducting the 2018 general local election with power to appoint other election officials as required for the administration and conduct of the 2018 general local election;

AND THAT Elizabeth Cumming be appointed Deputy Chief Election Officer for the 2018 general local election.

## Ruby Decock

---

**From:** Morran, Tyler EHS:EX <Tyler.Morran@bcehs.ca>  
**Sent:** July-13-18 12:08 PM  
**To:** 'cao@portclements.ca'  
**Subject:** BCEHS request to locate a modular unit for the Port Clements BC Ambulance Station  
**Attachments:** BCEHS\_10 x 24 Trailer\_17.12.05.pdf; BCEHS-Port Clements Site Servicing Scope of work draft.pdf; Port Clements Site Servicing Plan 2018.05.23.pdf

Hi Ruby,

BCEHS would like approval to install a 10'x 24' washroom/locker room/bedroom trailer at the current location of the BC Ambulance station.

Currently, the BC Ambulance Service, Patient Care Delivery staff (Paramedics) have no direct access to dedicated washroom facilities. They are using the health clinic facilities for these purposes. The issue is that when our staff is returning from a "Dirty" call they have no place to go for decontamination purposes, they have to use the clinic's facility which is not set up for this. This also can result in cross-contamination of the clinic's washroom facility and general areas. BCEHS has an accreditation mandate to provide this type of decontamination facility for all its staff members. Along with the lack of washrooms are crews are challenged with a place to change their contaminated clothing, currently this happens inside the vehicle bay space which can also lead to cross-contamination of medical supplies, equipment, and staff living space. The 10x24 modular unit will also accommodate a pressurized locker room and bedroom to meet the standards.

The attached layout is what BCEHS would like to propose. We would like the approval to set up this modular unit to the right of the vehicle bay access. BCEHS is prepared to cover all associated costs and design for this project. We are looking to have this work completed by the end of Oct 2018.

Thank you for your consideration.

Sincerely,

**Tyler Morran | Project Manager**

Facilities Branch, BC Emergency Health Services

Provincial Health Services Authority

T: 250-952-6127 | M: 250-896-0997 | E: [Tyler.Morran@bcehs.ca](mailto:Tyler.Morran@bcehs.ca)

**BCEHS** | BC Emergency  
Health Services

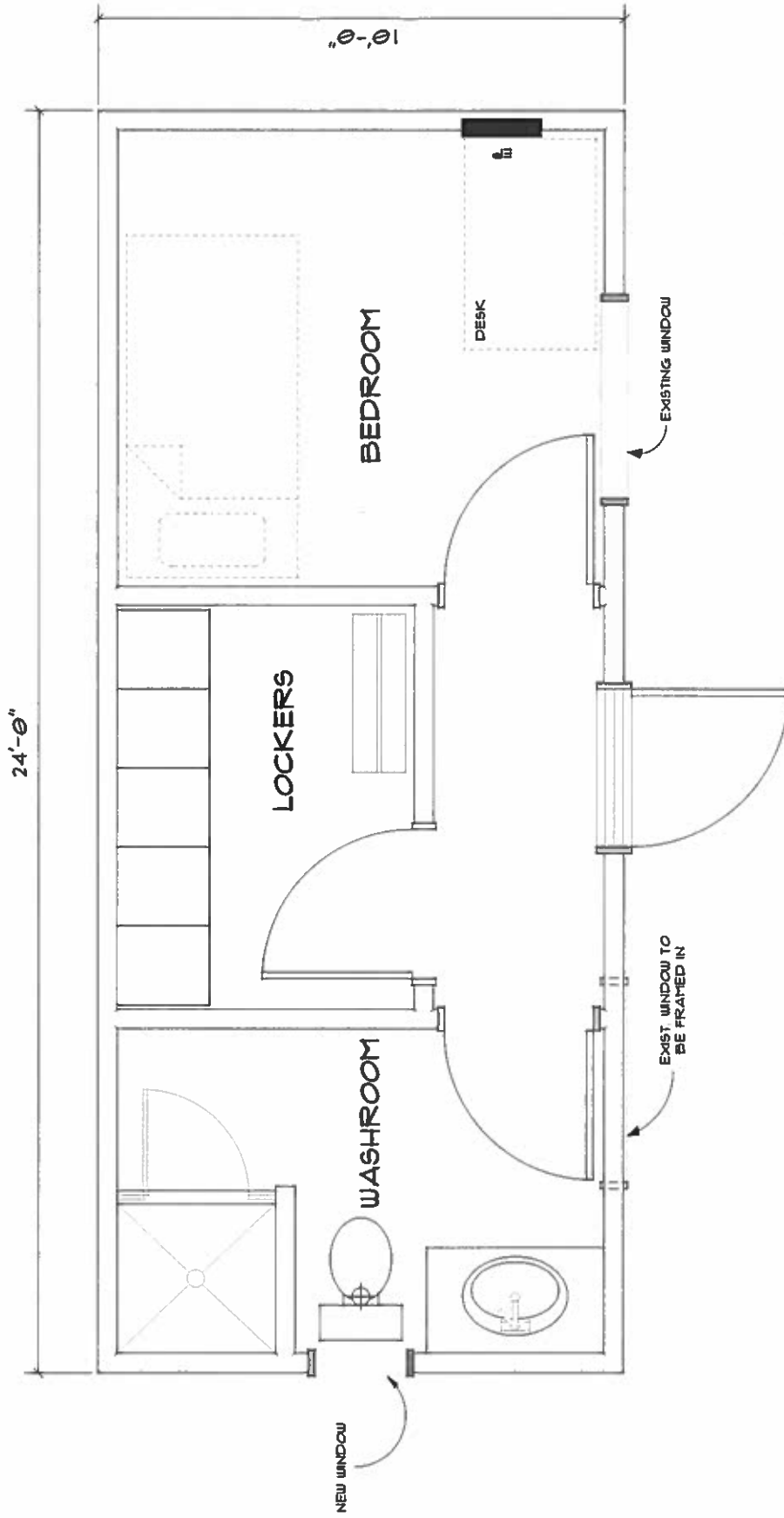
Province-wide solutions.

Better health.

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**BCEHS** | BC Emergency Health Services

PORT CLEMENTS TRAILER		A1	
17/12/05	CLIENT REVIEW	PROJECT TITLE: FLOOR PLAN	REVISION
ISSUED	DESCRIPTION	DRAWING TITLE	AS NOTED
	REVISED	DRAWN KAD	SCALE

NB-1



Project Title: BCEHS Port Clement Site servicing upgrade for a 10'x 24' Atco trailer  
Date: July 10, 2018

### Scope of work

The scope of work to cover the necessary work to service a new 10x24 Atco washroom and locker room trailer.

### Sewer and water

Tie into the existing sewer and water connection on the east side of the building BCAS side. The sewer/water connection to be trenched in the ground from the existing line to closest end of the Atco trailer. There is a propane tank and gas line to be considered when cutting the trench. Once the trailer is on site connect the sewer and water and heat tape the water and sewer lines (Approx. 36" each) for both lines to the trailer included with pipe insulation for both. (See site plan)





**BCEHS** | BC Emergency  
Health Services





### Hydro

Upgrade the existing 100amp panel to a 200 amp panel. Power is currently ran from the hydro pole behind the station. Run new feed through the crawlspace out to the location of the trench to be located at the opposite end of the trailer from the sewer and water. Site connection to panel once the trailer is on site. (See site plan)

Rear elevation looking from the Ambulance side to Northern Health Side.

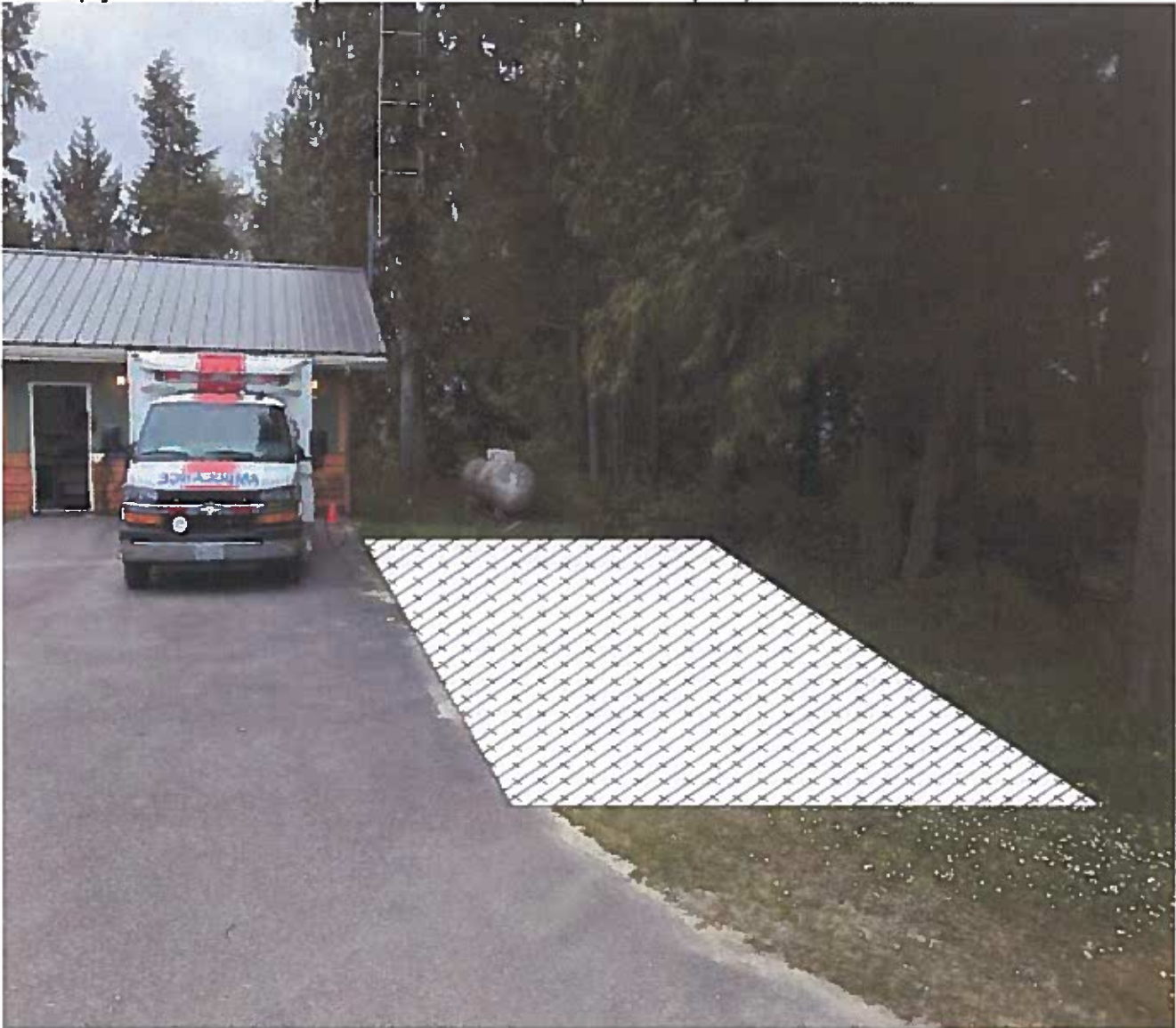


NB-1



### Trailer Pad

Removal of 12" sod and soil for a 14'x 28' pad. Pad to be comprised of 20" compacted in 10" lifts of gravel to suit a long term placement of the Atco trailer. Installation of PWF plywood skirting 4'x 4' chase around the plumbing drops. Chase to be lined with 3" rigid insulation adhered to the back side of the plywood. Level the pre-built metal stairs. (See site plan)



**End of scope**

## GENERAL NOTES

1. ALL MATERIALS TO BE NEW AND CSA CERTIFIED

3. ALL WORKS SHALL PASS INSPECTION BY THE ENGINEER AND THE VILLAGE OF PORT CLIENTS.

- INSPECTIONS REQUIRED AT THE FOLLOWING TIMES

- ### SANITARY SEWER NOTES

1. **SANITARY SEWER** P...

- WATERWORKS NOTES

1. WATER PIPE 10'

NOT FOR CONSTRUCTION

MATERIALS SHALL HAVE ZERO HEALTH HAZARD

OF ANY DISCREPANCIES



REC'D CIV. DIV. JUN 20 1967  
M.T.S.



**NTS**

40.15

[illegible]

