

SOCIETY ACT CONSTITUTION

October 5, 2009

1. The name of the society is Metro Vancouver Aboriginal Executive Council
2. The purposes of the Society are:
 - a) Address, in a cooperative manner through coalition building and sector representation, matters affecting the holistic well-being of Aboriginal people living in the Metro Vancouver urban area.
 - b) Preserve and promote the diverse cultural identity of Aboriginal people and promote and implement best practices in culturally appropriate delivery of programs, services, management, and administration.
 - c) Develop positive public relations that foster and support the strengths, inclusiveness, beliefs and values of Aboriginal people through protocol agreements, networks, associations, and partnerships with service organizations, Aboriginal political organizations, government departments, and private sectors.
 - d) Respecting, understanding, and supporting the unique role of Elders and their contribution to the development and management of programs and services
 - e) Encourage and support the participation and mentorship of Aboriginal youth, especially those who are already involved in program and service delivery.
 - f) Develop information and communication networks within MVAEC and with the broader community serving Metro Vancouver Aboriginal people.
 - g) To be meaningfully engaged as advisors and partners to all levels of government, their departments, and ministries on matters related to urban Aboriginal programs and services for the Metro Vancouver Aboriginal Community.
 - h) Promote, strengthen and advocate for resource equity and sustainability for Aboriginal organizations, including wage parity and benefits.
 - i) Provide a working forum where Executive Directors and Chief Executive Officers can come together to support, mentor, train, and foster good working relations with one another through the sharing of resources.
 - j) Develop and promote best practice governance models within Aboriginal service delivery organizations, including supporting (delete) Board and leadership development.

3. In the event of the winding up or dissolution of the Society, its funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to another charitable organization or organizations with purposes similar to the Society as determined by the Members at the time of winding up or dissolution.
4. The purposes of the Society shall be carried out without purpose of gain for its Members, and any profits or other accretions to the Society shall be used to advance the society's purposes.
5. No Director of the Society shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
6. Paragraph 3, 4, 5 and 6 of the Constitution are unalterable in accordance with the Society Act.

BYLAWS

Metro Vancouver Aboriginal Executive Council

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

Part 1 – Interpretation

1. In these bylaws, unless the context requires otherwise:

“Aboriginal” means status Indian, non-status Indian, Métis, Inuit, and all self-identifying persons of Aboriginal ancestry;

“Aboriginal Service Organization” means any Aboriginal Organization or Agency recognized by the Aboriginal community that is organized for the purpose of providing programs and services to the urban off-reserve Aboriginal community in Metro Vancouver;

“Directors” means the Directors of the Society appointed in accordance with these bylaws;

“Society Act” means the Society Act of British Columbia from time to time in force, and all amendments to it.

2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa.

Part 2 - Membership

4. The Members of the Society are the applicants for incorporation of the Society, and those Aboriginal Service Organizations that have subsequently become Members in accordance with these bylaws, and, in either case, have not ceased to be Members. In addition, Directors appointed under Part 6 of these bylaws shall be Members of the Society for as long as they remain Directors.
5. An Aboriginal Service Organization may apply in writing to the Directors for membership in the Society, and applications for membership must be in a form approved by the Directors.
6. Every Member must uphold the constitution and comply with these bylaws and the policies of the Society.
7. The Directors may determine membership dues, if any.
8. A membership in the Society shall cease if:
- (2) a Member resigns in writing and delivers the resignation to the Secretary of the Society;
 - (3) a Member winds up or is dissolved;
 - (4) a Member is expelled; or
 - (5) on having been a Member not in good standing for 12 consecutive months.

9. (1) A Member may be expelled by special resolution of the Members passed at a general meeting of Members.
 - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The Member subject to the proposed expulsion must be given an opportunity to be heard at the general meeting of Members before the special resolution for expulsion is put to a vote.
10. All Members are in good standing except a Member that has failed to pay any applicable membership dues or fees or other subscription or debt owing by the Member to the Society.

Part 3 - Meetings of Members

11. General meetings of Members shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
12. Every general meeting of Members, other than an annual general meeting, is an extraordinary general meeting of Members.
13. The Directors may, whenever they think fit, convene an extraordinary general meeting of Members.
14. Notice of a general meeting of Members shall specify the place, the day, and the hour of the meeting, and, in the case of special business, the general nature of that business.
15. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Members entitled to receive notice, does not invalidate any of the proceedings at that meeting.
16. The first annual general meeting of the Members shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting of the Members shall be held once every calendar year and not more than 15 months after holding the preceding annual general meeting.
17. Each Aboriginal Service Organization that is a Member of the Society shall, by letter signed by the senior staff person of the Member and delivered to the Secretary of the Society, authorize the Executive Director or Equivalent (as deemed acceptable by the Society) of the Member to be the Member's Representative at general meetings of the Members.
18. The Member's Representative attending general meetings of the Members shall be entitled to speak and vote on behalf of his or her respective Member organization for all purposes with respect to the general meeting of the Society so that each Member organization has one vote on all issues.
19. A Member's Representative of a Member that is not in good standing is not entitled to attend general meetings of Members.

Part 4 – Proceedings at Meetings of Members

20. Special business is:

- (2) all business at an extraordinary general meeting of Members except the adoption of rules of order, and
- (3) all business that is conducted at an annual general meeting of Members, except
 - i. the adoption of rules of order;
 - ii. the consideration of 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 an auditor, if required;
 - vii. such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

21. Business other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting of Members at a time when a quorum is not present.

22. A quorum at a general meeting of Members is a majority of Members of the Society.

23. If, within 30 minutes from the time appointed for a general meeting of Members, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

24. Subject to bylaw 25, the Board Chair, the Vice Chair or, in the absence of both, one of the other Directors present must preside as chair of a general meeting of Members.

25. If at a general meeting of Members

- 2) there is no Board Chair, Vice Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or
- 3) the Board Chair, Vice Chair and other Directors present are unwilling to act as chair,

the Members present must choose one of their number to be chair of the Meeting.

26. (1) A general meeting of Members may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

3) Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting of Members.

27. (1) A resolution proposed at a general meeting of Members need not be seconded, and the Chair or Co-Chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the Chair or Co-Chair of the meeting do not have a casting or second vote in addition to the vote to which he or she is entitled and the proposed resolution does not pass.
28. (1) Voting at general meetings of Members is by show of hands.
- (2) Voting by proxy is not permitted.

Part 5 – Directors and Officers

29. 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 bylaws or by statute or otherwise, lawfully directed or required to be exercised or done by the Society in a general meeting of Members,
- (2) all laws affecting the Society;
 - (3) these Bylaws; and
 - (4) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting of Members.
- but subject, nevertheless, to provisions of
30. No rule made by the Society in a general meeting of Members invalidates a prior act of the Directors that would have been valid if that rule had not been made.
31. At each Annual General Meeting of the Members, each Aboriginal Service Organization that is a Member of the Society shall, by letter signed by the senior staff person of the Member and delivered to the Secretary of the Society, appoint the Executive Director or Equivalent (as deemed acceptable by the Society) of the Member to be a Director of the Society.
32. A person appointed as a Director of the Society by a Member may also serve as the Member's Representative at general meetings of Members.
33. In the event that the number of Members of the Society falls below fifteen (15), then each Member will be entitled to recruit two (2) Directors of the Society in a manner consistent with these bylaws.
34. Each Director shall serve a term of one year, commencing at the conclusion of the Annual General Meeting of Members at which they are appointed and ending at the conclusion of the next Annual General Meeting of Members.
35. There shall be no limit on the number of terms that a Director of the Society may serve.

36. If a Director ceases to hold office, the Member that appointed that Director shall, by letter signed by the senior staff person of the Member and addressed to the Secretary of the Society, appoint the Executive Director or Equivalent (as deemed acceptable by the Society) of that Member as a new Director to serve for the remainder of that term.
37. Each Member is entitled to, by letter signed by the senior staff person of the Member and addressed to the Secretary of the Society, remove from office the Director of the Society appointed by that Member, and to appoint a replacement Director to serve for the remainder of that term.
38. The Members may, by special resolution, remove a Director before the expiry of his or her term of office, and the Member that appointed the Director removed in this way shall appoint a replacement Director to serve for the remainder of the term.
39. The Directors shall elect from among themselves the following four Officers:
 - 1) Chair
 - 2) Co-Chair
 - 3) Treasurer
 - 4) Secretary
40. The Directors so elected shall serve as Officers for terms of one year, and may be re-elected as Officers for additional terms without limit.
41. In the event that, pursuant to section 35 of these bylaws, each Member recruits two (2) Directors of the Society, no two Officers shall be Directors recruited by the same Member.
42. The Board Chair shall preside at all meetings of the Society and of the Directors.
43. The Vice Chair shall carry out the duties of the Board Chair during the Board Chair's absence.
44. The Secretary is responsible for the following:
 - (2) conduct of the correspondence of the Society;
 - (3) issuing notices of meetings of the Society and Directors;
 - (4) keeping minutes of all meetings of the Society and Directors;
 - (5) keeping custody of all records, documents, financial records, and books of account necessary to comply with the Society Act and any other applicable laws or regulations;
 - (6) keeping custody of the common seal of the Society; and
 - (7) rendering financial statements to the Directors, Members, others as required.
45. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as Secretary at the meeting.
46. The Directors shall hire a Chief Executive Officer, who shall be an Officer but not a Director of the Society.
47. The terms and conditions of the appointment of the President and Chief Executive Officer shall be contained in a detailed contract between the Society and the President and Chief Executive Officer that is approved by the Directors.

Part 6 – Appointment of Additional Directors

48. The Directors may, by resolution, appoint up to four (4) additional Directors who are not employees of Member organizations, but who will bring to the Society skills, knowledge or experience that, in the view of the Directors, will help advance the Society's purposes.
49. Directors appointed under Part 6 shall have the same rights and responsibilities as Directors appointed under Part 5 of these bylaws.
50. Directors appointed under Part 6 shall serve terms commencing on the date of the resolution appointing them, or other date identified in the resolution appointing them, and ending at the conclusion of the next Annual General Meeting of Members.
51. Directors appointed under Part 6 may be reappointed by ordinary resolution of the Members at an Annual General Meeting of Members for additional terms without limit.

Part 7 - Proceedings of Directors

52. (1) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit, subject to the bylaws.
 - (2) The quorum for meetings of Directors shall be a majority of Directors.
 - (3) Meetings of Directors may be held by conference call.
 - (4) If a Director is unable to attend a meeting of Directors in person, he or she may participate in the meeting by telephone, videoconference or other means approved by the Directors.
 - (5) The Board Chair shall preside at all meetings of Directors, but if at a meeting the Board Chair is not present within 15 minutes after the time appointed for holding the meeting, the Vice Chair must act as Chair, but if neither is present the Directors present may choose one of their number to be Chair at that meeting.
53. The Secretary shall, on the request of the Board Chair, or the request in writing of a majority of Directors, convene a meeting of Directors.
54. For a first meeting of Directors held immediately following the appointment of a Director or Directors at an annual or other general meeting of Members, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
55. Questions arising at a meeting of Directors and Committees of Directors must be decided by a majority of votes, and in the case of a tied vote, the Chair or Co-Chair do not have a second or casting vote.
56. A resolution proposed at a meeting of Directors or a Committee of Directors need not be

seconded, and the Chair or Co-Chair of a meeting may move or propose a resolution.

57. A resolution consented to in writing by all Directors, whether by document, fax or any method of transmitting legibly recorded messages, shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

Part 8 - Attendance

58. Directors are required to attend all meetings of Directors and all meetings of Committees on which they serve, and are expected to participate in all meetings in their entirety.

59. Directors who are absent for two (2) consecutive meetings of Directors cease to hold office, unless the Directors, after consideration of the reasons for the absences, authorize the absences by resolution.

Part 9 - Committees

60. (1) The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they see fit.

(2) Committees so formed must conform to any rules imposed on them by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

(3) The Directors shall appoint a chair of each committee so formed, but if at a meeting of a committee the Chair is not present within 15 minutes after the time appointed for holding the meeting, the members of the Committee choose one of the Directors present to chair the meeting.

(4) The members of a Committee may meet and adjourn as they think proper.

Part 10 – Governance and Management

61. The Directors shall govern the Society by focusing on the following functions:

- (2) Strategic planning;
- (3) External relations;
- (4) Fiduciary and ethical responsibilities;
- (5) Director performance; and
- (6) Organizational and Chief Executive Officer performance.

62. The Chief Executive Officer is responsible and accountable to the Directors for the operations of the Society.

63. The Chief Executive Officer is the only staff person to report directly to the Directors.

64. All other staff shall report to the Chief Executive Officer, or in a manner determined by the Chief Executive Officer.

Part 11 – Conflict of Interest

65. The Directors shall adopt a conflict of interest policy that provides detailed guidance for Directors, staff and Members on how to maintain the highest possible standards of ethical conduct and how to avoid and manage conflicts of interest.

Part 12 – Indemnification and Protection of Directors and Officers

66. With the approval of the Supreme Court of British Columbia, the Directors shall cause the Society to indemnify a Director, Officer, former Director or former Officer of the Society or of a corporation of which the Society is or was a shareholder, 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 or Officer of the Society or a Director or Officer of such corporation, if:
- (2) He or she acted honestly and in good faith with a view to the best interests of the Society or such corporation of which he or she was a director; and
 - (3) In the case of a criminal or administrative action or proceeding, he or she had reasonable grounds to believe his or her conduct was lawful.
67. Each past, present and future Director and Officer of the Society upon being appointed shall be deemed to have contracted with the Society on the terms of the forgoing indemnity.
68. The Directors may cause the Society to maintain insurance of any person who is or was a Director or Officer of the Society or a director or officer of any corporation of which the Society is or was a shareholder, and his or her heirs or personal representatives, against any liability incurred by such person in such capacity.

Part 13 - Borrowing

69. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
70. A debenture must not be issued without the authorization of a special resolution.
71. 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 of Members.

Part 14 - Auditor

72. This part applies only where the Society is required or has resolved to have an auditor.
73. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

74. At each annual general meeting of Members, the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting of Members.
75. An auditor may be removed by ordinary resolution of the Members.
76. An auditor must be promptly informed in writing of the auditor's appointment or removal.
77. A Director or employee of the Society must not be the auditor.
78. The auditor may attend general meetings of Members

Part 15 - Notices to Members

79. A notice may be given to a Member, either personally or by mail to the Member at the Member's registered address.
80. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 81.(1) Notice of a general meeting of Members must be given to
 - (2) every member shown on the Register of Members on the day notice is given, and
 - (4) the auditor, if Part 15 applies
 - (3) No other person is entitled to receive notice of a general meeting of Members.

Part 16 - Bylaws

82. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
83. These bylaws must not be altered or added to except by special resolution.

Witnesses

Applicants for Incorporation

Christine Parnell
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Cameron McBeth
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Lynda Gray
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John Webster
#101 – 738 Broughton Street, Vancouver, BC, V6G 3A7

Jerry Adams
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David Eddy
#602 - 69 Jamieson Court, New Westminister, BC, V3L 5R3

Joyce Fosella
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Susan Tatoosh
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