BY-LAWS OF TO'O HOUSING SOCIETY

Part 1. – INTERPRETATION

1. (1) In these By-laws, unless the context otherwise requires,
    a. "Directors" means the Directors of the Society for the time being;
    b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
    c. "registered address" of a Member means his address as recorded in the register of Members.

    d. (2) The definition of the Society Act on the date these By-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person includes a female person and a corporation.

Part 2. – MEMBERSHIP

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

4. A person who is of Native ancestry, or has a strong affinity with Native culture, may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a Member.

5. Every Member shall uphold the Constitution and comply with these By-laws.

6. The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.

7. A person shall cease to be a Member of the Society;
    a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society or
    b. on his death or in the case of a corporation, of dissolution, or
    c. on being expelled, or
    d. on having been a Member not in good standing for 12 consecutive months.

8. (1) A Member may be expelled by a special resolution of the Members passed at a general meeting.

    (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

    3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All Members are in good standing except a Member who has failed to pay his correct annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3 – MEETING OF MEMBERS

10. General meetings of the Society shall be held at such time and place, in accordance with Society Act, as the Directors decide.

11. Every general meeting, other than an annual general meeting, extraordinary general meeting.

12. The Directors may, whenever they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify place, day, and the hour of the meeting, and, in case of special business, the general nature of that business.

    (2) 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 proceedings at that meeting.

    (3) The Society shall give not less than fourteen (14) days written notice of a general meeting to the Members entitled to receive notice of a general meeting; but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

14. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year.

Part 4. – PROCEEDINGS AT GENERAL MEETINGS

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

16. (1) No business, other than the election of the Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) 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.

(3) A quorum is 4 Members present.

17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, 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 is not present within thirty (30) minutes from the time appointed for the meeting, the Members present constitute a quorum.

18. Subject to By-law 19, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairman of a general meeting.

19. If at a general meeting
    a. there is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
    b. the President and all the other Directors present are unwilling to act as Chairman, the Members present shall choose one of their Members to be Chairman.

20. (1) 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.

    (2) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

    (3) Except as provided in this By-law, it is not necessary to given notice of adjournment or of the business to be transacted at an adjourned general meeting.

21. In case of equality of votes the Chairman, unless he is President, shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

22. (1) A Member in good standing present at a meeting of Members is entitled to one (1) vote.

    (2) Voting is by show of hands.

    (3) Voting by proxy is not permitted.

23. A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and it all other respects exercise the rights of a Member and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.

Part 5. – DIRECTORS AND OFFICERS

24. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise, 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 meeting but subject, nevertheless, to the provisions of
    (a) all laws affecting the Society,
    (b) these By-laws, and
    (c) rules, not bring inconsistent with these By-laws which are made from time to time by the Society in general meeting.

    (2) 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.

25. (1) The number of Directors shall be a minimum of five (5) and maximum of eleven (11), including the President of the Society elected pursuant to Bylaw 26(1), or a greater number determined from time to time at a general meeting.

    (2) The first Directors shall retire from office at the first general meeting after incorporation when their successors shall be elected.

    (3) At the first general meeting, two (2) Directors shall be elected for a one (1) year term and three (3) Directors (one of whom shall be the President) shall be elected for a two (2) year term. Thereafter, every Director shall be elected for a two (2) year term, so that approximately one-half of the Directors' positions will be open for election each year. New positions will be assigned one (1) or two (2) year terms as needed, in order to provide for continuity on the Board.

    (4) A Director shall retire at the end of his term as Director provided that he may be eligible for re-election.

    (5) An election may be by ballot. A nominee must receive votes in excess of fifty percent (50%) of the Member present in order to be elected as a Director.

    (6) The Society shall establish subsidiary committees, from to time, on a basis which the Directors shall determine. Such may be geographical, functional, or other.

26. (1) At the first general meeting the membership shall elect a President of the Society who shall be elected for a two (2) year term after which he will retire and thereafter a new President will be elected for a two (2) year term and in the same manner every two (2) years thereafter. A retiring President shall be eligible for re-election. The President of the Society shall by these Bylaws be deemed to be appointed to the Board of Directors with all the rights, powers and duties of a Director for his term office.

(2) Immediately following the first general meeting the Directors shall appoint such of the above officers whose terms, namely:

(a)a Vice-President for two (2) years;
(b)a Secretary/Treasurer for one (1) year;

and at each subsequent annual general meeting the Directors shall appoint such of the above officers whose terms have expired. Such appointments shall be determined by a majority vote of the Board of Directors and the Directors may re-appoint an officer for subsequent term.

27. (1) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

(2)A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

28. (1) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.

(2) No act or proceeding of the Directors is invalid only reason of there being less than the prescribed number of Directors in office.

29. The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of the office.

QUALIFICATIONS OF DIRECTORS

30. A Director who misses three (3) consecutive meetings of the Board of Directors, without notifying the President or Secretary of his or her intended absence, shall cease to be a Director.

Part 6 – PROCEEDING OF DIRECTORS

31. No director of the board will be reimbursed **in any capacity,** however board directors may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the society if such expenditures have received advance approval from the Treasurer. The society will not alter or delete this bylaw without the prior written consent of the British Columbia Housing Management Commission.

32. (1) The Directors may meet together at such places as they think fit for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fits.

(2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed quorum shall be a majority of the Directors than in office.

(3) The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the

meeting, the Vice-President shall act as Chairman, but if neither is present the Directors present choose one of their number to be Chairman at that meeting.

(4) A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.

33. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.

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

34. A committee shall elect a Chairman of its meetings; but if no Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are Members of the committee shall choose one of their number to be Chairman of the meeting.

35. The Members of a committee may meet and adjourn as they think proper.

36. 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 Director is appointment to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

37. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn.
    a. no notice of meetings of Directors shall be sent to that Director, and
    b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

38. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the Chairman does not have a second or casting vote.

39. 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.

Part 7. – DUTIES OF OFFICERS

40. (1) The President shall preside at all meetings of the Society and of the Directors and he shall not vote except in the event of a tie whereupon he shall have the casting vote.

(2) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

41. The Vice-President shall carry out the duties of the President during his absence.

42. The Secretary shall
    a. conduct the correspondence of the Society,
    b. issue notices of meetings of the Society and Directors,
    c. keep minutes of all meetings of the Society and Directors,
    d. have custody of all records and documents of the Society except those required to be kept by the Treasurer,
    e. have custody of the common seal of the Society, and,
    f. maintain the register of Members.

43. The Treasurer shall
    a. keep such financial records, including books of account, as are necessary to comply with the Societies Act, and
    b. render financial statements to the Directors, Members and others when required.

44. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

45. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8. – SEAL

46. The Directors 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.

47. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribe in the resolution, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 9. – BORROWING

48. 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 such manner as they decide and in particular by way of mortgage.

49. No debenture shall be issued without the sanction of a special resolution.

50. 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.

Part 10. - AUDITOR

51. This part applies only where the Society is required or resolved to have an Auditor.

52. The first Auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of Auditor.

53. At each annual general meeting the Society shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An Auditor may be removed by ordinary resolution.

55. An Auditor shall be informed forthwith in writing of appointment or removal.

56. No Director and no employee of the Society shall be an Auditor.

57. The Auditor may attend general meetings.

Part 11. – NOTICE TO MEMBERS

58. A notice may be given to a Member, either personally or by mail to him at his registered address.

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

60. Notice of a general meeting shall be given to
    a. every Member shown on the register of Members on the day notice is given, and
    b. the Auditor, if Part 10 applies.

Part 12. – CONSTITUTION PROVISION PRE-NEW SOCIETY ACT 2016

61. The Society is constituted exclusively for charitable purposes and must be carried on without purpose of gain for its Members and the Society must not distribute any gain, profit or dividend or otherwise dispose of its assets to a Member of the Society without receiving full and valuable consideration and any profits or other accretions to the Society must used for promoting its purposes. **This provision was previously unalterable.**

62. No parts of the income of the Society may be payable to or otherwise available for personal benefit of any member thereof. **This provision was previously unalterable.**

63. A Director must not be remunerated for being or acting as a Director and the Director must not receive, directly or indirectly, any profits from the position as Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society. **This provision was previously unalterable.**

64. Upon wind up or dissolution of the society, the assets remaining after payment of all costs, charges and expenses properly incurred in the wind-up, including the remuneration of a liquidator, and after payment to employees of the society of any arrears or salaries or wages, and after payment of any other debts of the society, must be distributed to a charitable organization (or organizations) in Canada [registered under the provisions of the "Income Tax Act" (Canada)] which will be designated by the directors. **This provision was previously unalterable.**

65. The society shall not dispose of its assets to a member of the society without receiving full and valuable consideration. **This provision was previously unalterable.**

Part 13. – BYLAWS

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

Part 14 – MISCELLANEOUS

67. The Society will not alter or delete its purpose and the society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

68. To further clarify bylaw 64, the organization or organizations referred to in bylaw 64 shall have purposes similar to those of the society. The society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.