

Form 3 (Section 3)
Certificate of Incorporation No. 14, 558
SOCIETIES ACT

CONSTITUTION

1. The name of the Society is NEC Native Education College (Hereinafter referred to as the Society).
2. The purpose of the Society is to provide culturally appropriate and supportive learning environment for Aboriginal learners, within available resources.
 - a) To develop, manage and operate an Aboriginal education facility.
 - b) To facilitate the participation of people of Aboriginal ancestry in educational and community affairs.
 - c) To help meet the educational needs of Aboriginal peoples through the development and delivery of culturally relevant and academically rigorous curriculum and innovative programs and services that are responsive and responsible to Aboriginal peoples.
 - d) To promote the well-being of Aboriginal peoples at the community level through the development and delivery of educational programs and activities in cooperation with Aboriginal communities.
 - e) To provide facilities that are accessible to community groups to further the mission and goals of the Society.
 - f) To develop programs, facilities and methodologies that provide access to skills, knowledge and technology appropriate to the future well-being of Aboriginal peoples in cooperation with agencies of government and non-governmental organizations.
 - g) To improve understanding between Aboriginal groups, to inform the general public of Aboriginal issues, and to inform the Aboriginal communities of the purpose of education and the programs and services of the Society.
3. It is a provision of this Constitution that the operation of the Society is to be carried out primarily in the City of Vancouver, Province of British Columbia.
4. It is a provision of this Constitution that in the event of the dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to such other organization or organizations concerned with the education of Native people and most closely promoting the same purposes as may be determined by the members of the Society, provided that any organization referred to in this paragraph shall be a

charitable trust in Canada as defined by the Income Tax Act of Canada or regulations made pursuant to the Income Tax Act.

5. It is a provision of this Constitution that the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.

BY-LAWS

BY-LAW I - DEFINITION

In these By-Laws:

1. "Society" means: NEC Native Education College
2. "Special Resolution" means:
 - (a) A resolution
 - i) that has been circulated in writing among all members of the Society at least fourteen (14) days prior to the meeting where the resolution is to be considered, together with a notice, stating that the proposed resolution is a special resolution, and, setting out the time, place, and location of the meeting where it is proposed that the resolution be passed; and
 - ii) that has been passed at a general meeting of the Society by a majority of not less than 75% of the votes of those voting members of the Society present.
 - (b) Or a resolution consented to in writing by every member of the Society who would have been entitled to vote on the resolution in person at a meeting.

BY-LAW II - MEMBERSHIP

1. Voting Membership

Voting membership shall be open to any Aboriginal person over eighteen (18) years of age upon acceptance, by the Board of Directors, of a membership application form and annual fees as set out in these by-Laws. An Aboriginal person is one of the "aboriginal peoples of Canada" (Indian, Inuit and Metis) as defined under Section 35 (2) of the Constitution Act of Canada 1982. "Indian" for the purposes of Voting Membership includes status and non-status Indians. Voting membership is not open to registered students or employees of the NEC Native Education College until at least six (6) months after their affiliation as such with NEC, and other voting membership requirements are met.

2. Associate Membership

Any interested person, NEC staff or student over the age of eighteen (18) years may become an Associate member of the Society upon acceptance, by the Board of Directors, of a membership application form and annual fees as set out in these by-laws. Associate Members shall not have voting privileges, but shall be entitled to attend meetings, speak at meetings, and receive information which is delivered to Voting Members.

3. Honorary Membership

Honorary Membership may be conferred by the members of the Society in attendance at the Annual General Meeting. Candidates for Honorary membership will be nominated by the Board of Directors. Once approved, no membership fee is required. Honorary membership status can only be renewed by confirmed attendance at the next Annual General Meeting, otherwise Board nomination is necessary to reinstate. Honorary members shall not have voting privileges but shall be entitled to attend meetings, speak at meetings, and receive information which is delivered to Voting members.

4. Membership Fees

Membership shall be \$2.00 per year. Voting and Associate Membership fees come due fifteen days prior to the Annual General Meeting. Should fees be received after this deadline, resultant membership will begin after this particular AGM and applies up to and including the following AGM. Any Voting or Associate member who fails to pay the membership fee when it comes due shall cease to be a member in good standing.

5. Termination of Membership

The Board of Directors of the Society shall have power, by vote of three-fourths of those present at a duly convened meeting of the Board, to expel or suspend any members when the conduct of such member shall be considered by the Board of Directors of the Society to be improper, unbecoming, or likely to endanger the welfare, interest or character of the Society or when such member willfully commits a breach of the By-Laws or rules of the Society. No such member shall be expelled or suspended without first having been notified of the charges against him/her and then given the opportunity to be heard by the Board of Directors of the Society at a meeting to be called for that purpose, such notification shall be sufficient if mailed to the member's usual place of address by registered mail at least fourteen (14) days prior to the meeting.

If the member so desires he/she may appeal from the decision of the Society to the next Annual Meeting of the Society held after the date of expulsion and the decision of the meeting shall be final, but until such appeal has been allowed, such person shall not be a member of the Society in good standing.

6. Upon withdrawal or expulsion of any member, such member shall no longer have any rights or privileges appertaining to the Society.

BY-LAW III - GENERAL MEETINGS

1. Annual General Meeting

The Annual General Meeting of the Society shall be held within six (6) months after the end of the fiscal year March 31 at such time and place as shall be

determined by the Board of Directors, to receive reports and to transact other business of the Society.

Notice of the Annual General Meeting shall be sent to all members by mail at least fourteen (14) days before the meeting.

At the Annual General Meeting the Directors shall place before the members the following items as part of the business of the meeting:

- a) Financial statements;
- b) Report of the auditors, if any;
- c) Report of the Directors;
- d) Appointment of auditor;
- e) Election of Directors.

A person who has been a voting member of the Society of less than fifteen (15) days prior to the date of the meeting shall not be considered a voting member in good standing for the purposes of the meeting and shall not be entitled to vote on the election of directors and cannot be elected as a director of the Society.

2. Special General Meeting

Special General Meetings of the Society may be called by the Chair when such special meetings in his/her opinion are deemed necessary, and shall be called by the Chair upon the demand of five (5) members of the Board of Directors or upon a petition signed by not less than ten percent (10%) of the voting membership of the Society, whichever is the lesser.

Notice of such special general meetings shall be given by notifying the membership by mail at least fourteen (14) days before it is to take place.

Each Voting Member in good standing shall have one vote only at any election of Directors and upon any motion properly put before a meeting of the membership, and no proxy vote is allowed.

Persons who have been voting members of the Society for less than fifteen (15) days shall not be entitled to vote in the election of Directors and cannot be elected as Directors of the Society at the aforementioned Annual General Meetings in By-Law Section I.

3. Quorum

The quorum at any general meeting shall be met when at least 25% of Voting members in good standing are present at Call to Order.

BY-LAW IV - BOARD OF DIRECTORS AND OFFICERS

1. Composition of Board

The Board of Directors of this Society shall consist of nine (9) members elected from among the voting membership only.

- (a) Each Director is to be elected at an Annual General Meeting by the voting membership of the Society for a term of three (3) years.

Any member of the Board of Directors who fails to attend 75 percent of all board meetings in any consecutive twelve month period or three meetings will be deemed to have resigned.

- (b) Any member of the Board of Directors shall be deemed to have vacated his/her position:

- i) if he/she obtains employment with the Society or makes formal application for employment with the Society;
- ii) if he/she participates in the profits of any contract with the Society whether directly or indirectly as a shareholder of a corporation or a member of a partnership;

provided that a Society member shall not be required to vacate his/her office by reason of being a shareholder or any corporation or member of any partnership which has entered into any contract with or does any work for the Society if he/she holds less than 5% of the shares of the corporation or units of the partnership and is not a member of the board of directors of the corporation or the manager of the partnership, but he/she shall not vote in respect of such contract for work and if he/she votes, his/her vote shall not be counted;

provided further that members of the Board shall receive due reimbursement from the Society for any out-of-pocket expenses with original receipts on behalf of the Society and authorized by it.

- iii) upon a motion to remove the Director from the Board being passed by a two-thirds majority of the members of the Board.
- (c) A vacancy among the members of the Board of Directors created before a member's term has expired, shall be filled by a member of the Society upon a motion of the Board of Directors, but if the Board of Directors so decides, the vacancy can be filled by an election from among the members at a general meeting.
- (d) At each Annual General Meeting, every elected Director who has been in office for three consecutive years shall retire from office, provided however that no fewer than three elected Directors shall retire from office at any Annual General Meeting. Each retiring Director shall retain office until the conclusion or adjournment of the meeting at which the Director's successor is elected.

- (e) If at an Annual General Meeting fewer than three elected Directors have served three years, those elected Directors who have then been longest in office shall, to the extent necessary to comply with clause (d), retire in addition to those elected Directors who have served three years. If necessary for these purposes, elected Directors of equal seniority shall
 - (i) by agreement or,
 - (ii) failing such agreement, by lotselect who from among themselves shall retire.
- (f) A retiring Director shall be eligible for re-election, provided however that a retiring Director who has served six consecutive years shall not be eligible for re-election or re-appointment until after the Annual General Meeting at which such Director retires.

2. Responsibilities of the Board of Directors

The Board of Directors will govern the Society consistent with the Mission of the Society and the following principles of Policy Governance®.

- (a) Ends Policies – define which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the board’s part of long-range planning.
- (b) Executive Limitations Policies – define the limitations on staff means to achieve the Ends.
- (c) Board-President Relationship Policies – define how staff authority is delegated and staff performance is monitored.
- (d) Governance Process Policies – define the philosophy, the accountability and the specifics of the board’s job.

The Board shall:

- (a) Employ a President to manage the day-to-day affairs of the Society.

3. Meetings of the Board of Directors

There shall be at least six regular Board meetings in each calendar year.

4. Quorum

A quorum at Director’s meetings shall be one-half (1/2) of the Directors, and vacant Director’s positions shall not be included in the calculations to determine the number of Directors required to constitute a quorum.

5. Officers

- (a) It will be the responsibility of the Board members to elect from among themselves a slate of officers for the Board.
- (b) The Officers of the Society shall be the Chair, Vice-Chair, the Secretary and the Treasurer.

Such Officers shall be elected by the Board of Directors from among its members at a board meeting immediately following the Annual General Meeting.

6. Duties of Officers

(a) The Chair

The Chair shall preside at all meetings of the Society, the Board and Officers shall enforce the observance of the Constitution and By-Laws and the Board's Governance Process policies and shall be an ex-officio member of all committees.

(b) The Vice-Chair

Shall in the absence of the Chair, perform the duties of the Chair, and when so acting he/she shall have all the powers and be subject to all the responsibilities assigned to the Chair.

(c) The Secretary

- i) shall have charge of all the records and minutes of the Society and records of all the committees thereof;
- ii) shall conduct or cause to be conducted the official correspondence of the Society.
- iii) is accountable for the accuracy of the board's documents.

(d) The Treasurer

Shall be the Chairman of any finance committee.

7. Signing Officers

- a) For cheques, the Signing Officers of the Society shall be any two (2) of the following:
 - i) Chair;
 - ii) Vice Chair;
 - iii) Secretary;
 - iv) Treasurer;
 - v) President; and

- vi) Authorized delegate.
- b) The authorized delegate shall be appointed by the Board of Directors.
- c) The authorized delegate shall be a senior management staff person.

BY-LAW V - STANDING AND AD HOC COMMITTEE

1. The Board may establish committees from time to time to assist the Board in meetings its responsibilities. Standing Committees deal with regular and continuing matters, and Ad Hoc Committees are appointed whenever necessary to deal with unusual matters or a special problem.
2. Each Board Committee shall have a clearly stated mandate. Each Standing Committee's mandate will be reviewed annually. Each Ad Hoc Committees' mandate will be reviewed and committee retired as required.
3. The Chair, after consultation with the Board at a Board Meeting, shall appoint all Board Committee chairs.
4. The Chair and President shall be ex-officio members of all Board committees.

BY-LAW VI - FISCAL YEAR

1. The fiscal year of the Society shall be April 1 - March 31.

BY-LAW VII - FUNDS

1. All funds of the Society shall be deposited in the name of the Society at a bank or banks or credit union to be selected by the Board of Directors.
2. The Society shall have the power to invest its funds only in securities authorized by the "Trustee Act" of British Columbia.

BY-LAW VIII - AUDITORS

1. The accounts of the Society shall be audited by a qualified accountant regularly employed in auditing, appointed at the Annual General Meeting, but a casual vacancy in the office of the auditor may be filled by the Directors. No Director may be appointed as auditor.
2. Where the Society wishes to remove an auditor before his term has expired, it shall give the auditor twenty-eight (28) days' notice of the meeting and the purpose of the meeting, and a copy of all materials to be sent to members in connection with that meeting.

3. The Society shall not issue or circulate a financial statement other than to employees, Directors, and Officers, if the financial statement has not been approved by the Directors and signed by two Directors.

BY-LAW IX - CONTRACTS AND SEAL

1. The official seal shall bear the name of the Society, and shall be used in the manner prescribed by the Society. It shall be in the custody of the Secretary.
2. The seal shall be affixed in the presence of two (2) Signing Officers to any written contracts entered into by a majority of Directors on behalf of the Society.

BY-LAW X - AMENDMENT OF BY-LAWS

1. The By-Laws of the Society shall not be altered or added to except by a special resolution of the Society passed at a general meeting.

BY-LAW - XI RULES OF ORDER

1. "Robert's Rules of Order" shall be the parliamentary authority for matters of procedure not specifically covered by these By-Laws.

BY-LAWS XII - ACQUISITION AND DISPOSAL OF PROPERTY

1. Subject to the approval of the Directors, the Society may acquire and take by purchase, donation, devise or otherwise, land and personal property, and may sell, exchange, mortgage, lease, let, improve and develop the same, and may erect and maintain any necessary buildings.

BY-LAW XIII - BORROWING POWERS

1. Subject to the approval of the Directors, the Society may borrow, raise or secure the payment of monies in such manner and amount as shall be prescribed by a special resolution, however, debentures shall not be issued without the sanction of a special resolution.
2. Subject to the approval of the Directors, the Society may borrow money to purchase land for the NEC Native Education College and that the Society hereby authorizes the Board of Directors to borrow such money as required to purchase land for the NEC Native Education College.
3. The Society authorizes the Board of Directors to borrow such funds as may be required to construct an addition to the NEC Native Education College.

BY-LAW XIV - INSPECTION OF BOOKS AND RECORDS

1. The books and records of the Society shall be open to the inspection of the members of the Society during normal working hours, at the office of the Society.