



CONSTITUTION OF AFOA BC

1. Name of the Society

The name of the Society is "AFOA BC".

2. Purposes of the Society

- To provide a forum for members to share knowledge and experience in Indigenous financial management and governance.
- To build capacity through education and training aimed at enhancing competencies in financial management, general management, program administration, and leadership.
- To advance and support the certification of professional designations in partnership with AFOA Canada.
- To support the development and implementation of First Nations' self-determination, governance capacity, and accountability frameworks.
- To encourage Indigenous youth to pursue careers in finance, management, and leadership.
- To promote excellence and professionalism in Indigenous communities and organizations through the application of best practices.
- To initiate, promote, and support projects that offer professional development and strengthen Indigenous community and organizational governance.
- To receive funds, equipment, and other assets by way of gifts, donations, loans, or other investments from public or private sources for the purpose of furthering the Society's goals.
- To raise funds through subscriptions, projects, donations, gifts, testaments, or other legal means in support of the Society's purposes.
- To operate and maintain bank accounts and manage financial resources exclusively for the benefit of the Society.
- To do all such things as are incidental and ancillary to the attainment of the Society's purposes.

Society Incorporation Number: S0036141



**BYLAWS OF
AFOA BC**

PREAMBLE

AFOA BC (formerly the Aboriginal Financial Officers Association of British Columbia), was created in 1994 by a dedicated group of individuals working in Indigenous governments and organizations who recognized the need to support and educate those in financial management roles.

Led by Norman Taylor, along with Lynne Anderson, Cecil Cheveldave, Elaine Eccleston, and Eileen Stephenson, the group overcame significant obstacles and successfully held the first-ever conference in 1994. By 1996, they had secured funding and formally established AFOA BC as a non-profit society to provide professional development and networking opportunities for community-based staff and leadership.

In 1999, AFOA BC played a key role in the creation of AFOA Canada, a national organization designed to expand course accreditation, originally started in partnership with Capilano College, across the country.

Today, AFOA BC continues this foundational work by building capacity in all areas of Indigenous governance and self-determination. AFOA BC works in partnership with AFOA Canada, the Government of Canada, and corporate partners to advance its mission.

These bylaws are governed by the *British Columbia Societies Act*. In addition, AFOA BC operates in partnership with AFOA Canada and is subject to the Memorandum of Understanding and AFOA Canada Chapter Regulations that guide shared governance.

ARTICLE I – INTERPRETATION

1.1 Definitions

In these bylaws, unless the context otherwise requires:
The definitions in the Act apply to these Bylaws unless otherwise specified.

"Act" means the Societies Act of British Columbia, as amended from time to time.

"AGM" means an Annual General Meeting of AFOA BC.

"Board" means the directors of AFOA BC.

"Bylaws" means these Bylaws as altered from time to time.

"Executive Director" means the senior staff person responsible for day-to-day operations of AFOA BC, reporting to the Board and carrying out duties as assigned by the Board.

"General Meeting" means a meeting that includes both an AGM and SGM.

"Member" means every person who becomes a member in accordance with these bylaws.

"Ordinary Resolution" means a resolution passed by a majority of the votes cast by the voting Members present at a General Meeting, for which proper notice has been given.

"Person" means an individual, a body corporate, an Indian band, a partnership, an association, or any other organization or entity recognized at law.

"Registered Address" of a Member means their address as recorded in the register of Members.

"SGM" means a Special General Meeting of AFOA BC.

"Special Resolution" means a resolution passed by at least two-thirds of the votes cast by the voting Members present at a General Meeting, for which proper notice has been given.

1.2 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

ARTICLE II – MEMBERSHIP

2.1 Honorary Members

Individuals who were granted honorary membership prior to the adoption of these bylaws shall retain their status and associated rights. Honorary Members shall be entitled to:

- (a) retain an honorary membership card;
- (b) attend all General Meetings of AFOA BC; and
- (c) be exempt from payment of membership dues or fees.

Honorary membership does not confer the right to vote at General Meetings and shall continue until terminated by Ordinary Resolution of the Members at a General Meeting. No new honorary memberships shall be granted after the adoption of these bylaws.

2.2 Eligibility for Membership

Any person who is a Member of AFOA Canada and who resides in or is otherwise affiliated with British Columbia is eligible for membership in AFOA BC.

2.3 Becoming a Member

A person may become a Member of AFOA BC by applying for joint national and chapter membership through AFOA Canada.

2.4 Categories of Membership

The categories of membership, along with their associated rights, privileges and obligations, are determined by AFOA Canada's bylaw and policies.

2.5 Transferability of Membership

Membership is not transferable between chapters or between individuals.

2.6 Rights and Responsibilities

Members must uphold the AFOA BC Constitution and Bylaws and pay annual dues, as set by the Board and approved by the Members at the AGM by Special Resolution.

2.7 Ceasing to be a Member

A person ceases to be a Member if their AFOA BC chapter membership is not renewed or is terminated by AFOA Canada for any reason, including expulsion.

2.8 Good Standing

Members in good standing have paid all current dues and debts owed to AFOA Canada for chapter membership in AFOA BC.

ARTICLE III – GENERAL MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

A General Meeting must be held at the time and, if applicable, place determined by the Board. The Board may determine that a General Meeting be held entirely or partially by electronic means, provided that all participants are able to communicate with each other. The Annual General Meeting (AGM) must be held at least once in each calendar year and not more than 15 months after the previous AGM.

3.2 Types of Meetings

General Meetings include AGMs and SGMs. The procedures for both are the same unless otherwise specified.

3.3 Special General Meetings

The Board may call a SGM at any time. At least 10% of the voting Members may requisition the Board to call an SGM by written request stating the proposed business. The Board must call the meeting within 21 days and hold it within 60 days. If the Board does not do so, the requisitioning Members may call the meeting.

3.4 Ordinary Business at General Meetings

The following business is considered ordinary business at a General Meeting:

- (a) Adoption of rules of order;
- (b) Consideration of financial statements;
- (c) Consideration of reports from the directors or auditor;
- (d) Election or appointment of directors;
- (e) Appointment of an auditor, if required; and
- (f) Business arising from a director's report not requiring a Special Resolution.

All other business is special business.

3.5 Notice of Meetings

Written notice of a General Meeting must be provided to all Members at least 30 days in advance. The notice must include:

- (a) The date, time, and location of the meeting;
- (b) For special business, the general nature of that business in sufficient detail to permit a Member to form a reasoned judgment; and
- (c) The text of any proposed Special Resolutions.
- (d) Where advance electronic voting is used for a Special Resolution, the voting period and method of voting must be included in the meeting notice.

Members may waive or shorten the notice period by unanimous written consent.

If AFOA BC has more than 250 Members, notice is deemed given if emailed to all Members who provided an email address and posted on AFOA BC's website for at least 21 days.

3.6 Submission of Special Business

Members wishing to propose special business must submit it to the Board at least 25 days before the date of the meeting.

3.7 Quorum

The quorum for a General Meeting is 15 voting Members in good standing. Members may participate in person or by communication medium that allows all participants to hear and be heard. Remote participants are deemed present and count toward quorum.

3.8 Quorum Rules

- (a) If quorum is not present at the start of the meeting, the meeting may be adjourned and reconvened within 24 hours. Any number of voting Members present at the reconvened meeting constitutes quorum.
- (b) Only unfinished business may be conducted at an adjourned meeting.
- (c) If quorum is present at the beginning of the meeting, the meeting may proceed even if quorum is not maintained.
- (d) If quorum is lost during the meeting, business must be suspended until quorum is regained or the meeting is adjourned.

3.9 Chair of Meetings

The Chair chairs all General Meetings. If the Chair is unavailable or unwilling, a Vice Chair must chair the meeting. If the Vice Chair is unable or unwilling, Members present must elect a chair from among themselves.

3.10 Adjournment

A General Meeting may be adjourned. If adjourned for more than 10 days, notice must be given as for the original meeting.

3.11 Voting

- (a) Each Member in good standing has one vote.
- (b) Voting may take place by show of hands, by poll, by electronic voting platform (including a secure voting app), or by any other method that clearly records the intention of the Member.
- (c) Voting may occur during a General Meeting or in advance, including for Special Resolutions, provided that the process is approved by the Board and ensures the integrity, accessibility, and confidentiality of the vote.
- (d) The Board may authorize advance electronic voting to take place over a set period prior to a General Meeting. Where such a vote is held, the results shall be reported at the General Meeting, and no further vote will take place during the meeting on the same resolution.
- (e) Proxy voting is not permitted.
- (f) A tie defeats the motion.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Powers of the Board

The Board may make decisions and take actions to manage the affairs of AFOA BC, except for decisions that the *Societies Act* or these bylaws require the Members to approve. The following matters must be decided by the Members:

- (a) Changes to the Constitution or Bylaws (Section [8.1](#));
- (b) Changes to the number of directors above seven (Section [4.2](#));
- (c) Setting annual dues (Section [2.6](#));
- (d) Removal of a director before the end of their term (Section [4.6](#));
- (e) Termination of honorary membership (Section [2.1](#));
- (f) Appointment of an auditor, if required (Section [7.2](#));
- (g) Authorization to issue debentures (Section [7.1](#)); and
- (h) Any other matter that the *Societies Act* requires to be decided by the Members, including but not limited to amalgamation, dissolution, conversion to a company, or changes to the society's name.

4.2 Board Composition

The Board must have at least seven directors or such greater number as determined by Special Resolution at a General Meeting. Directors must:

- (a) Be a Member;
- (b) Be 18 years or older;
- (c) Be capable of managing their own affairs; and
- (d) Not be an undischarged bankrupt.

4.3 Nominations and Elections

An individual may be nominated for election as a director only if they have consented in writing to serve. Nominations must follow the procedure approved by the Board. Elections may be held in person or electronically. Candidate access to Member lists must comply with privacy laws.

4.4 Terms of Office

Directors are elected for two-year terms unless the Members resolve otherwise. Directors may be re-elected. A director continues to hold office until their successor is elected or appointed, even if their term has expired.

4.5 Vacancies

- (a) If a director ceases to hold office before the end of their term, the remaining directors may appoint a qualified Member to serve as an interim director. This appointment must be made by resolution at a duly convened Board meeting where quorum is present. The appointed director serves only until the conclusion of the next AGM.
- (b) At that AGM, the Members must elect a director to serve for the remainder of the original term, if any.

4.6 Removal of Directors

Members may remove a director by Special Resolution and elect a replacement to serve the remainder of the term at the same meeting.

4.7 Remuneration and Expenses

Directors may be paid for their services and reimbursed for reasonable expenses if remuneration and expense rates are approved by the Board through the annual budget approval process and disclosed to Members in the annual audit.

ARTICLE V – OFFICERS

5.1 Appointment of Officers

- (a) After each AGM, the directors must appoint, from among themselves, a Chair, two Vice Presidents, a Secretary, and a Treasurer and other such officers as the Board may determine from time to time.
- (b) Officers hold office until the next set of officers is appointed, unless removed or replaced earlier by resolution of the directors or by Special Resolution of Members.

5.2 Strategic Planning

The Board shall ensure a strategic plan is developed and reviewed annually with the Executive Director.

5.3 Duties of Officers

The Secretary is responsible for correspondence, records, notices, and the Member registry. The Treasurer oversees finances and prepares reports. These duties may be delegated to the Executive Director.

5.4 Additional Duties and Board Expectations

Board Members are expected to attend meetings regularly, participate in committee work, support conferences and events, and actively promote the organization.

5.5 Board of Directors Policy

The Board may adopt and revise a policy to clarify the roles, responsibilities, and expected conduct of directors.

ARTICLE VI – DIRECTORS’ MEETINGS

6.1 Frequency and Notice

The Board must meet as often as necessary to conduct the business and affairs of AFOA BC. Any director may call a meeting of the Board by giving not less than seven days' notice to each director, unless all directors agree to a shorter notice period.

6.2 Quorum

The quorum for the transaction of business at a Board meeting is four directors, unless a greater number is set by bylaw. No business may be conducted at a Board meeting unless quorum is present. No decision of the Board is valid unless made at a meeting where quorum is present or by written resolution signed by all directors.

6.3 Chairing Meetings

The President chairs. If unavailable, another director is shall be appointed as chair by a quorum of directors.

6.4 Committees

The Board may form committees and delegate tasks. Committees must report to the Board.

6.5 Decision-Making

- (a) Decisions of the Board must be made by resolution passed at a meeting where quorum is present, by a majority of the votes cast.
- (b) The chair does not have a second or casting vote. A tie vote defeats the motion.
- (c) A resolution in writing signed by all directors is as valid and effective as if passed at a meeting of the Board.
- (d) Signatures may be provided in any form that clearly indicates the director's approval, including electronic signature or other electronic means. Electronic signatures may be used for any Board resolution, including those passed in writing or during a meeting, provided the decision of each director is recorded in the minutes.

ARTICLE VII – FINANCIAL AND ADMINISTRATIVE

7.1 Borrowing Powers

The Board may raise or secure funds, including borrowing money, to carry out AFOA BC's purposes. AFOA BC may not issue a debenture unless authorized by a Special Resolution of Members. All borrowing practices must comply with AFOA BC's Finance Policy.

7.2 Auditor

AFOA BC is not required to have an auditor unless one is appointed by the Members at an AGM or is otherwise required by law. If appointed, the auditor must be qualified and independent. Members appoint the auditor at the AGM. The Board may fill any interim vacancy.

7.3 Notices to Members

Notices may be delivered in person, by mail, or electronically. A mailed notice is considered received two days after sending.

ARTICLE VIII – MISCELLANEOUS

8.1 Amendments to Bylaws

Bylaws may only be changed by Special Resolution passed by the Members.

8.2 Non-Profit Status and Dissolution

AFOA BC does not operate for profit. Upon winding up, assets must be transferred to a similar Canadian non-profit organization.

ARTICLE IX – FINANCIAL YEAR

9.1 Financial Year

The financial year of AFOA BC shall end on March 31 of each year.