

Certificate of Incorporation No. S-0011952

CONSTITUTION

- I. The name of the Society is the Tahltan Central Government.
- II. The purposes of the Tahltan Central Government (hereafter referred to as the “Central Government”) are:
 - (a) To organize and unite together all persons of Tahltan Ancestry for the purpose of the Central Government.
 - (b) To be the sole group representative of all persons of Tahltan Ancestry in their effort to protect, define and assert inherent Tahltan Aboriginal Rights.
 - (c) To advance on all occasions the interest of all persons of Tahltan Ancestry and to encourage a co-operation of their efforts for the purpose of achieving their common objectives.
 - (d) To hire, engage or otherwise secure the services of persons or firms for the promotion and carrying out of any of the objects of the Central Government.
 - (e) To receive and acquire by gift, bequest, devise, transfer or otherwise, property of every nature and description in connection with any of the objects of the Central Government.
 - (f) To enter into any agreements and arrangements with any Government or Authority that may be considered conducive to the Central Government’s objects or any of them and to obtain from such Government or Authority any rights, privileges and concessions which the Central Government may consider it advisable to obtain and to carry out, exercise and comply with such arrangements and agreements, rights, privileges and concessions.
 - (g) To communicate with and foster interaction with other aboriginal groups whose goals and aspirations are common with or similar to those of the Central Government.
 - (h) To subscribe to, become a member of and cooperate with other organizations whose objects are altogether, or in part, similar to those of the Central Government.
 - (i) To protect Tahltan aboriginal rights through fostering education and developing a strong, accountable political voice based on Tahltan traditional values and beliefs.
 - (j) To strengthen the cultural wellness of the Tahltan Community by promoting Traditional values based on the concepts of caring, sharing, cooperation, truth, honour, fairness and above all, respect.

- (k) To protect the eco-systems and natural resources of Tahltan Traditional territory through engaging in and supporting only sustainable economic development that will not irreparably harm the land and/or the Tahltan people.
- (l) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Central Government.

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BYLAWS

I. MEMBERSHIP

- (a) May be obtained by registering with the Board of Directors of the Central Government.
- (b) Full adult membership is open to any person who is of Tahltan ancestry and is 18 years of age or older and such members shall have full voting privileges.
- (c) Full youth membership is open to any person who is of Tahltan ancestry and is younger than 18 years of age and whose parent or guardian registers him or her with the Board of Directors of the Central Government as above and such youth members shall hold membership without voting privileges.
- (d) Any interested person of Non-Tahltan ancestry, being a member of the family of a full adult member of the Central Government, may become an associate member without voting privileges upon application to and approval by the Board of Directors of the Central Government.
- (e) Any person who, in the opinion of the Board of Directors, merits honorary membership in the Central Government shall be eligible for admission as such, without voting privileges.
- (f) Members in sections (d) and (e) above shall not exceed in numbers the members in sections (b) and (c) and the number of non-voting members shall never be greater than the number of voting members.
- (g) No member of the Central Government shall, in his individual capacity, be liable for any debts or liabilities of the Central Government.
- (h) The annual membership fee, if any, shall be such sum as is fixed by resolution of the Board of Directors.
- (i) Any member wishing to withdraw from membership in the Central Government may do so upon notice in writing to the Board of Directors and only upon actual receipt thereof shall termination of his membership be effective.
- (j) The Board of Directors, at a duly called Board meeting, may suspend until the next annual general assembly a member whose conduct is improper, as determined by the Board, and likely to endanger the purposes of the Central Government and the said suspension

shall be reviewed by the next annual assembly to be cancelled or continued until the next annual general assembly after that *ad infinitum* and such member under those circumstances ceases to be in good standing but under no circumstances shall a member be expelled without the possibility of eventually being reinstated by a process as shall be determined by the membership acting reasonably.

- (k) Any member, upon serving reasonable notice, may inspect the records of the Central Government at the head office of the Central Government.

II. ANNUAL GENERAL AND SPECIAL ASSEMBLIES

- (a) An Annual General Assembly of the Central Government shall be held in each calendar year at a time and place in the province to be determined by the Board of Directors and all full adult members in good standing shall have full voting rights upon registering as attending the Assembly or upon registering as a full voting member of the Central Government through the remote voting system. Proxy voting will be not permitted at any Annual General Assembly or Special Assembly, unless otherwise determined by the Board of Directors and stated in the notice posted in respect of such meeting.
- (b) The Board of Directors may, from time to time, direct that an Annual General Assembly or Special Assembly be broadcasted electronically. The Board of Directors may from time to time in its discretion determine the manner in which members viewing such broadcast will qualify as attending or participating in the applicable Annual General Assembly or Special Assembly or will have voting rights and determine the manner in which, in respect of any voting members so attending or participating in such manner, which such members are present, or remain present throughout or during any meeting, or how such members communicate or confirm their vote in any matter, and verification of the identity of any members so voting and confirming how such members are casting their votes, and voting by any voting members so attending or participating must be made in accordance with such determinations which will be deemed to be the rules respecting how that voting is to occur.
- (c) Notice of all Annual General Assemblies shall be given to all members at least thirty (30) days in advance of the proposed date of the Assembly by posting notice thereof at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.
- (d) Special Assemblies may be called from time to time by the Directors for any purpose of the Central Government, except the election of members of the Executive Committee of the Central Government may only take place during the Annual General Assemblies. All full adult members in good standing shall have full voting rights at such Special Assemblies upon registering as attending the Special Assembly.

- (e) At least fifteen (15) days notice in the manner set out in (c) above shall be given by the Board of Directors to all members in good standing prior to a Special Assembly and the purpose for holding such an Assembly shall be stated in the notice.
- (f) The membership at large must elect an Executive Committee, consisting of one (1) President, one (1) Vice-President and one (1) Secretary-Treasurer, every third year during the Annual General Assembly. All full voting members of the Central Government must be eligible to vote for the Executive Committee by either registering as attending the Annual General Assembly or by registering as a full voting member of the Central Government through the remote voting system.
- (g) The members of each of the following families (the “Tahltan Families” and each a “Family”) who are also full adult members of the Central Government, may elect one full adult member of such Family to be a Director of the Central Government every third year during the Annual General Assembly: (i) Carlick; (ii) Cawtoonma; (iii) Good-za-ma; (iv) Etzenlee; (v) Eth’eni; (vi) Dekama; (vii) Shukak; (viii) Ts’imgaltega; (ix) Stikine Claw & Thicke; and (x) Thud Ga. Each such Director will be elected by the full adult members of his or her Family for a term of three (3) years. All members of any Family who are full adult members of the Central Government so voting must be eligible to so vote by either registering as attending the applicable Annual General Assembly or by registering as a full voting adult members through the remote voting system. The Central Government will keep and manage a record of the membership of each Family and only full adult members registered with the Central Government as being a member of a Family will be eligible to vote for such Family Representative. Any dispute regarding which Family, if any, any adult Central Government member is a member of will be resolved in the complete discretion of the Board of Directors.
- (h) Any full adult member of the Central Government who is in good standing may stand for election to an Executive Committee position if nominated to do so by at least ten (10) other full adult members, provided that written notice of such nomination, signed by the ten (10) nominating adult members, is delivered to the Central Government office at least ninety (90) days before the first day of the Annual General Assembly at which the Executive Committee is to be elected. Any full adult member of the Central Government who is in good standing and who is registered with the Central Government as being a member of a Family may stand for election as that Family’s Family Representative if nominated to do so by at least five (5) other members of that Family who are full adult members of the Central Government, provided that written notice of such nomination, signed by the five (5) nominating adult members, is delivered to the Central Government office at least ninety (90) days before the first day of the Annual General Assembly at which members of the Board of Directors are to be elected. A list of all of the nominees

for each Executive Committee and Family Representative position will be read on the floor of such Annual General Assembly.

- (i) A notice of election of members of the Executive Committee and Family Representatives must be given to all members at least one hundred and twenty (120) days in advance of the proposed date of an Annual General Assembly at which the Executive Committee and Family Representatives are to be elected by posting notice thereof, including a call for nominees and information regarding the election process, at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.
- (j) A quorum of a duly called Annual General Assembly or a Special Assembly shall be twenty-five (25) full adult members duly registered as attending such Assembly.
- (k) The Board of Directors must ensure that a secure remote voting system is available to voting members for all elections of the Executive Committee and Family Representatives of the Central Government.
- (l) Any remote voting system provided under Bylaw II(j) must:
 - 1. be anonymous;
 - 2. be secured for access by full voting members of the Central Government only; and
 - 3. open at 9 a.m. on the first day of the Annual General Assembly and remain open until 5 p.m. on the final day of the Annual General Assembly,

and the procedure of how to access the remote voting system must be fully described on the notice of Annual General Assembly required under these Bylaws.

- (m) Any vacancy of the position of Vice-President or Secretary-Treasurer will be filled by resolution of the Board of Directors passed at a duly called meeting of the Board of Directors appointing a replacement in accordance with the following provisions:
 - 1. in the case that there was more than one candidate for the applicable Director position in the most recent election, the individual that was the runner up for such position (being the candidate that received the most votes in such election behind the individual that was elected to the applicable Director position) will be appointed to fill the vacant Director position, provided that he or she, in a timely manner upon the Central Government providing reasonable notice, confirms that he or she is willing and able to fill such vacancy;
 - 2. failing (1) above, the Board of Directors must, in a timely manner, appoint any other full adult member of the Central Government, including a serving Director,

to fill such vacant Director position, provided that notice of such vacancy, and the intention of the Board of Directors to fill such vacancy as contemplated in this sentence, is provided to the members of the Central Government at least fourteen (14) days in advance of any such appointment by posting notice thereof, including a call for applicants interested in filling such vacancy, at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.

The term of any replacement of the Vice-President or Secretary-Treasurer will be until the next regularly scheduled election of the Executive Committee. The replacement Vice-President or Secretary-Treasurer shall, upon his or her appointment, become a member of the Executive Committee. For greater certainty, the runner up in each election of the position of Vice-President and the position of Secretary-Treasurer shall not have any rights whatsoever to attend, vote at, or receive notice of meetings of the Board of Directors (except for such rights that may exist as a result of such individual being a member of the Central Government) unless and until such individual is, as a result of a vacancy, appointed as a Director of the Central Government by the Board of Directors in accordance with this section.

- (n) Any vacancy in the position of President that occurs within one (1) year of a regularly scheduled election of the Executive Committee will be filled by the Vice-President who will hold such position until the next regularly scheduled election (in which case there shall be a vacancy in the position of Vice-President which will be filled according to these Bylaws). Any vacancy in the position of President that occurs more than one (1) year before the next regularly scheduled election of the Executive Committee will be filled through a by-election (which, notwithstanding section II(d) may occur at a Special Assembly) to be carried out as herein described within two (2) months (or such longer period as the Board of Directors may determine, not to exceed (3) months) of such position becoming vacant and the Vice-President shall hold the position of President in the interim period and, notwithstanding the foregoing paragraph, there shall be no vacancy in the position of Vice-President to be filled for such period. At least forty-five (45) days prior to the commencement of a by-election contemplated in this section, notice of the by-election, including a summary description of the nomination process and requirements, must be posted in the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. Any full adult member of the Central Government that is in good standing may stand for the vacant President position if nominated to do so by at least ten (10) other full adult members, provided that written notice of such nomination, signed by the ten (10) nominating adult members, is delivered to the Central Government office at least thirty (30) days before the commencement of the by-election. At least fifteen (15) days before the commencement of the by-election, the Central Government will post notice of the nominees for the vacant President position in the post office in the towns of

Telegraph Creek, Iskut and Dease Lake, B.C. A by-election pursuant to this section may be carried out using only remote voting if so determined by the Board of Directors at a duly called Board of Directors meeting.

- (o) At any Annual General Assembly at which the Executive Committee is to be elected, if for any reason the position of President, Vice-President or Secretary Treasurer are not filled by such election, for the purposes of these Bylaws, such position shall be considered vacant and will be filled as provided in these Bylaws.
- (p) With respect to any vacancy in a Family Representative position that occurs within one (1) year of the next regularly scheduled election of the Family Representatives, the Board of Directors may, but shall not be obligated to, appoint any other full adult member of the Central Government that is a member of the applicable Family to fill such Family Representative position, provided that notice of such vacancy, and the intention of the Board of Directors to fill such vacancy as contemplated in this sentence, is provided to the members of such Family at least fourteen (14) days in advance of any such appointment by posting notice thereof, including a call for applicants interested in filling such vacancy, at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. With respect to any vacancy in a Family Representative position that occurs more than one (1) year before the next regularly scheduled election of the Family Representatives, the vacancy will be filled through a by-election (which, notwithstanding section II(d) may occur at a Special Assembly) to be carried out as herein described within two (2) months (or such longer period as the Board of Directors may determine, not to exceed six (6) months) of such position becoming vacant. At least forty-five (45) days prior to the commencement of a by-election contemplated in this paragraph, notice of the by-election, including summary description of the nomination process and requirements, must be posted in the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. Any full adult member of the Central Government that is a member of the applicable Family and in good standing may stand for the vacant Family Representative position if nominated to do so by at least five (5) other full adult members of such Family, provided that written notice of such nomination, signed by the five (5) nominating adult members, is delivered to the Central Government office at least thirty (30) days before the day of the proposed by-election. At least fifteen (15) days before the day of the proposed by-election, the Central Government will post notice of the nominees for the vacant Family Representative position in the post office in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. The members entitled to vote at such by-election will be the members entitled to vote for the applicable Family Representative as provided in Bylaw II(g). A by-election pursuant to this section may be carried out using only remote voting if so determined by the Board of Directors at a duly called Board of Directors meeting. For the purposes of this section, a vacancy in a Family Representative position

will include: (i) failure, for any reason, to fill such position at an Annual General Assembly at which Family Representatives are to be elected, (ii) any such Family Representative being appointed or elected to an Executive Committee position pursuant to these Bylaws, and (iii) removal or resignation of such Family Representative in accordance with these Bylaws.

III. DUTIES OF THE PRESIDENT, VICE-PRESIDENT AND SECRETARY-TREASURER

- (a) The President shall:
1. be the spokesperson for the Central Government;
 2. be the senior officer responsible for the general operation and administration of the Central Government;
 3. supervise the other officers in the execution of their duties;
 4. preside over all meetings of the Central Government, the Executive Committee and of the Board of Directors;
 5. have a vote at all meetings of the Central Government, the Executive Committee and the Board of Directors;
 6. be a member and chair, unless such chair position is otherwise delegated by the President or unless such position is otherwise held by another member of the Executive Committee pursuant to these Bylaws, of all committees of the Board of Directors; and
 7. hold office until replaced by an Annual General Assembly or the office becomes vacant through resignation, removal, incapacity or death.

In addition to the foregoing, the primary responsibilities of the President are to:

1. provide strategic leadership to the Board of Directors;
2. represent the Central Government in the negotiation and implementation of government-to-government relationships;
3. represent the Central Government in the negotiation and implementation of agreements with third parties; and
4. report to the Board of Directors with respect to his or her responsibilities as senior officer of the Central Government.

- (b) The Vice-President shall perform all of the duties of the President if the President is unable to act due to absence or other incapacity and shall provide support to the President and the Board of Directors in fulfilling their applicable responsibilities, as directed from time to time. The Vice-President shall also be responsible for communicating with the members of the Central Government regarding the business of the Central Government and providing leadership support to the Central Government.
- (c) The Secretary-Treasurer shall, among other duties as may be directed by the Board of Directors from time to time, perform the following duties:
 - 1. attend meetings of the Central Government, the Executive Committee and the Board of Directors and assure that accurate records of the proceedings of all such meetings are kept;
 - 2. maintain custody of the books and minutes of the Central Government and ensure that the Central Government remains in good corporate standing;
 - 3. make available, upon request, copies of the minutes of all Board of Directors meetings to any member of the Central Government in good standing;
 - 4. be responsible for the proper accounting of funds received by the Central Government;
 - 5. have a financial statement of the Central Government prepared each year for presentation to the membership at the Annual General Assembly;
 - 6. provide quarterly financial statements of the Central Government to the Board of Directors;
 - 7. be a member and chair of the "Finance Committee", or any such similar committee as may be created by the Board of Directors from time to time to oversee the financial affairs of the Central Government; and
 - 8. support the administrative staff of the Central Government in financial matters as directed by the President or the Board of Directors from time to time.

IV. THE EXECUTIVE COMMITTEE

The President, Vice-President and Secretary-Treasurer shall constitute the Executive Committee and shall have the responsibility of carrying out the affairs of the Central Government on a day-to-day basis. Decisions taken by the Executive Committee shall be reviewed by the Board of Directors at its next meeting. Each member of the Executive Committee shall be responsible for overseeing each member of the Executive Committee in their adherence to the Code of Conduct and Confidentiality agreements, as may be in place from time to time at the request of the Board of Directors, and shall report any related concerns to the Board of Directors.

V. THE BOARD OF DIRECTORS

- (a) The Board of Directors shall be comprised of the members of the Executive Committee, which are to be elected by the members at large pursuant to these Bylaws, and the Family Representative Directors, each elected by the relevant Family pursuant to these Bylaws, or persons appointed as replacements for such individuals pursuant to these Bylaws.
- (b) The Board of Directors shall be responsible for:
 - 1. Overseeing the operations and decisions of the Executive Committee including the hiring and dismissal of any person employed by the Central Government.
 - 2. The general policies of the Central Government.
- (c) Board of Directors meetings will be called by the Executive Committee upon reasonable notice.
- (d) Decisions of the Directors require the support of a simple majority of the Directors present and voting. A resolution in writing must be distributed to all Directors in advance and, if signed by a simple majority of all the Directors then in power and placed with the minutes of the Directors, that resolution is as valid and effective as if regularly passed at a meeting of Directors. In the event of a tie vote, the President, or in his or her absence, the Vice-President, shall be entitled to cast a deciding vote.
- (e) Any Director may resign from his or her office and such resignation will be deemed effective upon the office of the Central Government receiving a written notice of resignation signed by that Director.
- (f) The members may, by special resolution, remove a Director from the Executive Committee whose conduct is improper and likely to endanger the purposes of the Central Government, or if the Director has, without reasonable excuse, missed three (3) consecutive Directors' meetings; and the members may elect a successor to complete the term of office by ordinary resolution.
- (g) If the Directors are of the view that a Director who is a Family Representative has conducted him or herself improperly and is likely to endanger the purposes of the Central Government, or if that Director has, without reasonable excuse, missed three (3) consecutive Directors' meetings, then the Directors must send a letter that describes the Director's conduct to the Family members who signed the written nomination letter described in Bylaw II(g) and the members may, by special resolution, remove such Family

Representative and any vacancy resulting in such removal may only be filled in the manner provided in Bylaw II(p) .

- (h) A quorum for the Board of Directors shall be a simple majority of the then existing Directors.
- (i) Subject to the provisions of the Societies Act and the regulations thereunder, the Directors will be entitled to such remuneration for being or acting as Directors, if any as the Directors may from time to time determine or approve. Any such remuneration for being a Director may be in addition to any salary or other remuneration or compensation paid to any officer or employee of the Central Government, as such, who is also a Director. In addition, Directors may be reimbursed for reasonable expenses incurred in performing their duties as directors..

VI. BORROWING

The Central Government may borrow on its credit upon a Special Resolution of the members and/or upon a resolution of the Board of Directors passed by a majority of not less than three-fourths (3/4) of total membership of the Board as set out in V(a) hereof and notwithstanding the foregoing, under no circumstances shall a debenture be issued without the authorization of a Special Resolution of the members.

VII. AUDITING

The Members of the Central Government may, by Ordinary Resolution duly passed at the Annual General Assembly, require the appointment of an auditor to audit the financial statements of the Central Government for the ensuing year but if they fail or choose not to do so then in such case the books, accounts, records, documents and vouchers of the Central Government shall be reviewed at least once each year by a duly qualified accountant appointed by the Board of Directors.

The fiscal year of the Central Government shall begin on April 1st of each calendar year and end on March 31st of the following calendar year.

VIII. SEAL OF THE CENTRAL GOVERNMENT

The Board of Directors may, but shall not be obligated to, adopt a seal which shall be the common seal of the Central Government.

The common seal of the Central Government shall be under the control of the Board of Directors and the responsibility for its custody and use from time to time shall be determined by the Board of Directors.

IX. MANNER OF AMENDING CONSTITUTION AND BY-LAWS

The Constitution and Bylaws of the Central Government shall not be altered or added to except by a Special Resolution of the Central Government.

With respect to any special resolution to alter or add to the constitution or bylaws of the Central Government, the Board may, from time to time and in its discretion, authorize indirect or delegate voting or voting by mail or other means of communication, including by fax, email or other electronic means, and from time to time in its discretion, determine the manner in which, in respect of any voting members participating in such manner, and verification of the identity of any member so voting and confirming how such members are casting their votes, and voting by any voting members so participating must be made in accordance with such determinations which will be deemed to be the rules respecting how that voting is to occur.

X. SOCIETIES ACT TRANSITION PROVISIONS

The Operation of the Tahltan Central Government shall be conducted chiefly within Tahltan Traditional Territory and more particularly in the town of Dease Lake, British Columbia. This provision is alterable by a Special Resolution of the members.

In the event of winding up or dissolution of the Society, funds and assets of the society remaining after the satisfaction of it's debts and liabilities, shall be given or transferred to such organization or organization or organizations promoting the same object of the Society, as may be determined by the members of the Society at the time of the winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act of Canada* from time to time to effect.

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