



## NOTICE OF SPECIAL RESOLUTIONS

Please be advised that members of the Tahltan Central Government (“**Central Government**”) will be asked to vote on various proposed amendments to the bylaws of the Central Government at the 2021 Annual General Assembly (the “**2021 AGA**”). Note that the 2021 AGA was originally scheduled to be held on July 3, 2021 but was postponed. Voting will commence at 4pm (PT) on October 9, 2021 and will take place electronically using the voting instructions that will be sent to each TCG member in advance of the 2021 AGA. The text of the proposed bylaw amendments is set out in the pages that follow.

A presentation and discussion relating to the proposed amendments will take place electronically during the 2021 AGA via Zoom. At the conclusion of the Zoom presentation and discussion, electronic voting on the proposed bylaw amendments will commence using internet and telephone voting services provided by Intelivote.

**Electronic voting will open at 4pm (PT) on October 9<sup>th</sup> and will remain open for 72 hours, closing at 4pm (PT) on October 12<sup>th</sup>.**

If you require help registering as a TCG member or verifying your TCG membership, contact Shannon Frank, Director of Membership and Genealogy of the TCG at [elections@tahltan.org](mailto:elections@tahltan.org) or by telephone at 250-643-2037.

If you require technical help with voting, please contact the toll-free voter help line at 1-833-579-5673. Voter Help Line hours of operation will be October 9, 10, 11, & 12 from 9:00am to 4:00pm (PT).

Any other questions about the 2021 AGA or the electronic voting process can be directed to 1-855-TAHLTAN or by email to [communications@tahltan.org](mailto:communications@tahltan.org).

TAHLTAN CENTRAL GOVERNMENT

Per:  \_\_\_\_\_

## Text of Special Resolutions

### Vice-President/Secretary-Treasurer Vacancies

**Summary:**

*The current bylaws state that a vacancy in the position of Vice-President or Secretary-Treasurer will be filled by the runner-up for that position in the most recent election.*

*Instead, it is proposed that the bylaws be amended so that a vacancy in the position of Vice-President or Secretary-Treasurer will be filled through a by-election (if more than one year from the next election) or by board appointment (if less than one year from the next election).*

*This proposed amendment makes the replacement process more consistent with the process applicable to the other director positions.*

RESOLVED as a SPECIAL RESOLUTION that: Bylaw II(m) be amended by replacing all paragraphs with the following:

“Any vacancy of the position of Vice-President or Secretary-Treasurer that occurs within one (1) year of a regularly scheduled election of the Executive Committee will be filled in a timely manner by resolution of the Board of Directors passed at a duly called meeting of the Board of Directors appointing any other full adult member of the Central Government, which may include a serving Director, to fill such vacant Vice-President or Secretary-Treasurer 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, as applicable, shall, upon his or her appointment, become a member of the Executive Committee. Any vacancy in the position of Vice-President or Secretary Treasurer 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, but not to exceed (6) months) of such position becoming vacant. 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 Vice-President position or Secretary Treasurer 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 Vice-President position or Secretary Treasurer position, as applicable, 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 meeting of the Board of Directors.”

### **Restrictions on Directors Serving a Dual Role**

**Summary:**

*If passed, any family representative director that is employed by the TCG or serves on Chief and Council of any band must either resign from the TCG board or from the other position.*

RESOLVED as a SPECIAL RESOLUTION that: the following text be added following Bylaw V(a):

“Any Director who is not also a member of the Executive Committee shall not be an employee of the Central Government, nor be a member of the Chief and Council of the Tahltan Band, Iskut Band, or any other similar form of Indigenous government, except where unanimously authorized by a vote of the Board of Directors. This provision will come into effect following the 2022 Annual General Assembly.”

### **General Amendments for Corrections**

**Summary:**

*This resolution, if passed, will allow the Bylaws to be edited to incorporate any approved amendments.*

RESOLVED as a SPECIAL RESOLUTION that the Directors are hereby authorized to incorporate all the amendments to the Bylaws approved by special resolutions at the 2021 Annual General Assembly, together with any consequential formatting and non-substantive edits, numbering and cross-referencing amendments as may be approved by the Board of Directors, into one fully restated version of the Bylaws, to be attached to this resolution.