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This is the 1st affidavit of
Wwi ELAAST (James Angus) Affidavit #1
and was made on 18/JAN/12

No.
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

RE: SECTION 85 OF THE SOCIETY ACT

GITXSAN TREATY SOCIETY

PETITIONER

AFFIDAVIT OF WII ELAAST (JAMES ANGUS)

I, Wii Elaast, also known as James (aka. Jim) Angus, Gitxsan Hereditary Chief, of 1255 Lax Gibu St., Kispiox, B.C. make oath and say as follows:

1. I am a Simogyat (Hereditary Chief) of the Wilp (House) of Wii Elaast of the Lax Gibuu Pdeek (Wolf Clan). As Simogyat, I carry the Gitxsan name Wii Elaast, in accordance with Ayookim Gitxsan (Gitxsan traditional laws).
2. I was identified and groomed for my role as Wii Elaast since I was a child and first inherited the name and the role of a wing chief (being my grandmother) in 1971. In 1978, I received my current head chief name, Wii Elaast, from my predecessor and uncle Steven Morrison. I have lived most of my life on Gitxsan territories. I have been taught the culture, laws and traditions of the Gitxsan by my family and elders, including my grandmother Alice Williams and her sister Jane, as well as my father and mother, since I was a small child. I was fortunate in that I was not forced to attend a residential school.
3. I was one of the named plaintiffs who swore an affidavit in the case of *Delgamuukw v. A.G. (B.C.)*, [1997] 3 S.C.R. 1010.
4. I have been involved with the Gitxsan Treaty Society for approximate ten years now, and have acted as and continue to be the chair of the Board of Directors.
5. As both Simogyat and as chair of the Gitxsan Treaty Society, I have been involved for many years in working in both capacities towards ensuring that the unique aspects of Ayookim

Gitxsan are recognized by the Crown and Canada's courts. As I explain in more detail below, Ayookim Gitxsan concerns how Gitxsan govern ourselves, how our laws are passed down among our people, and how we hold land.

6. On the basis of the foregoing, I have personal knowledge of the facts and matters hereinafter deposed to save and except where the same are stated to be based on information and belief and where so stated I verily believe them to be true.

I. AYOOKIM GITXSAN

7. A fundamental underpinning of Gitxsan society and culture is Ayookim Gitxsan. Ayookim Gitxsan are ancient laws that dictate the conduct of the Gitxsan Huwlip (Houses). The four basic pillars of our society that are governed by Ayookim Gitxsan can be summarized, in order of priority, as: (1) relationships (how we relate to each others and our roles with each other); (2) Gwalx ye'inswx (our inheritance, which includes our lands); (3) spiritual beliefs; and (4) teaching younger generations. Ayookim Gitxsan dictates many aspects of Gitxsan life, including wisdom, inheritance, marriage, adoption, access to and use of property, trespass, injury, and redress of injury. The behaviour of the Gitxsan, individually and collectively, must conform to Ayookim Gitxsan. These laws still apply today, and have never been ceded or replaced by any other.

8. I was taught Ayookim Gitxsan since I was a small child by my family, as a member of the Wilp of Wii Elaast, and as part of my training to be the Simogyat of the Wilp. I also obtained knowledge of these laws by my participation in the Li'ligit (feasting) in which principles of Ayookim Gitxsan are discussed and upheld through our Wilp's communal decision-making process.

II. GITXSAN SOCIETY AND GITXSAN GWALX YE'INSXW

9. As dictated by Ayookim Gitxsan, Gitxsan society is a matrilineal society, in that membership to and inheritance of property follows the mother's side.

10. The Gitxsan consists of four Pdeek (clans), which are known as the Lax Seel/Ganeda (frog), the Lax Gibuu (wolf), the Lax Skiik (eagle) and the Giskaast (fireweed). Each clan has a number of Wilp (plural: Huwlip), which are extended family or house groups based on matrilineal blood-lines and rank. Gitxsan Huwlip are each attached to one or more Lax Yip (territories) and the approximate population of each Wilp currently ranges between approximately 150-800 Gitxsan.

11. The Wilp, or house is the most fundamental entity of Gitxsan society. The essence of being Gitxsan finds expression through the Huwilp (houses). From birth, Gitxsan are taught that everything revolves around the Wilp, which provides security and comfort to its members. The primacy of the Wilp is emphasised in the Li'ligit, which is a feasting ceremony in which one witnesses the fullness of being Gitxsan through a protocol that publicly declares Wilp business in the presence of all who attend, including members from other Huwilp.

12. The Wilp operates with autonomous powers, subject to the interdependence of Gitxsan society. While primary loyalty lies with the Wilp, the Gitxsan also hold loyalties to their Pdeek (clan) and Gal ts'ap (ancient village). This reflects the fundamentally communal nature of Gitxsan society and governance structures: when a Gitxsan Wilp is experiencing difficulty, that Wilp is not left alone; rather, the circles of family and broader societal support will assist. This social structure and the emphasis on consensus decision-making are reflected in the Gitxsan traditional approach to decision-making, discussed in more detail below.

13. Through the Wilp, property is passed down through the generations. Property, both real and intangible, is transferred through matrilineal lines. The property of a Wilp includes its Lax Yip (territories), crests, oral histories, songs, fishing sites, traplines, nox nox (supernatural powers), totem poles and Gitxsan names. All of these things comprise our Gwalx ye'insxw (inheritance), which is handed down from generation to generation in perpetuity never diminished or extinguished.

14. Each Wilp has exclusive ownership rights to its property. However, according to Ayookim Gitxsan, a Wilp must manage its Gwalx ye'insxw for the future generations. As Simogyat (Hereditary Chief), I am charged with the responsibility of ensuring such management occurs, on behalf of my Wilp.

15. In protecting its Gwalx ye'insxw, therefore, the Wilp acts as steward of its Lax Yip (territories). The Lax Yip is inseparable from the Wilp; the connection between the land and the people is an inherent part of being Gitxsan.

III. GITXSAN DECISION-MAKING AND GOVERNANCE

16. The Gitxsan decision-making process has been used for millennia, with its structure dictated by Ayookim Gitxsan. It is based on being Gitxsan through lineage through the mother and with the support of the father's side.

17. The Simogyat (Hereditary Chief) is the highest ranked person in the Wilp, and carries responsibilities to all its members. The Simogyat holds the rights and title to the Wilp's Lax Yip on behalf of the Wilp and is the ultimately decision-maker for the Wilp. Each Wilp also usually has a number of Wing Chiefs, who are given responsibilities by the Simogyat to carry out on behalf of all Wilp members.

18. The blood-lines of the family groups are critical to determining who becomes a Simogyat of a Wilp. The Gitxsan have a process for recognizing new Simgiigyets, in accordance with those blood-lines, which culminates in confirmation of a Simogyat's position at the Li'ligit (feast hall). The Li'ligit is the primary forum through which the Gitxsan govern ourselves.

19. The Wilp must function as a unit within Gitxsan society. No one person or Wilp is above another, and our inter-dependent decision-making structure reflects this belief.

IV. GITXSAN TITLE TO THE LAX YIP AND ASSERTION OF OUR ABORIGINAL RIGHTS

20. The Gitxsan are aboriginal people and through the Gitxsan Huwlip (Houses), have exercised aboriginal right and title, and governance over approximately 33,000 square kilometres of territories located in nine watershed units: the Nass, the Upper Skeena, the Suu Wii Aax, the Mid Skeena, the Kispiox, the Babine, the Suskwa, the Gitsegukla and the Lower Skeena. According to our adaawk and Ayookim Gitxsan, we have occupied these territories exclusively and since time immemorial. Our identity as Gitxsan is tied to our connection to these lands.

21. The Gitxsan Simgiigyets have been active in asserting our title to our traditional territories.

22. In 1994, approximately sixty Gitxsan Simgiigyets decided to engage in the BC treaty process, and notified the Crown of this intent.

23. At that time, the Simgiigyets relied on the Office of the Hereditary Chiefs of the Gitxsan for administrative support. They also used the Chiefs' Advisory Team, which consisted of thirteen Gitxsan Simgiigyets with oversight responsibilities, particularly in relation to BCTC funding.

24. From the outset of treaty negotiations, the Simgiigyet made collective decisions through a consensus-building process which included reliance on the Chiefs' Meetings which are known as the Gimlitzwit.

25. The Gitxsan Simgiigyet, on behalf of members of their Huwilp, also were one of the set of plaintiffs in *Delgamuukw v. British Columbia*. During much of the *Delgaumuukw* litigation, the Crowns refused to engage in treaty negotiations with the Gitxsan.

26. Following the Supreme Court of Canada decision in *Delgamuukw*, the Simgiigyet asserted their preference for negotiations with the Crown in order to resolve the conflict between their aboriginal rights, including title, and the Crown's assertion of sovereignty. Consequently, treaty negotiations began anew between the Gitxsan and the Crown in March 2001.

27. At the treaty table, the Gitxsan have asserted our rights to control our traditional land and resources, and also acknowledged that Gitxsan title must co-exist with the Crown's interests. The Gitxsan treaty claim is based on Ayookim Gitxsan, which includes the Gitxsan Simgiigyet and Hulwilp structure. When we entered in treaty negotiations we did so as Simgiigyet, not as a Tribal Council or Band Council. That distinction is very important to the Simgiigyet and our people. We currently are at Stage 4 of the six-stage process, negotiating an agreement in principle.

28. The Gitxsan also were one of the petitions in *Gitxsan and other First Nations v BC (Minister of Forest)*, 2002 BCSC 1701 ("*Yal* decision"), in which the Simgiigyet asserted aboriginal title and rights to lands covered by a tree farm license and forest licenses held by Skeena Cellulose Inc. In that proceeding, Mr. Justice Tysoe held that the Gitxsan have a good *prima facie* claim of aboriginal title and a strong *prima facie* claim of aboriginal rights with respect to at least part of the areas claimed by them.

29. After the *Yal* decision, the Gitxsan participated in negotiations with the Ministry of Forests to seek resolution and accommodation of the Gitxsan's aboriginal rights and title. Ultimately, those negotiations lead to the signing of two forestry agreements between the Gitxsan Simgiigyet and the provincial Crown: the Interim Agreement Regarding Forest Development, dated June 1, 2003 and the Short Term Forestry Agreements, dated August 4, 2006, with the provincial Crown. The Gitxsan await resolution of the long-promised Long Term Forestry Agreement currently.

V. GITXSAN TREATY SOCIETY

30. The Gitxsan Treaty Society ("GTS") was created because the Crown required the Simgiigyet to have an incorporated entity, before the Crown would permit the Simgiigyet to access treaty funding in support of the Nation's efforts to reconcile, through negotiations, its pre-existing aboriginal rights, including title, with those of the Crown.

31. Although the Simgiigyet established the GTS, the Simgiigyet and the Gitxsan people as a whole maintain an overarching interest in ensuring that the Crown, in its relations with the Gitxsan people, recognizes and respects the traditional governance structures of the Gitxsan, including the House and Clan structure and the traditional decision making processes embodied in the feast system and in the recitation of our oral history.

32. The GTS is a creation of provincial law, and can never replace our Gitxsan form of governance. Similarly, Indian Bands are a creation of federal law, and do not replace in anyway the importance of the Gitxsan Wilp (House).

33. When the GTS was incorporated its primary task was receiving and managing treaty funding to assist the Simgiigyet in their efforts to have Gitxsan rights and title recognized. Again, the primary objective was ensuring the Simgiigyet retained power over the Gitxsan Nation.

34. Over time, GTS' role has expanded, particularly after the Simgiigyet re-engaged in treaty negotiations in 2001. The GTS employs the individual Gitxsan negotiators who meet with representatives from BC and Canada. It also facilitates meetings of the Simgiigyet, including the Gimlitxwit, Gitxsan Summit, and Prince George Retreat. Despite this expanded role, it is the Simgiigyet, and not the GTS, who continue to govern the Nation.

35. The GTS' focus has been on supporting the Simgiigyet. The GTS is independent legal entity from the Simgiigyet, but it is informed and guided by the interests and directions of the Simgiigyet who hold responsibility to protect the interests of their Huwilp and the Gitxsan nation generally.

36. Now produced to me and marked as:

- (a) Exhibit "A" is a true copy of the GTS' original constitution and bylaws; and

(b) Exhibit "B" is a true copy of the GTS' current constitution and bylaws, which were put in place in 2002.

37. GTS directors typically have been appointed to the Board as follows: outgoing directors call a meeting of their Pdeek and invite as many Simgiigyets from that Pdeek as possible to attend. Other members of relevant Huwilp may also attend, if they wish to do so. At that meeting, new directors are appointed, usually at the direction of the Simgiigyets in attendance. My Pdeek, Lax Gibuu (wolf clan) typically has a nomination process, followed by a vote of the Simgiigyets and anyone else in attendance. Simgiigyets always have played a critical role in deciding who sits on the GTS Board.

38. I am not aware of the GTS ever setting a membership fee.

VI. RECENT DEVELOPMENTS, INCLUDING 2012 GIMLITXWIT

39. On January 9, 2012, this court indicated, without deciding, that the GTS Board may not be properly constituted because section 26 of the GTS' Bylaws may violate the *Society Act*.

40. On January 17, 2012, I, along with approximately 50 other Simgiigyets attended an all-day Gimlitxwit to discuss two topics: (a) the questions raised by the Court about the authority of the Chiefs to appoint directors; and (b) the Aboriginal Ownership Agreement signed in December 2011 by Chief Elmer Derrick, purportedly on behalf of the Gitxsan Nation (the "Enbridge Agreement")

41. After a lengthy discussion, the Simgiigyets at the meeting re-affirmed its continued support for the GTS and voted (45 in favour; 3 opposed) to pass a resolution to strengthen the GTS, which reads:

1. The Gitxsan Simgiigyets (Hereditary Chiefs) agree that the Gitxsan Treaty Society Constitution and Bylaws be amended so:
 - (a) The Simogyat (Head Chief) for each of the Gitxsan Huwilp (Gitxsan Houses) become the members of the Gitxsan Treaty Society; and
 - (b) The Simgiigyets who are members will appoint the directors of the Gitxsan Treaty Society, with each of the four (4) Clans being entitled to three (3) directors appointed by the Simgiigyets from those Clans.


2. The current Board of Directors of the Gitxsan Treaty Society have authority to fulfil this task.

42. At the meeting, the Simgiigyet were distressed at any suggestion that someone other than the Simgiigyet would have ultimate say about who sits on the GTS Board of Directors. It was clear to all in attendance that the Simgiigyet have ultimate authority in the Gitxsan Nation to make that decision.

43. The Simgiigyet also voted to reject the Enbridge Agreement.

44. Finally, the Simgiigyet voted unanimously that the current blockade of the GTS Office be ended and the office be opened immediately.

SWORN BEFORE ME at the City of)
Vancouver, in the Province of British)
Columbia this 18th day of January 2012.)


A Commissioner for taking Affidavits for)
British Columbia)


WIL ELAAST (James Angus)

Lawyer
Gordon Sebastian
Box 5233
Smithers, BC V5J 1Y0
250-847-9224

This is Exhibit "A", referred to in the affidavit of Will Elgaast (Tom Agoo) Sworn before me at Smiley this 18 day of January A.D. 2012
[Signature]
A Commissioner for taking Affidavits for British Columbia

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is GITXSAN TREATY SOCIETY.
2. The purposes of the society are:
 - (a) to support the Gitksan people in their treaty and other negotiations; and
 - (b) to support the Gitksan people in other initiatives.

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

SOCIETY ACT

BYLAWS OF GITXSAN TREATY SOCIETY

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;

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- (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.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include 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 bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and on acceptance by directors shall be a member.

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5. Every member shall uphold the constitution and comply with these bylaws.

6. The amount of the first 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;
- (b) on his death or in the case of a corporation on dissolution;
- (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.

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9. All members are in good standing except a member who has failed to pay his current 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 - Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

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

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, day and hour of 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 the proceedings at that meeting.

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14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business 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 report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

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

(2) If at any time during an annual 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 3 members present or a greater number that the members may determine at a general meeting.

17. If within 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to bylaw 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 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 number 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) When a meeting is adjourned for 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 bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of the meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman 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 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 one vote, and in 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 the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

(a) all laws affecting the society;

(b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, 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 president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.

(2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.

26. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected or appointed.

(2) If elections are required, separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected or appointed, the person previously elected or appointed continues to hold office.

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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 by 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 or appoint a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 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 may choose one of their number to be chairman at the a meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the 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 imposed on it by the directors, and shall report every act or thing done in exercise of

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those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 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.

34. The members of a committee may meet and adjourn as they think proper.

35. 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 appointed 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 constituted, if a quorum of the directors is present.

36. 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,

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(a) no notice of meeting 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.

37. (1) Questions arising at a 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.

38. 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.

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(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 the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the directors, members and others when required.

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44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer hold office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25(2).

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 may destroy a seal and substitute a new seal in its place.

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 prescribed, 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 the manner they

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decide, and, in particular but without limiting the foregoing, by the issue of debentures.

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 imposed expires at the next annual general meeting.

Part 10 - Auditor

51. This Part applies only where the society is required or has 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 promptly informed in writing of appointment or removal.

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.

Part II - Notices 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 the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) 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.

(2) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

- 61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
- 62. These bylaws shall not be altered or added to except by special resolution.

Dated November 24, 1994.

Witness(es)

Applicants for Incorporation

[Signature]
 Signature
949 East 11th Avenue
 Address
Vancouver, B.C.

[Signature]
 Gordon Sebastian
 Box 125
 Hagwilget Reserve
 Hazelton, B.C.
 V0J 1Y0

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Myrtle Goertzen
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 Glen Vowell Reserve
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Art Loring
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 V0J 2A0

[Note.--At least 5 applicants must sign.]

This is Exhibit " B " , referred to in the affidavit of Wii. Elvaast (Jim Angus) Sworn before me at Smithe's this 18 day of January A.D. 2012
[Signature]
A Commissioner for Taking Affidavits for British Columbia

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is GITKSAN TREATY SOCIETY.
2. The purposes of the society are:
 - (a) to support the Gitksan people in their treaty and other negotiations; and
 - (b) to support the Gitksan people in other initiatives.
3. The activities and purposes of the Society will be carried out without purpose of gain for its members and any profits or other accretions to the Society will be used for promoting its purposes. This provision is unalterable.
4. No director or officer will be remunerated, directly or indirectly, for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. This provision is unalterable.
5. If the Society is wound up or dissolved, and after payment of all of its debts and liabilities, any remaining assets will be given to an organization that promotes the same purposes as the Society, to be determined by the members of the Society by ordinary resolution at the time of dissolution. If this is not possible, the Society's remaining assets will be given to a charitable

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organization or trust which qualifies as a charity under the Income Tax Act of Canada, to be determined by the members of the Society by ordinary resolution at the time of dissolution. This provision is unalterable.

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

Part 1 - Interpretation

- 1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "consensus" means a structured deliberate process that collaboratively seeks an outcome that accommodates, rather than compromises, the interests of all concerned;
 - (b) "directors" means the directors of the society for the time being;
 - (c) "Huwilp" is the plural form of "Wilp";
 - (d) "Pdeek" means those Huwilp with a common ancestry who associate themselves as Pdeek, one of four phratries or Clans: the Ganeda, also known as the Lax Seel (Frog Clan), the Lax Gibuu (Wolf Clan), the Lax Skiik (Eagle Clan), and the Giskaast (Fireweed Clan);
 - (e) "registered address" of a member means his address as recorded in the register of members
 - (f) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
 - (g) "Wilp" means a group of individuals related along the matriline, and may range in size from 25 to 250 people.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include 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 bylaws and, in either case, have not ceased to be members.

4. (1) A person who is a member of a Gitksan Wilp and who supports the Society's purposes may apply for voting membership in the Society.

(2) Any person who is not a member of a Gitksan Wilp who supports the Society's purposes, and any society, corporation, or association, which supports the Society's purposes may apply for non-voting membership in the Society.

(3) Any person, society, corporation, or association wishing to apply for membership in the Society will complete an application for membership in the form approved by the directors from time to time and submit it to the directors for consideration and, upon acceptance by the directors, will become a member of the Society.

(4) The directors will resolve any dispute which arises in relation to the provisions of subsection (1).

5. Every member shall uphold the constitution and comply with these bylaws.

6. (1) The amount of the first annual membership dues shall be determined at the annual general meeting of the society.

(2) Subsequent annual membership dues will 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;
- (b) on his death or in the case of a corporation on dissolution;
- (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) an ordinary resolution of the members at any general meeting of the Society;
- or
- (b) a unanimous resolution of the Board

if he is deemed by the Board to be acting adversely to the best interests of the Society.

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

(3) The member who is the subject of the proposed expulsion described in subsection 8 (1)(a) or (b) will be given an opportunity to be heard at the general meeting or meeting of the Board, as the case may be, before the resolution is put to a decision.

9. All members are in good standing except a member who has failed to pay his current 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 - Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

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

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, day and hour of 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 the proceedings at that meeting.

14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business 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 report of the auditor, if any;
 - (v) the appointment of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with notice convening the meeting.

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

(2) If at any time during an annual 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 10 members present or a greater number that the members may determine at a general meeting.

17. If within 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 one hour from the time appointed for the meeting, the members present constitute a quorum, providing there are never less than 6 members present at all times.

18. Subject to bylaw 19, the Chair of the society, the vice Chair or in the absence of both, one of the other director presents, shall preside as chairperson of a general meeting.

19. If at a general meeting,

- (a) there is no Chair, vice Chair or other director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the Chair and all the other directors present are unwilling to act as chairperson,

the members present shall choose one of their number to be chairperson.

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) When a meeting is adjourned for 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 bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. Every resolution proposed at a meeting must be seconded and the Chair of the meeting may move, second, or propose a resolution.

22. Unless otherwise required by the Society Act or these bylaws, questions arising at any meeting of the members will be decided by consensus of the voting members, failing which there will be a vote and the matter will be decided by a majority of votes with the following provisions:

- (a) Subject to subsection (d) of this bylaw, a voting member in good standing present at a meeting of members is entitled to one vote;
- (b) Voting is by a show of hands unless the members decide otherwise;
- (c) The Chair of the meeting will not be entitled to another vote, additional to the one to which he is entitled as a member, in the first round of voting which follows a failure to reach consensus;
- (d) In case of an equality of votes in the first round of voting following a failure to reach consensus, the Chair will have another vote, additional to the one to which he is entitled as a member, and thus will have the casting vote; and
- (e) Voting by proxy is not permitted.

23. A member who is a person who is not a Wilp member, and a society, corporation, or association, is not entitled to participate in a consensual process, or to vote at a members' meeting, but may in all other respects exercise the rights of a member, and 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 the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the society;
- (b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, 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 Chair, vice Chair, secretary, treasurer and one or more other persons shall be the directors of the society.

(2) The number of directors shall be 5 or such other number determined from time to time at a general meeting.

26. (1) At each annual general meeting of the society, those directors whose term of office has expired, as specified by their Pdeck at the time of their appointment, shall retire, and their successors shall be appointed.

(2) For the year 2001 appointment, each Pdeck will appoint an equal number and no more than 3 directors, and will specify their respective terms of office as one, two, or three years. For the year 2002 and subsequent appointments, each director appointed by a Pdeck will serve for a 3 year term. No director for any Pdeck will serve for more than 6 years.

(3) At their first meeting following the annual general meeting each year, the directors shall, as required:

(i) appoint another person to be the Chair of the Board for a 3 year term, and that person will also become a director of the society. Should that person resign or otherwise cease to hold office prior to the end of his term, the directors will appoint other person as Chair to complete the term of office; and

(ii) appoint one director to be the secretary, and another director to be the treasurer, or one director to fill both offices, and the directors so appointed will continue in such offices for the term for which they were appointed as directors. Should those persons resign or otherwise cease to hold office prior to the end of their terms, the directors will appoint other directors to the offices.

27. (1) If a director resigns his office or otherwise ceases to hold office, or if a director position is vacated for any other reason, the remaining directors from that Pdeek shall consult with the Pdeek for a replacement, and the replacement of the director by a person of the Pdeek's choice shall be ratified by a resolution of the Board. Should the Board have good and valid reasons not to ratify the Pdeek's choice of a replacement, those reasons shall be recorded in the resolution, and the Board will request the Pdeek to choose another replacement director.

(2) A director appointed pursuant to the process described in subsection (1) will fulfill the term of office of the director who resigned or otherwise vacated his office.

(3) No act or proceeding of the directors is invalid only by reason of there being less than the proscribed number of directors in office.

28. The members may by special resolution remove a director before the expiration of his term of office, and the process described in section 27(1) shall be used to appoint a successor to complete the term of office.

29. In accordance with article 4 of the Constitution, no director or officer shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

30. The Society will, with the approval of a court, indemnify a director or former director of the Society, and his heirs and personal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, in a civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director, including an action brought by the Society, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding, he had reasonable grounds for believing his conduct was lawful.

31. The Society may purchase and maintain insurance for the benefit of its directors against personal liability incurred by them as directors.

Part 6 – Proceedings of Directors

32. A director of the Society who is directly or indirectly interested in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of his interest to each other director.

33. (1) A director referred to in section 32 shall account to the Society for any profit made as a consequence of the Society entering or performing the proposed contract or transaction,

- (a) unless
 - (i) he discloses his interest as required by section 32;
 - (ii) after his disclosure, the proposed contract or transaction is approved by the directors; and
 - (iii) he abstains from voting on the approval of the proposed contract or transaction; or

- (b) unless
 - (i) the contract or transaction was reasonable and fair to the Society at the time it was entered into; and
 - (ii) after full disclosure of the nature and extent of his interest in the contract or transaction it is approved by special resolution.

(2) A director referred to in section 32 shall:

- (a) immediately remove himself from the room and from otherwise hearing any discussion where the remaining directors are discussing the proposed contract or transaction;
- (b) abstain from any discussion or comment, verbally or otherwise, about the proposed contract or transaction; and
- (c) not be counted in the quorum at a meeting of directors at which the proposed contract or transaction is approved.

34. (1) Subject to the requirement that they meet not less than 9 times every 12 months, not including the Annual General Meeting of the Society, the directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) Directors may participate in meetings by means of telephone provided all participants can hear each other and, in doing so, will be considered part of the quorum.

(4) The Chair shall be chairman of all meetings of the directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the vice Chair shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at the meeting.

(5) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

35. (1) The directors may delegate any, but not all, of their powers to committees consisting of:

(a) such director or directors as they think fit; or

(b) one or more directors and such members and other persons as they think fit, and the directors will, at the time of delegating powers to a committee, choose the Chair of the Committee who will be a director.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.

36. If at any committee meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting, those other directors present who are members of the committee will choose one of their number to be Chair of the meeting.

37. The members of a committee may meet and adjourn as they think proper.

38. 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 appointed 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 constituted, if a quorum of the directors is present.

39. 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 or facsimile transmission, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meeting 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.

40. (1) Unless otherwise required by the Society Act or these bylaws, questions arising at any meeting of the directors or committee of directors will be decided by consensus, failing which there will be a vote and the matter will be decided by a majority of votes.

(2) The Chair of any meeting of the directors or committee of directors will not have another vote, additional to the one to which he is entitled as a member, in the first round of voting which follows a failure to reach consensus.

(3) In case of an equality of votes in the first round of voting following a failure to reach consensus, the Chair will have another vote, additional to the one to which he is entitled as a member, and thus will have the casting vote.

41. Each resolution proposed at a meeting of directors or committee of directors shall be seconded and the Chair of a meeting may move, second, or propose a resolution.

42. 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

43. The Chair shall preside at all meetings of the society and of the directors.

44. The vice Chair shall carry out the duties of the Chair during his absence.

45. 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.

46. The treasurer shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, receive all monies paid to the Society, and be responsible for the payment of same into such bank as the directors may order; and
- (b) render such financial statements to the directors, members and others when required and prepare for submission to the annual meeting a statement of the financial position of the Society.

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47. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 25(2).

48. 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

49. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

50. 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 prescribed, in the presence of the Chair and the secretary or the Chair and the secretary treasurer.

Part 9 - Borrowing

51. 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 of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

52. No debentures shall be issued without the sanction of a special resolution.

53. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

54. This Part applies only where the society is required or has resolved to have an auditor.
55. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
56. 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.
57. An auditor may be removed by ordinary resolution.
58. An auditor shall be promptly informed in writing of appointment or removal.
59. No director and no employee of the society shall be auditor.
60. The auditor may attend general meetings.

Part 11 - Notices to Members

61. A notice may be given to a member, either personally or by mail to him at his registered address.
62. 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 the notice was properly addressed and put in a Canadian post office receptacle.

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- 63. (1) 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.

- (2) No other person is entitled to receive notice of a general meeting, however, the Society shall post notice of a general meeting in prominent locations in the villages of Gitanmaax, Kispiox, Glen Vowell, Gitseguela, Gitwangak, and Gitanyow and otherwise make efforts to notify Gitxsan Wilp members of the general meeting wherever they may reside.

Part 12 - Bylaws

- 64. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

- 65. These bylaws shall not be altered or added to except by special resolution.

No.
Vancouver Registry

In the Supreme Court of British Columbia

RE: SECTION 85 OF THE *SOCIETY ACT*

GITXSAN TREATY SOCIETY

PETITIONER

AFFIDAVIT #1 OF WII ELAAS (JAMES ANGUS)

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Matter# 09-2096