



What is a corporation?

What is a sole proprietorship?

What is a partnership?

What is a corporation?

What is a cooperative?

What is a Society?

What is an Enterprising Non-Profit?

Effective Meetings ... How?

What is the role of Chief and Council in business operations?

What is the role of the EDO?

Effective Meetings ... How?

## **Economic Development Toolkit for First Nations Economic Development Officers, Chiefs and Councils and Community Members – *Basic Information and Guide***

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## FOREWARD

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In addition, the Environmental Scan identified gaps in economic development capacity which was the foundation for the Toolkit research. This toolkit objective is to provide information to First Nations members, Chiefs and Councils and economic development officers and staff as a guide only. Further resources are provided for a more in depth research of the information provided here.

### **Disclaimer**

This document is not intended to provide legal advice, nor should it be taken as any kind of legal authority or direction. The toolkit is intended for guidance and information only.

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## TOOLKIT FOR MEMBERS OF A FIRST NATION

### UNDERSTANDING CORPORATIONS, SOLE PROPRIETORSHIPS, PARTNERSHIPS, COOPERATIVES AND SOCIETIES

#### Purpose

First Nations are becoming more and more involved in economic development within their communities. In order to carry on business, First Nations are incorporating companies, societies and other business structures.

This toolkit is designed to provide guidance and information on the kinds of business structures that are available to a First Nation community.

It also provides information on the role that community members might have in businesses that are carried out by their First Nation. Corporate structures vary and members may play different roles depending on the complexity. Questions about these kinds of complex arrangements are better explained by a lawyer who is familiar with the exact case in point and members roles can be explained at that time. Be prepared to understand and discuss the issues with a lawyer.

The actual decisions about choosing the appropriate structure should be done with the advice of a lawyer and will differ from community to community – anything from Chief and Council to an economic development board or corporation.

The toolkit also explores the roles of a Chief and/or Council in economic development and what role the economic development officer holds.

The autonomy of a separate business entity should be balanced with accountability to the First Nation. This can be accomplished through governance, financial and operating policies for the business entity. The goals and outcome expected from the business activity should also be discussed.

It would be a good idea for the First Nation to have an economic development strategy that contains policies setting out how economic development is done, how Chief and Council are involved in economic development (if they are at all) and how the members are involved and the role of each.

The second part of the toolkit could be used for individual members wishing to embark on a business venture but is more designed for the Chief and Council and/or the Economic Development Officers.

## Introduction

As many First Nations are entering into business, it is important for members to understand the difference between sole proprietorships, partnerships, corporations, societies, enterprising non-profits and cooperatives. These businesses are often a separate body from the First Nation and so a member of a First Nation needs to understand if they have a role or responsibility in what happens in those businesses.

When the First Nation decides on a business, completed research and a business plan, obtained or is in process of obtaining financing, it is ready to decide what kind of business structure will work the best. Business structures include a sole proprietorship or “doing business as”, or corporation, society/foundation or a cooperative. This Toolkit will explain each of the business structures and what role members have in each one.

## TYPE 1: CORPORATION OR COMPANY

### What is a Corporation? (may be called a Company)

- ❖ Is a legal body that is set up under the laws of the Province of BC or Canada.
- ❖ It is separate and apart from the First Nation.
- ❖ A corporation has all the powers of a person and can enter into contracts/agreements, go into debt, own, buy and sell assets and sue and be sued
- ❖ A corporation incorporated by a First Nation is not an “Indian” person under the Indian Act and is not exempt from paying taxes.
- ❖ Ownership interests in a corporation can usually be easily changed. You can sell shares without affecting the corporation’s operations. It continues with new owners if sold.
- ❖ A corporation can exist forever. However, in the event that a Corporation fails to file certain documents with the government as required on a regular basis, the corporation can be struck from the corporate registry and if this happens it will no longer exist.

### Why a Corporation?

- ❖ To separate the business interests of the First Nation from those of the corporation.
- ❖ Separate financial liability of the corporation from the First Nation so that the First Nation will not suffer financial liability if the business suffers financial losses. However

Chief and Council can agree to a guarantee to a loan and bring liability to the First Nation but only to the amount of the guarantee.

- ❖ No individual person including band members can be held liable for debts of the corporation (unless the individual has signed a personal guarantee which is unlikely)
- ❖ If key personnel leave the business such as the Chief Executive Officer (CEO), the business can continue with new people.
- ❖ Some banks and other financial institutions prefer to provide loans to a corporation rather than the First Nation. In the event of a default on a loan, the financial institution can seize the assets of the corporation. They cannot seize the assets of a First Nation.
- ❖ A corporation can be set up to minimize tax exposure.

### **Disadvantages of a Corporation**

- ❖ There are many laws that companies have to comply.
- ❖ The corporation has to follow its incorporation documents.
- ❖ Must keep records of meetings and file documents with the government and its shareholders yearly or could be struck off the corporate register.

### **Questions to Ask: Is a Corporation Right for Your Business?**

Questions	Yes or No
1. Is it important to separate your business from the day to day operations of the First Nation?	
2. Do you want to make sure that the First Nation cannot lose money if the business suffers losses?	
3. Do you want your business to be able to raise the money it needs through banks and other financial institutions?	
4. Do you want to be able to sell the corporation if it turns out it is something your First Nation does not want to continue doing or to make money?	
5. Is it important to you that the business continue without interruptions if Chief and Council change or the CEO or other key staff leave the corporation?	
6. Is the goal a self-supporting and profitable business entity?	

If you answer yes to at least two of these questions, a corporation should be used for your business. Seeking legal advice on your form of business structure is always the best way of making this decision.

### **What is the Role of First Nations Members in a Corporation?**

As the corporation is a separate entity from the First Nations, members do not have a formal role in the decision making of the Board of Directors or its day-to-day operational process.

- ❖ According to the articles of incorporation, members may have a say as shareholders who vote at an Annual General Meeting to appoint Directors or set other policy directives.
- ❖ If one of the First Nations companies is put on the agenda of a band/community meeting, it would be in a reporting capacity only. First Nations cannot pass motions at a community meeting that can affect a corporation of the First Nation as the only decision makers for the corporation are the Board of Directors at a duly convened meeting of the board.
- ❖ One exception may be if the Chief and Council are recommending the First Nation sell their share in the company or increase their share in the company. This could be decided at a community meeting. This is because the shares of the First Nation belong to the First Nation and are within the control of the First Nation.
- ❖ Members can be involved in the businesses of the First Nation by involving themselves in the planning meetings and/or putting in place an Economic Development Plan and Strategy. This could include the kinds of businesses you want your First Nations to be involved in and what the objectives of economic development are. For example is the corporation goal the creation of jobs or upholding high environmental standards? Or is the goal making a profit?
- ❖ The members can request that there be a financial plan or strategy setting out where money will go when the company makes a profit including paying a dividend to the First Nation. At the point where the First Nation receives a dividend it becomes First Nation money. The community could set out a plan that a certain percentage goes to other economic development projects, to education and training, to infrastructure for things like elder and youth homes, hospitals, schools, etc. Members have to realize that it can take many years to start making profits and that you do not want to take money from a business if it means it will fail. Members may also need to recognize that the First Nation may have taken a loan out for their equity money and are paying it back and dividends paid out may be applied to those payments. [Dividends is money paid out by the corporation to its shareholders based on the profit that was made].

- ❖ Members can ask to have a yearly meeting with the corporation of the First Nation and be provided with financial statements on the corporation and a status report on how the business is doing, how many members are employed, etc.
- ❖ Members may be appointed to the Board of Directors of a corporation. The Board of Directors makes decisions with respect to the overall corporation business, strategic plan, policies, finances and dividends.
- ❖ Companies issues shares to their owners. In the case of a First Nation corporation, shares may be issued to the First Nation. There is a person who is named (a “Trustee”) that will vote on behalf of those shares for the members. Usually, there is a trust agreement that is drafted for that person and they vote on behalf of the members of the First Nation. The members can request that there be consultations with them before a vote is taken by the Trustee at a shareholders meeting. They can also ask what rights the shareholder has as set out in corporate documents as well as what the role of the Trustee is as set out in the trust agreement.

## **Duties & Responsibilities of a Director on a Board of Directors of a Corporation**

Duties and responsibilities for a Director of a Corporation Board include:

1. Directors have the duty and power to manage the overall affairs of the corporation.
2. Directors must exercise due diligence. What this means is that the directors have to be familiar with the documents of the company, its purpose, activities and financial position on an ongoing basis. Due diligence also means that in matters of finance, labour, tax, laws and regulation and other corporate obligations, directors must consider their decisions carefully and be diligent about learning about the actual state of affairs of the corporation before making a decision and seeking professional advice if needed.
3. Act in the best interests of the company with an appropriate duty of care.
4. Directors must avoid conflicts of interest and perceived conflicts of interests if and when they arise and strictly follow policies or directives about conflicts of interests. Directors should ensure that conflict of interest policies and procedures are established.
5. Establish and periodically review the company mission which needs to be flexible and responsive to address changing challenges and opportunities. Ensure mission is carried out.
6. Sets up the direction of the company by setting clear goals and objectives.
7. Make reasonable informed decisions. Ensure that Directors have all the information needed to make an informed decision and make sure they understood the documents and situation.

8. Act with loyalty to the corporation and its shareholders
9. Select, appoint, direct and evaluate the Chief Executive Officer of the company who oversees the operation and administration of the company.
10. Monitor financial well-being and be accountable to the shareholders ensuring sufficient resources exist for the corporation's operations
11. Establish a budget, monitor and control expenditures and ensure proper accounting books are kept.
12. Communicate with shareholders and, when required, other vested interests.
13. Attend meetings of the Board and keep informed on all the Board's business.
14. As a Board, ensure that directors resolutions and minutes are properly kept
15. Establish a Board Governance Policy and Code of Conduct.
16. Directors can only be liable for the company's indebtedness if they sign a personal guarantee or if they made decisions that were not reasonable or in good faith or, in the event of a financial difficulty, they fail to pay accrued wages or source deductions for employees.
17. Govern the company by setting out broad policy and objectives.
18. Approve certain corporate activities and transactions including contracts and agreements; asset purchases and sales, approval of new corporate policies, etc.

### **What is a Shareholder?**

A company shareholder's have an ownership interest in the company by investing their money in the company. A share is a portion of the ownership interest and can range from less than 1% of the company to 100%.

Each Shareholder usually receives a share certificate from the company identifying how many shares they hold.

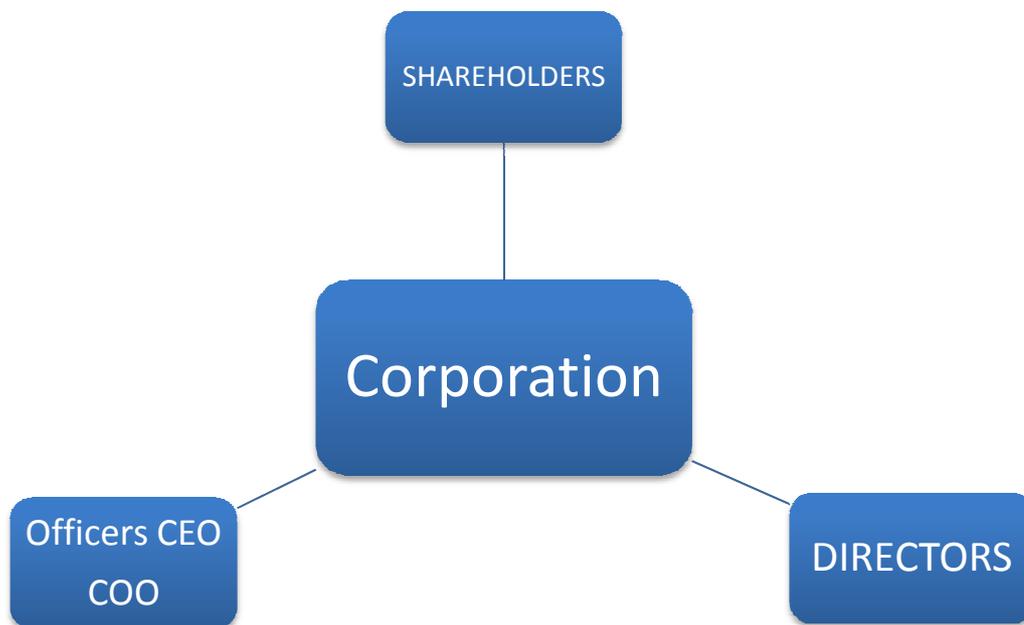
Shareholders are only liable to lose whatever they originally paid for their shares.

Companies are usually required to hold Annual General Meetings where Directors are elected by the shareholders. The company's Articles of Incorporation and the Laws of BC sets out the shareholder voting rights and procedures. Shareholders usually amend Articles and approve financial statements.

If the company makes money, it can pay out part of its profits as dividends to its shareholders based on the percentage of ownership.

Shareholder agreements may be entered into between the shareholders and specific rights are set out in these agreements usually about the transfer of rights of estates in the event of a death of a shareholder or similar situations.

### Sample Structure of the Elements of a Corporation



### Internet Resources for More Information on Corporations

1. Aboriginal Business Services Network <http://www.absn.ca/>
2. Aboriginal Woman's Guide to Business Development <http://www.ainc-inac.gc.ca/ecd/pubs/js/js-eng.pdf>
3. First Nations of BC Web Portal <http://www.fnbc.info/content/business-economic-development>
4. Journey To Economic Independence: Examples of First Nations and their corporate structures <http://www.tted.gov.bc.ca/Publications/Documents/FNReportPrintMeg.pdf>
5. Northeast Aboriginal Business and Wellness Centre, Fort St. John <http://neabc.ca/>

6. BC Government Resource Centre for Small Business  
<http://www.resourcecentre.gov.bc.ca/>

7. Small Business BC  
<http://www.smallbusinessbc.ca/>

8. Canada Business  
<http://www.canadabusiness.ca/eng/125/>

## **TYPE 2: Sole Proprietorship**

### **What is a sole proprietorship?**

A sole proprietorship is doing business without any formal structure and is operated by one owner either under a business name or their own name (“doing business” as or “dba”). It is very simple and you can start doing business almost right away. The sole proprietor is self employed for the purposes of law and taxation.

The sole proprietor is responsible for all debts and obligations of their business and receives all profits of the business. If the business does not do well, creditors can make a claim against your personal and business assets (i.e. business equipment such as trucks or office equipment but also personal possessions like homes or cars.)

### **Why a sole proprietorship?**

- ❖ Easy and inexpensive
- ❖ Relatively low cost to start business
- ❖ Very little regulation of business
- ❖ Make your own decisions
- ❖ Not need much capital to start up
- ❖ Profits go to you directly
- ❖ Tax advantages if the business does not do well. Losses can be deducted from personal income lowering income which means less tax needs to be paid. If operated this way for a First Nation, the First Nation does not pay tax anyway, so this is not an advantage. If a First Nation member is operating a business on reserve, they also do not pay tax.
- ❖ If business is successful, can always incorporate at a later stage.

## Disadvantages of a Sole Proprietorship

- ❖ Unlimited liability, all of the business and personal assets are at risk.
- ❖ If profitable, income would be taxable at a higher rate if taxable.
- ❖ Difficult to find someone to operate the business if owner is away - the business activity will not continue and income will be lost.
- ❖ There is no name protection for the business
- ❖ Can be difficult raising funds for the business as a sole proprietor.
- ❖ If the First Nations does business as a 'sole proprietorship' or "doing business as", it opens up the First Nation to liability which means if there are losses, the First Nation will have to cover them.
- ❖ If the First Nation does business as a "sole proprietorship", it would need to track income and expenses through the main bank account. It would also need to set up an internal report structure so business affairs do not get lost or mixed up with the administration and operations of the First Nation.
- ❖ Need to determine if this is a Chief and Council run business, or who makes the decisions for the business and who they are accountable to.

## Questions to Ask: Is a Sole Proprietorship the Right Entity for the Business?

QUESTION	YES OR NO
Do you want a simple, no fuss, no reporting type of business?	
Do you fully understand that you are putting your personal and business assets at risk if your business suffers losses and you are not able to pay creditors?	
Do you want direct control of the business and not have to report to anyone else?	
You understand that raising funds may be a problem?	
You understand that the business relies solely on you and that if you get sick, take a holiday, the business may not continue unless you have someone to step in for you?	
Do you understand that if you have losses in your business, you can apply it against your income and may pay lower taxes. Or if you make a lot of money, you may be in a higher tax bracket? (This is if you are taxable)	

If you answered yes to three or more questions, a sole proprietorship may be the right entity for you. Legal advice is always important in making these decisions. If you are a First Nation and want to do business this way there are other considerations beyond a sole person going into business for themselves and these issues should be fully explored.

### **What is role of First Nations member in a Sole Proprietorship?**

- ❖ If you are the sole Proprietor, then you are in control.
- ❖ If your First Nation has a sole proprietorship or unincorporated business, members can ask questions at community meetings and ask how the business accounts are being kept separated from the general account, who runs the business, who hires, etc.

## **Type 3: Partnerships**

### **What is a Partnership?**

A partnership is an agreement between two or more people who combine their resources into a business to make a profit.

A partnership would be a good model if you want to carry on business with a partner but do not want to incorporate a corporation.

The best way to be in a partnership is to draw up an agreement with the terms of how the partners will do business together. The agreement would set out who would do what, and what happens when there is a disagreement or if the business closes. The agreement also sets out how profits and losses are shared.

There are two types of partnerships:

1. **General Partners:** in this type of a partnership, the partners would share the management of the business and each partner would be personally liable for all the debts incurred. This means that you assume the responsibility of what your partner does. A partner can be a corporation.
2. **Limited Partnership:** As a limited partner, you can enter into a business venture and not have a say in the control or management of the business, and would be liable for the debts of the partnership up to the amount of money you put into the partnership. Every Limited Partnership must have at least one General Partner that runs the business.

### **Why a Partnership?**

- ❖ Easy to start
- ❖ Low start up costs-shared among partners

- ❖ Good way to get more money into the business
- ❖ Little regulation for a partnership but it becomes more involved when there is a General Partner and a Limited Partner.

### **Disadvantages of a Partnership**

- ❖ Unlimited liability (except if you are a limited partner).
- ❖ Too many bosses.
- ❖ Could have problems raising more capital beyond what people bring into business.
- ❖ Hard to find good partners.
- ❖ Resolving conflict can sometimes be difficult.
- ❖ Partners can legally bind the other partners without their consent.
- ❖ Lack of continuity.
- ❖ No name protection.

### **Questions to Ask: Is a Partnership Right for the Business?**

Question	Yes or No
Do you have a person/company that you know you can work with?	
Do you want a business that is easy to start with shared start up costs?	
Do you like a business where there are several bosses/managers?	
Does pooling your money with someone else allow you to start business?	
Do you understand that you could be liable for all the debts of the business?	
Do you understand that your partner could make an agreement or take on a debt without your knowledge or consent that you are responsible for?	

If you answered yes to three or more, than a partnership could be the right business model for you. Legal advice should be sought, especially to help draw up a partnership agreement.

## **What role do First Nations' members play in a partnership?**

- ❖ If the First Nation becomes the partner in a business, it would be like a sole proprietorship. Members can discuss the partnership at community meetings because the business belongs directly to the First Nation. You can ask questions about how the First Nations is being protected from other partners liability. You can ask about revenue and expenditures, hiring practices, etc.

## **Type 4: Cooperatives**

### **What is a Co-operative?**

A Cooperative is a business that is owned by an association of members. A group of people or businesses pool their resource to meet common needs such as the delivery of products or services, the sale of products or services, employment and more. A cooperative's activities are to provide goods and/or services for its members rather than to the public at large.

Each member of the cooperative association has one vote, regardless of the number of shares held by each member. The advantage of the cooperatives is that it is owned and controlled by members. It is a democratic controlled, one member, one vote and each has limited liability. The profit is distributed fairly among members.

A cooperative is a legal body that is separate and apart from its members. It can enter into contracts, obtain loans and other debt, sue and be sued. It has the same powers as a person. A cooperative is more complex than other businesses to set up as the one member one vote is more complex.

### **Why A Cooperative?**

- ❖ Offers an alternative to the investor owned corporation.
- ❖ Driven by the needs of the membership.
- ❖ Provides for participation by community members.
- ❖ Community coops support a collective need and are rooted in the traditional governance structure of a community.
- ❖ Co-ops established by a First Nation can take advantage of different sectors such as agriculture, forestry, fishing, housing and arts and crafts.

### **Disadvantages of a Cooperative**

- ❖ Possible conflict among members
- ❖ Longer decision making process
- ❖ Need members to participate for a successful business
- ❖ Need extensive record keeping
- ❖ Less incentive to invest additional capital.

### **Questions to Ask: Is a Cooperative Right for the Business?**

Question	Yes or No
Do you want a business that is owned and democratically controlled by the people who use the services?	
Do you want a business that benefits the members and members have a say in making decisions?	
Do you want a business that is a model for community development and job creation?	
Do you have unique needs and goals that can be achieved through collective ownership?	

If you answered yes to any of these questions, a cooperative may be the best model for your business. Again, legal advice is always recommended before a decision is made.

### **Role of First Nations Members in a Cooperative**

Members could buy a share in the business and exercise their rights as managers and voters. This would be an individual investment and choice.

The First Nation itself may buy a share in a cooperative and have one person exercise the vote and management of that share as a Trustee. Trustee would inform members on how that share is managed and duties of consultation with members.

References for Further Research into Cooperatives

Cooperatives and Social Enterprise

[http://www.centreforsocialenterprise.com/f/More\\_Reflections\\_on\\_Legal\\_Structure\\_for\\_Community\\_Enterprise\\_April\\_2010.pdf](http://www.centreforsocialenterprise.com/f/More_Reflections_on_Legal_Structure_for_Community_Enterprise_April_2010.pdf)

Vancity Paper on Cooperatives prepared for BC Business Council 2020 Series

[http://www.bcbc.com/Documents/2020\\_200909\\_Vancity.pdf](http://www.bcbc.com/Documents/2020_200909_Vancity.pdf)

Financing Social Enterprise by Wanda Wuttunee et al

[http://www.usaskstudies.coop/socialeconomy/files/LLL\\_Final\\_Reports/Report\\_CL2\\_02a.pdf](http://www.usaskstudies.coop/socialeconomy/files/LLL_Final_Reports/Report_CL2_02a.pdf)

## **Type 5: Societies**

### **What is a Society?**

A Society is a legal body that is incorporated for a lawful purpose but cannot be a business or trade set up for profit. A Society is usually incorporated by a group of people who wish to assist each other or engage in non-profit group activities. The by-laws and constitution of the society lay out the purposes for which the Society is being incorporated.

The Society can exist as long as the required documents are filed with the government on a yearly basis. A society can enter into contracts and sue or be sued just as a regular person can. The income gained by the society are used for the purposes of the society. Therefore, if you incorporate a society to run a Cultural Centre, all money made will go back into running the centre.

### **Why a society?**

- ❖ Limited liability: Members of the society are not liable for any debt or liability of the Society.
- ❖ Permanency: society can be indefinite as long as the required documents are filed with the government annually.
- ❖ Structure: provides a way for a group of people to work together.
- ❖ Identity: provide an identity with which people can associate (community).
- ❖ Funding: Funding agencies and institutions will often give money to an incorporated.
- ❖ A non-profit society must apply to the Canada Revenue Agency for charitable designation. Societies must be a charitable organization to give tax receipts for donations or gifts.

### **Disadvantages of a Society**

- ❖ Highly regulated with reporting to government.
- ❖ Must hold yearly meetings to appoint board and carry out business.

- ❖ Must have a quorum of members to attend an annual general meeting.
- ❖ Constitution and by-laws need an extraordinary motion to change.
- ❖ Income generated by the Society goes towards the purposes set out in the constitution. You cannot use money made by the Society for anything you want.

### **Questions to Ask if the Society Model is Being Considered**

Question	Yes or No
Will First Nation/group own or deal in real property-land?	
Will First Nation/group enter into contracts as a regular part of its activities- buy or sell thing, hire employees, lease premises of equipment?	
Does First Nation/group expect to raise funds or receive any donations/gifts?	
Will any members of First Nation/group incur debts on behalf of the First Nation to do its work?	
Does the First Nation/group want charitable status?	

If your First Nation/group answered yes to any of the above questions you should consider incorporating a Society. Legal advice should always be sought when making a decision whether to incorporate a society.

### **What Role do First Nations Members Play in a Society?**

When a First Nation incorporates a society, it is the normal practice to allow any member of voting age, usually 18, to be a member of the society for a nominal fee.

As a member of the society:

1. Members are entitled to notice and attendance at the Annual General Meeting.
2. At the AGM members will hear reports on the work of the society and can make motions to direct the work of the society.
3. Receive the financial statements of the society and vote whether to accept them;
4. Members can ask that the auditor be present at AGM to present financial statements and answer questions of members.
5. 10% of the members can call an AGM if directors do not call one.
6. Vote on the choice of auditor.

7. May be able to nominate and vote on who will be on the board members. (depends on constitution and by laws of society)
8. Members can vote on whether the purposes of the society can be changed or any of the constitution or by laws of the society are changed.
9. Members cannot conduct society business at a band/community meeting. The right place to conduct society business is at AGM or specially called meetings of the society.

### **Directors of a Society**

Directors, who are elected, have the following duties:

1. Must act honestly and in good faith
2. Must act as a reasonable person with due diligence and skill when conducting business on behalf of the society.
3. Owe a duty to act in the society's best interest. This means Directors cannot acquire financial gain from the society, enter into a contract with or become employees of a society. (exception to this is in 4 and 5)
  - ❖ A Director of a society can gain from the society if he or she notifies all Directors in writing, of his or her conflicting interest in a transaction before the Board approves it. You cannot participate in that vote as a Director if you may have conflict.
  - ❖ A Director of the society can gain from the society if he or she receives a 75% vote of the members of the society that the transaction is fair.
4. A Director must attend meetings and be familiar with the business of the society.
5. A Director must exercise due diligence when making decision on behalf of the society

### **Toolkit for Chief and Council**

#### **What Role Does Chief and Council Play in Economic Development?**

1. May be placed on Board of a Corporation or Society, but they act as Board members, not as Chief and Council.
2. The community needs to decide if they want their Chief and Council to be on boards of companies and societies or if they prefer to separate business from the government/politics. The practice differs from community to community. There is much research including from the Harvard Project that indicates First Nations businesses are more successful when they operate separate from politics.

3. The by-laws of the corporation may require the Chief and Council to appoint the board members to the corporation.
4. Provide leadership to set direction for Economic Development for the First Nation.
5. Work with members to do an Economic Development Plan and Strategy
6. If Chief and Council provides money to the Corporation/society, they are clear with the Corporation/body what that money is. Is it First Nations equity and what share do they hold in that corporation. If it is a loan, enter into an agreement with the corporation/society as to what the repayment terms are. A BCR or a handshake is not good enough. There should be a formal agreement as to how the money will be paid back. A BCR does not bind the company to pay the money back, an agreement does. Or have a share certificate issued if it for ownership in the company.
7. When corporations/societies are established, Chief and Council must ensure that the First Nations interest is well reflected. This can be done by having a majority of the Directors come from the First Nation, percentage of ownership, agreements that bind the corporation to uphold high environmental standards, agreements with corporation that provides benefits like employment and training and assurance that First Nation members can be trained in management as well as other jobs.
8. The Chief and Council need to negotiate shareholders agreements with other owners if there are any to ensure the First Nations rights and interests are protected.
9. The Chief and Council need to decide who will hold the shares of a corporation in trust for the members. They then need to enter into an agreement with that person on how they will vote those shares, and when they will have to transfer the shares back to another person Chief and Council decides.
10. Set out how the Chief and Council work with the Corporation. Could be an MOU with the company that sets out a process on how the corporation seeks financial, political or technical support. This MOU should also set out how and when the corporation provides information to the Chief and Council. Also what documents would be provided to Chief and Council such as yearly financial statements, annual reports, etc.
11. When the corporation needs provincial or federal licenses or permits, and the First Nations has to be consulted, the Chief and Council must represent the rights and title of the First Nations during consultations.
12. The Chief and Council can help lobby for the needed permissions from the Province or Federal governments for licenses or permits or other things to assist the business to get

what they need to begin operations once the community understand the development's potential impacts on rights and title.

13. The Chief and Council can assist with the positive promotion and marketing of the business by building a positive image of the First Nation, and ensure that if any businesses are located on reserve, that the community is well cared for and customers/clients are welcome to enter on reserve.
14. Chief and Council can ask the Chair of the Board of Directors or CEO of the corporation to report to them on a periodic basis so they are aware of how the corporation/society is operating.
15. Can provide political support to businesses when they are seeking grant/contribution money through proposals.
16. Negotiates with businesses any land or other resource needs on reserve on behalf of the First Nation.
17. Ensures that the First Nation business is aware of any licensing requirements of the First Nation, or taxation needs

**\*\*Note:** This is a guide and not an exhaustive list and more can be added on or changed.

## **Toolkit for the Economic Development Officer**

### **What is the Role of the Economic Development Officer?**

Most First Nations have an Economic Development Officer that works on getting economic development projects going. This Economic Development officer may work directly for the First Nation and at times be an employee of a First Nations Corporation. These duties set out below pertain to the Economic Development Officer that works for the First Nation.

1. Carries out the direction of the Chief and Council with respect to Economic Development (or other person as set out by the Chief and Council).
2. Implements the Economic Development Plan/Strategy.
3. Works closely with the membership in updating economic development plans and ensures the interests of the members are reflected in the plan.
4. Works closely with First Nation businesses to assist where possible.
5. Researches and develops ideas for businesses for the First Nation/members.
6. Prepares or assists with business and feasibility plans.

7. Develops relationships with Chief and Council, members, surrounding businesses and local governments and other possible business partners.
8. Prepares proposals for seed money for businesses
9. Hires, under direction of Chief and Council, technical support for developing proposals or preparing feasibility studies
10. Negotiate MOU's with potential business partners/industry/local governments to help advance businesses.
11. Reports to Chief and Council on progress of potential projects.
12. Scopes out business/economic opportunities with businesses that are either intending to or are already working in the territory.
13. Provides advice and guidance to the Chief and Council and members about economic development.
14. Finds ways to build capacity with members to take on jobs in First Nations business, train board members for companies and societies and encourages post secondary training for management in business.
15. Working with Education and Social Development Departments, inventories the skill and education level of members in the First Nation to know what skills are available for corporations and what skills need to be developed.
16. Keep current on developments in economic development, pots of money for developing businesses and training courses for members.

## **Checklist for Job Description for an Economic Development Officer**

### ***Position identification***

\_\_\_\_\_ Includes Title of Position

\_\_\_\_\_ Department position is located in

\_\_\_\_\_ Includes who EDO Reports To

\_\_\_\_\_ Position Type: Full time, part time, contract

### ***Position Objective or Purpose***

\_\_\_\_\_ Defines opportunities EDO will be looking at

- \_\_\_\_\_ Describes the key roles the EDO and what those roles are expected to achieve
- \_\_\_\_\_ Locates or proposes potential business deals by contacting potential partners
- \_\_\_\_\_ Screens potential business deals by analyzing market strategies, deal requirements, potential and financials; evaluates options, resolves internal priorities, recommends equity investments
- \_\_\_\_\_ Closes new business deals by coordinating requirements; developing and negotiating contracts
- \_\_\_\_\_ Defines who the EDO serves as a resource to? The people, the Council, prospective business people?
- \_\_\_\_\_ Addresses whether EDO role will change according to situation and needs
- \_\_\_\_\_ Establishes whether EDO coordinates and promotes the development of First Nations business and people of their reserve
- \_\_\_\_\_ Describes what is communicated back to community
- \_\_\_\_\_ Protects First Nations business by keeping information confidential

*Physical environment*

- \_\_\_\_\_ Defines where EDO will work (office and travelling)
- \_\_\_\_\_ Lays out criteria that allows for flexibility of office work through technology
- \_\_\_\_\_ Defines how many days may be travel days and responsibilities to remain in contact with office

*Administration*

- \_\_\_\_\_ Defines what administrative support EDO will receive
- \_\_\_\_\_ Describes who will purchase inventory and office supplies

Working hours

- \_\_\_\_\_ Sets out office hours
- \_\_\_\_\_ Allows for flexibility if evening or weekend meetings are required
- \_\_\_\_\_ Professional time management is required

### *Challenges*

\_\_\_\_\_ Lays out any specific challenges to the job

\_\_\_\_\_ Sets out need or structure to work with other Departments in the First Nation.

### *Duties, Responsibilities and Performance Objectives*

\_\_\_\_\_ Describes need for EDO to familiarize self with community and political processes.

\_\_\_\_\_ Outlines the position is non-political for elected leaders, elders and community members.

\_\_\_\_\_ Defines responsibility of EDO to create local economic development strategies and practices and reviews them annually with community

\_\_\_\_\_ Obligation to perform continuous assessment of economic development needs

\_\_\_\_\_ Maintains inventory of existing business, human resources and sector activities

\_\_\_\_\_ Establishes process to work and consult with community members

\_\_\_\_\_ Maintains a profile in community and surrounding area as the go to person for economic development for First Nation

\_\_\_\_\_ Provides for reporting mechanism to supervisor and/or Chief and Council. Reporting to include proposals for economic development initiatives, updates and final reports for all projects

\_\_\_\_\_ Sets out financial consideration i.e. who does the budget, financial projections and keeps within budget

\_\_\_\_\_ Responsibility for maintaining communications by e-mail, phone, or letter

\_\_\_\_\_ Responsibility to keep informed on current business issues.

\_\_\_\_\_ Have a comprehensive understanding of business as it affect First Nations and members for businesses on reserve.

\_\_\_\_\_ Defines with whom the EDO needs to develop relationships

\_\_\_\_\_ Maintains a data file on best practices achieved in all aspects of Economic Development within and outside the community.

\_\_\_\_\_ EDO obligation to set performance objectives for the year with a quarterly evaluation with superior

*Education, Experience and Competence*

\_\_\_\_\_ Lays out years of experience in business or economic development and or education, training or on the job training

\_\_\_\_\_ Communications: written, oral, computer based, skills in communicating with council, community, businesses, financial institutions and governments

\_\_\_\_\_ Defines if teamwork a necessary component of this position

\_\_\_\_\_ Research and analysis skills defined

\_\_\_\_\_ Describes understanding of practice and theory of Economic Development

\_\_\_\_\_ Understand the context of First Nations economic development and the various institutions that have to be dealt with ie. laws, financial institutions

\_\_\_\_\_ Defines knowledge for establishing legal entities/ventures/ partnerships

\_\_\_\_\_ Lays out needed skills in marketing

\_\_\_\_\_ Defines financial expertise needed

\_\_\_\_\_ Describes abilities to write proposals, do business plans and all preparatory work for a business and business basics.

\_\_\_\_\_ Has ability to follow through with government, agencies and institutions to obtain grants, contributions or loans and other indebtedness needed for business

\_\_\_\_\_ Are Lobbying skills required?

\_\_\_\_\_ Lays out independence of position needed and supervisory skills if oversees staff

\_\_\_\_\_ Abilities to problem solve

\_\_\_\_\_ Competencies in technology

*General Responsibilities*

\_\_\_\_\_ Are there any other general duties that EDO should perform?

*Personal characteristics*

\_\_\_\_\_ Outlines desirable qualifications

\_\_\_\_\_ Details knowledge, skills and experience (essential)

\_\_\_\_\_ Outlines knowledge, skills and experience (desirable)

Could including things like self-directed, profession, business-like manner, can-do attitude, friendly, open and receptive personality, flexible, punctual, meets timelines, multi-tasker with ability to work on a variety of projects at the same time, reliable, thorough, sound judgment and ability to deal effectively with political and ethical considerations.

*Reporting Requirement*

\_\_\_\_\_ Lays out who EDO reports to, when, how often and in what form

*Expected Results*

\_\_\_\_\_ Defines what results EDO should achieve (eg. increase economic development opportunities for First Nations and individual businesses on reserve, or contribute to growth of economic independence for First Nation and individuals

*Compensation and classification Level*

\_\_\_\_\_ Includes salary range

\_\_\_\_\_ Defines holiday and benefits

*Acknowledgement*

\_\_\_\_\_ A section where employee signs to acknowledge he is familiar with the job description. Also signed by direct supervisor to show that they have reviewed it with EDO

\*\*\*NOTE: You can make use of whatever sections suit the position being offered in the community and the level of qualification required for the EDO.

## How to Run an Effective Board/Committee Meeting

1. Have an effective agenda which sets time for each agenda item.
2. Information materials should go to Board members at least 48 hours in advance so Board members can read and be prepared to discuss and where necessary, make decisions. Time should not be spent at meeting while Board members read their package.
3. Board members who are presenting on items should be prepared to present.
4. Start and end your meeting on time.
5. Stick to the agenda.
6. Circulate a draft agenda to Board members and ask for any other business items to be added ahead of time. Otherwise, it may create a free-for-all session that wastes time as staff may not be prepared to deal with the item.
7. Agenda items should have an outcome for each issue so the board members know what is expected of each item. Types of outcomes could include:
  - Decision
  - Discussion
  - Information
  - Planning
  - Generating ideas
  - Getting feedback
  - Policy statement
  - Guest Speaker
8. Have routine, administrative items at the top of the agenda-like approving minutes or introducing new board or staff. Makes sure you get through the necessary approvals.
9. Have important issues right after the administrative items. If you run out of time, then you have addressed the most pressing issues.
10. Finance report should be brief unless there is a significant issue that needs discussion. The Board must trust its finance committee to oversee the financial picture.
11. If you have some contentious or heavier issues, try and space them out so they are not one right after the other.
12. Committee reports that do not require voting action can be sent to board members ahead of time and bundled into one motion for accepting reports.

13. Ensuring a quorum: A clear effective policy on board attendance is necessary. Having staff ensure there will be a quorum to carry out the work is very important.
14. Make sure that decisions are correctly captured and understood. You do not want Board members stating at the next meeting that what is written is not what they agreed to. Read back the motion several times to ensure everyone understand what is being agreed to.
15. Circulate minutes within a few days of the meeting. Ask Directors to review and make any corrections. This helps while people have the meeting fresh in their mind and not trying to remember what happened one or two months ago.
16. In closing the meeting, the chair could review and summarize all decisions and assignments with specific dates and set a date for the next meeting.

### **Checklist for Committee Structures**

Committees are often struck by Boards of Directors or by Chief and Council. Committees are working bodies and make recommendations to the Board and do not make decisions. An effective committee has the following checklist:

- \_\_\_\_\_ Has clearly established purpose and authority established by terms of reference and explained to all members
- \_\_\_\_\_ Has defined committee responsibilities and specific tasks
- \_\_\_\_\_ Set time limits for committee operations
- \_\_\_\_\_ Committee knows to whom and when to report
- \_\_\_\_\_ If required, has an established budget
- \_\_\_\_\_ Duration of committee membership set
- \_\_\_\_\_ Staff and other resources identified
- \_\_\_\_\_ Committee members understand commitment to contribute fully to the discussions and recommendations
- \_\_\_\_\_ Committee minutes are clear and concise
- \_\_\_\_\_ Committee members encouraged to discuss new ideas openly
- \_\_\_\_\_ Clear guidance is provided on dealing with confidential material

## **One Corporate Model for Taxation Purposes**

One model that is used by many First Nations to ensure they do not have to pay tax on their business is the Limited partnership arrangement. Legal advice should always be sought in setting up structures for business and any tax implication. This model is used for illustrative purposes only.

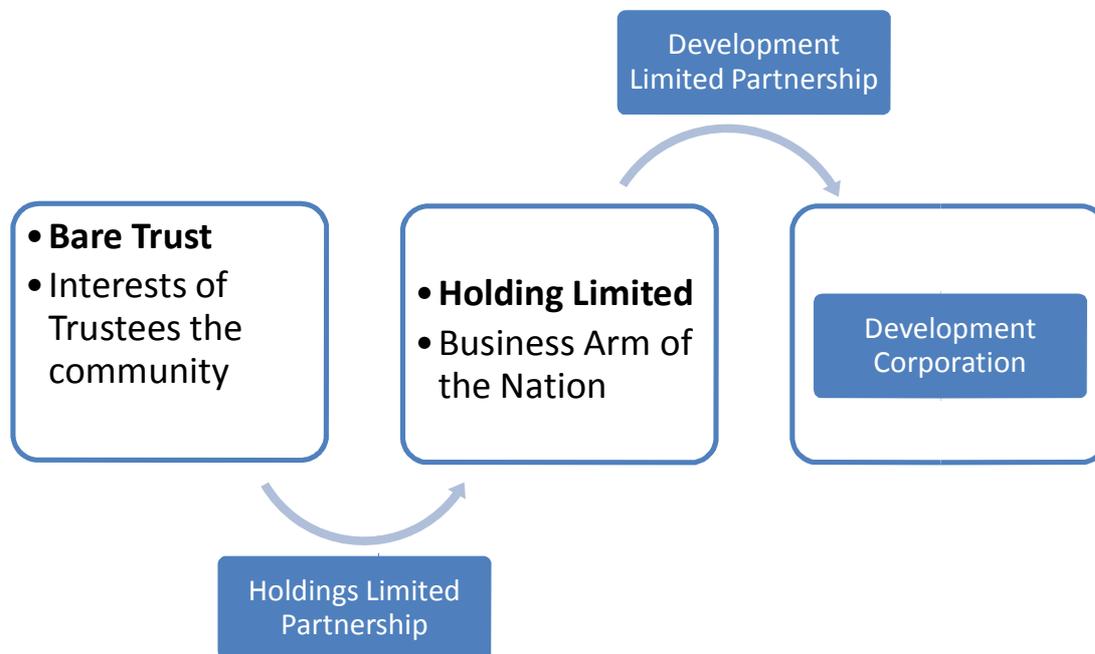
A limited partnership agreement is used to set up the relationship between a General Partner (operating corporation) and the Limited Partner (Holding Company) The General Partner is the operating corporation and runs the business on behalf of the First Nation. The General partner generally holds the liabilities of the partnership and profits are dispersed to the Limited Partner. This Limited Partner is entered into another Limited Partnership agreement with the First Nation. There is a partnership with a limited corporation.

The General Partner when it makes a decision to pay dividends pays the First Nation dividends to the Limited Partner Company. The Company can then pay the dividends to the First Nation without paying tax.

In order to qualify for this tax exemption model, the First Nation must prove it exercises the powers and functions of a government. The First Nation must meet some of the following criteria:

1. Has laws or by-laws in place
2. Provides services to its members eg. health, education, social services, employment and training and economic development.
3. Has to prove there is a sophisticated structure related to its government.
4. There are also requirements that company A cannot be totally controlled by the First Nation, that is a majority of the Directors cannot be from the First Nation.

## Model Relationship Diagram for General and Limited Partnership



Legal Advice should be sought to ensure corporations and partnerships are done correctly.

### What is a Joint Venture?

A joint venture is a strategic alliance where two or more parties, usually businesses, form a partnership to share markets, intellectual property, assets, knowledge, and profits. A joint venture is formed for a specific limited purpose or for a limited period of time.

### What is the Difference between a Partnership and a Joint Venture?

A Joint Venture is a contractual arrangement between two parties that is undertaken to complete a specific task and a partnership is an agreement between two parties who have agreed to undertake a business venture as co-owners and agree to share profits and losses of the activity undertaken. In a Joint Venture a separate entity is formed that ceases to exist on completion of the task agreed and with a partnership it continues operations until dissolved and formation of a separate entity is not necessary.

## What is difference between a Joint Venture and a Merger?

A merger combines businesses, a joint venture keeps the businesses separate.

## Questions to Ask: Is a Joint Venture Right for the Business?

Questions	Yes or No
Are there geographical areas that will remain beyond their businesses reach without other partners?	
Is there need to develop know-how which has already been developed by another company or individual?	
Is there a business that can help develop a better market penetration?	
Is there a company that has resources complementary to the First Nations business?	
How will combining resources feel?	
Does the business have access to legal resources to structure the joint venture and insure all aspects are covered to protect and benefit your business?	
Are there any best practices of joint ventures that can be researched to see how it was done?	
Do the First Nation understand that they will need to develop a joint business plan for JV?	
Will JV mean a downsized workforce and what impact will that have?	
Is the company in need of more credibility and will the JV bring the credibility needed?	

If you answered yes to some of these questions, you may want to consider a joint venture. Ensuring legal advice in drafting the agreement would be essential.

## Social Enterprise or Enterprising Non-Profit Organization

Social Enterprise has emerged as a legitimate model for transformative social change. It is about a sustainable business approach to addressing social issues and creating positive community change. First Nations communities fall within this definition because of the great need in changing social conditions from housing, to health and education.

Social enterprise is a business whose profits are used to fund the organization's social mission. In the case of a First Nation, if their profits are used for building homes or changing the living conditions of their members, this is social enterprise. As members determine priorities on where profits are spent, they control what services will be offered with the profits.

The Social enterprise creates and sustains revenue generating business and becomes self-sustainable and not dependent on government funding.

Business look for the value of creating new markets and social enterprise businesses look for the value in the form of transformational change that will benefit disadvantaged communities which leads to benefitting society at large.

As a First Nations doing business, finding investors and financial institutions that are willing to loan money at a lower interest rate because the proposed development is a social enterprise is difficult. But as the concept of Social Enterprise and social entrepreneurs develops more within Canada, First Nations may find more investors that are willing to support the businesses they get involved in because of the nature of the business being one of social enterprise.

Utilizing resources outlined below may find new ways of raising funds needed for business.

### **Resources for Social Enterprises**

BC Centre for Social Enterprise <http://www.centreforsocialenterprise.com/index.html>

Enterprising Non Profits <http://www.enterprisingnonprofits.ca/>

Social Enterprise for Canada <http://www.socialenterprise.ca/>

### **Draft Outline for a First Nation's Economic Development Strategy**

#### 1. Introduction

- Describe why there is a need for economic development in the community
- Describe why the community wants to get involved in economic development
- Lay out the process the community went through to put together strategy
- Outline the community consultation

#### 2. Developing a Framework

- Mission Statement
- Goals

#### 3. Community's Perspectives

- Role of Chief and Council in economic development
- Role of members in economic development
- Community strengths and weaknesses
- Employment interests
- Training and education

- Community Businesses: What businesses would members like to see?
4. Socio-Economic Trends
    - What is current population and projections for increases?
    - What is the breakdown of age group? One age group more dominant?
    - What is trend in outside labour force?
    - What is level of skills and education in First Nation?
    - What are the general trends in BC Labour Force?
    - What are the trends in surrounding cities, communities?
    - Who are the key businesses?
    - Any best practices or lessons learned in businesses surrounding First Nation?
  5. What are the Opportunities in the sector?(specific to your area)
    - Forestry and forest products
    - Alternative Energy
    - Tourism
    - Retail and services
    - Manufacturing
    - Agriculture
    - Other?
    - Specific Business Ventures: What is your First Nation involved in now?
    - Opportunities Summary
  6. Environmental Scan Identifying Strengths, Weaknesses, Opportunities and constraints
    - Strengths
    - Limitations

- Opportunities
  - Constraints
7. Who will do Economic Development? Developing the Foundation
    - Chief and Council? Economic Development Corporation? Committee? Other?
    - Define the responsibilities of f the body that will carry out the work
    - Analysis of businesses or proposed business
    - Feasibility Studies
    - Business Planning
    - Financing
  8. Moving forward-Strategies for Economic Development
    - Strategies
    - Action Plan: Sets out Objectives, Actions, Key Responsibilities and Actions, outcomes time frame for each strategy
  9. Add any Appendixes that may be important to the Strategy

### **Additional Economic Development Strategy Resources**

BC First Nations Economic Action Plan

[http://www.fns.bc.ca/pdf/BC\\_FN\\_EconAction0708.pdf](http://www.fns.bc.ca/pdf/BC_FN_EconAction0708.pdf)

Community Engagement Toolkit 2005

[http://fnbc.info/sites/default/files/documents/community-engagement-toolkit\[1\].pdf](http://fnbc.info/sites/default/files/documents/community-engagement-toolkit[1].pdf)

Community Participation in Planning

<http://www.absn.ca/ABSNAEDTOOLKIT-001.pdf>

Ross River First Nation, Yukon

[http://www.yukonomics.ca/reports/Economic\\_Development\\_Strategy\\_for\\_Ross\\_River.pdf](http://www.yukonomics.ca/reports/Economic_Development_Strategy_for_Ross_River.pdf)

Skeena Native Development: Masters in our Own House

<http://www.snds.bc.ca/master.html>

Xatsull First Nations Community Plan: Includes Economic Development

<http://www.xatsull.com/Portals/0/ENTIRE%20--%20Goals%20&%20Strategies.pdf>

## Land Leases on Reserve

There are three different types of leases that one can obtain from reserve lands.

1. A lease that is negotiated by and with INAC and the First Nation and the person/company they are leasing to. This is required by the Indian Act to be legally binding.
2. A lease that is negotiated with the First Nation that has in place a Land Code that has been accepted under the First Nations Land Management Act. These types of leases can be negotiated by the First Nations and include terms that the First Nation desires.
3. A “Buckshee” lease: that is a lease that does not have the approval of INAC and is negotiated between a First Nation, or First Nation member and the person who they want to lease the land to. These types of leases are very common. The courts have held that these types of leases are unenforceable. That means that any terms the First Nations puts in the lease is unenforceable as it is for the person who leases the land, they cannot enforce the agreement against the First Nation. The lease is only as good as there is good will of the First nation/member and the person leasing the land.

**Leases should include** the following terms and provisions

1. Who are the parties?
2. What is the term of the lease?
3. Can lease be renewed? For how long? Is there an option? Who has option?
4. What is the exact description of the land being leased?
5. What is the purpose for which the lands are being leased? If purpose is changed, what is the process person leasing has to go through to get approval?
6. What are the lease payments, how often are they made and to whom?
7. What happens on default of payments?
8. Payment for services if any over and above the lease payment; i.e. Water, sewer, garbage, use of roads, etc.

9. Are there taxes payable to the First Nation? Or is it included in lease payment?
10. Are there laws/policies that the person leasing the land must live up to? i.e. Licensing by-law if carrying on a business, or a noise by-law, environmental standards.
11. What happens to lease if there are breaches to the laws/policies?
12. Should include a definition section on important terms used in the lease.
13. What responsibilities does person leasing the land have in keeping the land/property in a good condition?
14. If person leases the property and adds improvements, capital improvements or otherwise, what happens when lease is ended. Who owns the improvements?
15. Are there any requirements the First Nations want that the person leasing carries certain types of insurance and for what amounts.
16. Can the lease be ended earlier than the term negotiated? If so, how much notice is needed?
17. Can the person leasing, sub-lease or assign the lease to another person.
18. Does the First Nation require an indemnification clause so that the person leasing the property cannot sue them?
19. Depending on the type of purpose of the lease, First Nation will need to develop conditions around that purpose. I.e. if there will be environmental impacts then that must be included in the terms of the lease or if a farming lease, is it required to be organic and not use pesticides/herbicides, etc.

Drafting a lease is an important document and you should ensure that you if you draft the agreement yourself, you should get a lawyer to review it to ensure that you have included all the terms that you will need to protect your legal rights.

## Elements to Include in a Letter of Intent with a Business/Corporation

- ❖ Who are the parties that are involved?
- ❖ What the business that is being contemplated? The business proposition
- ❖ What expertise does the corporation bring to the table?
- ❖ What stage is the proposed project at?
- ❖ The First Nation involvement does not affect their rights and title.
- ❖ What is the purpose of the agreement: explore possibilities of working together? Allow First Nation time to do their due diligence on the project to determine involvement?
- ❖ What resources are being provided by the company to the First Nation to do their due diligence?
- ❖ Is there a timeline?
- ❖ What information is exchanged? Are there any confidentiality issues with First Nations information or with business sensitivity information and how is that handled? Confidentiality clauses?
- ❖ What the process for communication?
- ❖ What time commitment will company put in to meet with Chief and council, representatives of First Nation and the membership if that is required at the early stages?
- ❖ Is exclusivity a desired element-that the corporation does not talk to any other potential partners until First Nation does its due diligence?
- ❖ What are the possible benefits to the First Nation that can be explored? Ownership-equity, revenue, jobs, training, environmental stewardship, etc.
- ❖ What is the ability of the corporation to raise capital for the project?
- ❖ Does corporation recognize or respect aboriginal rights and title and how will the corporation commit to minimizing impact with high environmental standards to be determined by the parties.

## **Template Letter of Intent with a Corporation**

***Date:***

***Corporation ABC***

Vancouver, BC

(hereinafter called the Developer)

And

***First Nations XYZ***

Worington, BC

RE: Proposed Project X

### ***Background***

- A. The Developer's project is located within the territory of the First Nation.
- B. The First Nation has rights and title within the territory that must be respected and any impacts must be avoided or mitigated with the consent of the First Nation.
- C. The Developer is proposing to ...
- D. The First Nation is willing to work with the Developer to evaluate the project and determine if the project should proceed, and if it proceeds, what involvement if any the first Nation may have in the project.
- E. Other ...

### ***First Nation Position***

- 1. The First Nation enters into this letter of Intent as an exploratory process and does so in a manner that in no way will it be construed taking away from the Aboriginal Rights and Title of the First Nation. Nor does it replace the consultation and accommodation process with government and the Developer.
- 2. The Developer respects the First Nation's rights and title and is demonstrating that respect by working with them on the proposed project in this way.

### ***Project Description or Business Proposition***

- 3. Lay out what the proposed project is
- 4. Describe what expertise, qualifications the developer says he brings to the project.
- 5. Describe what work the Developer has undertaken to this point

### ***Purpose of the letter***

- 6. Define what the First Nation and developer seek to do at preliminary stage

- i) The First Nation shall review the Developer's proposal with the intent of determining whether it is a project that the First Nation will allow in their territory
- ii) The First Nation will outline possible concerns that would need to be studied and evaluated if the project was to go ahead
- iii) If it is a project that the First Nation would like to be involved in, the process to negotiate a business agreement.

***Resources***

- 7. The Developer will provide the First Nation with \$ \_\_\_\_\_ in order to review the proposal, hire any experts or technical people, financial review
- 8. The Developer and his staff commit to meeting with and discussing all aspects of the proposed project with the First Nations, its community or its technical experts

***Information***

- 9. The Developer commits to providing the First Nation with all information that is has with respect to the project in order for the First Nation to fairly evaluate the proposed project.
- 10. The First Nation will hold confidential all information provided to the First Nation that is business sensitive or as advised by the Company.
- 11. The First Nation shall provide information with respect to its rights and any potential impacts to those rights of the proposed project. The First Nation information will be held confidential by the Developer.

***OR***

- 12. The Parties shall enter into a separate confidentiality agreement that will set out how information from either party will be dealt with.

***Communications***

- 13. The Developer shall communicate to the First Nation to XYZ, the First Nations CEO or EDO at \_\_\_\_\_ to set up meetings and provide information to. The Developer and the Chief and Council may establish high level meetings to assist in implementing this agreement. (or set out how you want the Developer to communicate with the First Nation as this becomes a point of contention at times.

***Exclusivity***

- 14. The Developer will not approach any other party to participate in this project until such time as the First Nation determines its participation if any in the project. The Developer may approach another party if it has the consent of the First Nation.

***Benefits to the First Nation***

15. If the First Nation determines that it may want to participate in the project or not participate the parties will determine a process for negotiations for a business agreement and may explore the following topics:

- i) The environmental standards that must be used for the project
- ii) That certain rights and areas of the First Nation territory must be protected to the satisfaction of the project: Outline what those rights or areas are.
- iii) What studies must be done to address some of the concerns the First Nation has and that those concerns will be dealt with in a way that is satisfactory to the First Nation.
- iv) Equity participation-ownership
- v) Revenue sharing
- vi) Training and jobs
- vii) Management
- viii) Role of First Nation on Board
- ix) The Developer has assured the First Nation that they have the ability to raise the capital to carry out this project

***Other***

16. Lay out any other terms and conditions the First Nation thinks is important

Signed by

***First Nation***

***Developer***

This letter is meant as a guide only. Terms can be included or not included. Other things can be added. It needs to be drafted according to the particular project. Legal advice is always recommended

## **Resources and Further Research**

### **Aboriginal Capital Corporations and Resources**

Aboriginal Financial Officers Association

<http://www.foa.ca/index.asp>

All Nations Trust Company, Kamloops, BC

<http://www.antco.bc.ca/>

Coast Opportunity Funds, Vancouver, BC

<http://www.coastfunds.ca/>

Council for Advancement of Native Development Officers

<http://www.edo.ca/home>

Community Futures Development Corporation of the Central Interior First Nations, Kamloops, BC

<http://www.cfdfocifn.com/>

First Nations Agricultural Lending Association, Kamloops, BC

<http://www.fnala.com/>

Prince George Aboriginal Business and Community Development Centre

<http://www.abdc.bc.ca/>

National Aboriginal Capital Corporations Association , Ottawa, Ontario

<http://www.nacca.net/eng-about.html>

New Relationship Trust Fund

<http://www.newrelationshiptrust.ca/>

Northeast BC Aboriginal Business and Wellness Centre, Fort St. John

<http://neabc.ca/>

Nuu-chah-nulth Economic Development Corporation, Port Alberni, BC

<http://www.nedc.info/>

Sto'lo Development Corporation, Chilliwack, BC

<http://www.stolocf.com/>

Tale'wawtxw Capital Corporation, Chilliwack, BC

<http://www.tacc.ca/>

Tribal Resources Investment Corp (TRICORP) Prince Rupert, BC

<http://www.tricorp.ca/>

## **Government of Canada**

Economic Programs

<http://www.ainc-inac.gc.ca/ece/ep/index-eng.asp>

Aboriginal Business Canada

<http://www.ainc-inac.gc.ca/ece/ab/abc/index-eng.asp>

Funding

<http://www.ainc-inac.gc.ca/ecd/ab/abc/index-eng.asp>

Publications on Economic Development

<http://pse-esd.ainc-inac.gc.ca/pubcbw/catalog-eng.asp?cat=ED&URL=www.ainc-inac.gc.ca/nth/ecd/index-eng.asp&URLDesc=Economic%20Development>

## **Government of British Columbia**

First Citizens Fund Loan Program

[www.antco.bc.ca/downloads/fcf-info-sheet.pdf](http://www.antco.bc.ca/downloads/fcf-info-sheet.pdf)

BC Government Resource Centre for Small Business

<http://www.resourcecentre.gov.bc.ca/>

Small Business BC

<http://www.smallbusinessbc.ca/>

## **Social Enterprise or Enterprising-non-profit organizations**

Center for Community Enterprise

[http://www.cedworks.com/socialenterprise\\_01.html](http://www.cedworks.com/socialenterprise_01.html)

Centre for Social Enterprise

<http://www.centreforsocialenterprise.com/index.html>

Social Enterprise for Canada <http://www.socialenterprise.ca/>

## **Understanding Business Terminology – Resources for Research**

Business Dictionary <http://www.allbusiness.com/glossaries/business/4941806-1.html>

Dictionary <http://dictionary.reference.com/>

Acronyms <http://www.acronymfinder.com/ACRONYM.html>