

CERTIFICATION OF LAND CODE

Whereas the *Kwiah First Nation Land Code* (the "Land Code") and the Individual Agreement between Kwiah First Nation and His Majesty in right of Canada (the "Individual Agreement") were submitted to a Ratification Vote by the Kwiah First Nation membership on the 31st of May 2023.

And whereas the Land Code and the Individual Agreement were approved by the Eligible Voters at the Ratification Vote on the 31st of May 2023.

And whereas the Council of Kwiah First Nation has sent a true copy of the fully signed Individual Agreement and a statement that the Land Code and the Individual Agreement were properly approved;

And whereas clause 5.2(l) of the Framework Agreement states that a Land Code must come into force within six months of its certification by the Verifier.

And whereas clause 21.8 of the *Kwiah First Nation Land Code* states that the Land Code shall take effect on the first day of the month following its certification by the Verifier.

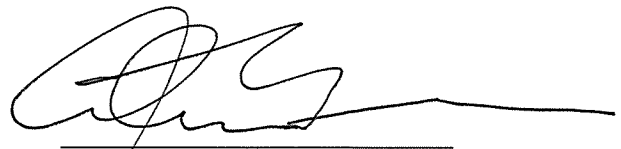
Therefore, I hereby certify the *Kwiah First Nation Land Code*, attached as Annex "1" hereto, and the effective date of the Land Code will be the day of July 1st, 2023.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the *Canada Evidence Act*

DECLARED BEFORE me at the city of
Kelowna in the province of British
Columbia this 19th day of June 2023



Commissioner for Oaths in the
Province of British Columbia



Alois (Al) J Gross (Verifier)

Catherine McGowan
Barrister & Solicitor
113 - 1890 Cooper Road
Kelowna BC V1Y 8B7

ANNEX "1"

Dated March 16/23 Exhibit 2

[Signature]

True Copy

Sarah McIlmoyl 2022-0292
Commissioners for Oaths + Affidavits
B.C.

Certified a true copy
this 19th day of June, 2023

[Signature]
A Commissioner for Taking Affidavits within British Columbia



Catherine McGowan
Barrister & Solicitor
113 - 1890 Cooper Road
Kelowna BC V1Y 8B7

Kwakiakah First Nation Land Code

Dated for Reference: May 31, 2023

Date in Force: [TBD]

The Land Code includes any amendments made from time to time. The dates of amendments are noted in the relevant amended sections of this Land Code.

CERTIFIED
JUN 19 2023

RECEIVED
01/03/23
For Verification
[Signature]

VERIFIED
MAR 16 2023
[Signature]

TABLE OF CONTENT

DECLARATION.....	4
PREAMBLE.....	4
PART I FUNDAMENTAL RIGHTS & PRINCIPLES.....	5
1. KWIAKAH FIRST NATION'S FUNDAMENTAL LAND RIGHTS	5
2. AUTHORITY TO GOVERN	5
3. PRESERVATION OF LAND, RESOURCES AND CULTURE FOR FUTURE GENERATIONS	5
PART II DEFINITIONS AND INTERPRETATION	6
4. DEFINITIONS	6
5. INTERPRETATION.....	8
PART III LANDS.....	8
6. DESCRIPTION OF LANDS	8
PART IV LAND AND NATURAL RESOURCES ADMINISTRATION.....	9
7. LANDS DEPARTMENT	9
8. LANDS COMMITTEE	9
PART V KWIAKAH FIRST NATION LEGISLATION.....	10
9. LAW-MAKING POWERS	10
10. LAW-MAKING PROCEDURE.....	10
11. EMERGENCY LAND LAWS	12
12. NOTICE AND PUBLICATION OF LAND LAWS	12
PART VI LANDS MEETINGS AND VOTES	12
13. LANDS MEETINGS AND VOTES.....	12
PART VII PROTECTION OF LAND	15
14. INTERIM ENVIRONMENTAL PROTECTION.....	15
15. EXPROPRIATION.....	15
16. VOLUNTARY EXCHANGE OF LANDS	15
PART VIII CONFLICTS OF INTEREST.....	15
17. CONFLICT OF INTEREST OBLIGATIONS	15
18. ACCOUNTABILITY FOR CONFLICTS OF INTEREST	17
PART IX FINANCIAL MANAGEMENT	17
19. FINANCIAL MANAGEMENT.....	17
20. ANNUAL REPORT.....	20
PART X INTERESTS AND LICENCES IN LAND.....	20
21. REGISTRATION OF INTERESTS AND LICENCES	20
22. EXISTING INTERESTS	20
23. MEMBER ONLY INTERESTS	21
24. INTERESTS AND LICENCES	21
25. LIMITS ON INTERESTS	22
26. LIMITS ON MORTGAGES AND SEIZURE	22

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

27. REGISTRATION OF MORTGAGES AND CHARGES	23
28. WILLS AND ESTATES	23
PART XI RESIDENCY AND ACCESS	23
29. RESIDENCY AND ACCESS RIGHTS.....	23
30. TRESPASS AND OFFENCES	24
PART XII DISPUTE RESOLUTION.....	25
31. DISPUTES	25
PART XIII OTHER MATTERS.....	25
32. ENFORCEMENT	25
33. LIABILITY	26
34. AMENDMENTS TO LAND CODE.....	26
35. COMMENCEMENT	26

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

KWIAKAH FIRST NATION LAND CODE

DECLARATION

We, the people of Kwiakah, declare our sovereignty and jurisdiction to manage and govern our lands in accordance with our culture, traditions, and values.

We have existed from time immemorial and have exclusively occupied, protected, and sustainably managed and used the lands, waters and resources of our traditional territory throughout history. We draw our identity from *umas gigame* (Creator) and from our Laich-Kwil-Tach traditions, from our land and from our rich heritage, culture, language and our stories passed on from our Elders and oral traditions. As self-determining peoples, we accept the responsibilities inherent in self-governance and seek to self-govern with wisdom and respect for all people. Through the act of self-governance, we assume the power to follow our traditions including *mayaxala*, to respect and preserve our natural world and enhance our identity.

We are committed to the values that have preserved us, values that provide us dignity and enhance our humanity. With jurisdiction and guidance from our traditional values, we will improve the prosperity, health and stability of our lands and our people for present and future generations.

PREAMBLE

Whereas:

- A. Kwiakah First Nation has used, occupied, and benefited from our traditional territory since time immemorial, including those lands subject to this Land Code;
- B. Kwiakah First Nation's connection to the lands, waters, and natural resources of our traditional territory has been and continues to be central to Kwiakah First Nation social, cultural and political life;
- C. Kwiakah First Nation members have an inherent right and responsibility to continue to manage and protect all Kwiakah First Nation lands, waters and resources as has been done by our ancestors;
- D. The people of Kwiakah First Nation have never ceded, surrendered, or in any way relinquished our inherent Aboriginal title and rights to the lands, waters and resources of Kwiakah First Nation's territories, and continue to hold title and rights over Kwiakah First Nation territory including, but not limited to, our reserve lands;
- E. Under the *Indian Act*, the Government of Canada has exercised jurisdiction over the management of Kwiakah First Nation reserve lands, waters and resources in a manner that is not in accordance with Kwiakah First Nation culture, values and objectives;
- F. Kwiakah First Nation will reclaim and resume our responsibility to govern our traditional lands and resources in a manner that honours our culture and traditions and enhances Kwiakah First Nation decision making and self-governance;
- G. Kwiakah First Nation is a signatory to the Framework Agreement on First Nation Land Management (the "**Framework Agreement**") whereupon the Government of Canada recognizes that Kwiakah First Nation has a unique connection to and constitutionally protected interest in its lands and resources, including decision-making, governance, jurisdiction, legal traditions, and fiscal relations associated with those lands;

- H. Kwiah First Nation will govern our traditional lands, waters, resources and airspace and must adopt this Land Code to remove our reserve lands from management by the Government of Canada under the Indian Act; and
- I. The Framework Agreement is ratified by the people of Kwiah First Nation through community approval of this Land Code.

NOW THEREFORE, THIS LAND CODE IS ENACTED AS THE FUNDAMENTAL LAND LAW FOR THE KWIAH FIRST NATION RESERVE LANDS.

PART I FUNDAMENTAL RIGHTS & PRINCIPLES

1. Kwiah First Nation's Fundamental Land Rights

- 1.1 This Land Code does not define or prejudice Aboriginal rights, Aboriginal title, treaty rights, inherent rights, or any other rights of Kwiah First Nation to control their lands or resources or to preclude other negotiations in respect of those rights.
- 1.2 This Land Code does not affect any rights of Kwiah First Nation under the *United Nations Declaration on the Rights of Indigenous Peoples*.
- 1.3 This Land Code does not affect any lands, or any rights in lands, that are not subject to this Land Code.
- 1.4 This Land Code does not change the fiduciary relationship between Canada and Kwiah First Nation.

2. Authority to Govern

- 2.1 By enacting this Land Code, Kwiah First Nation exercises its inherent rights to govern that part of Kwiah First Nation lands which has been designated as Kwiah First Nation reserve land within the meaning of the *Indian Act*, R.S.C. 1985, c 1-5.
- 2.2 The traditional teachings of the Kwiah First Nation originate from *umas ggame* (the Creator) who placed the responsibility upon Kwiah First Nation members to act as stewards and protectors of the land.
- 2.3 Authority flows through *umas ggame* to the Kwiah First Nation hereditary Chief who ensures Kwiah First Nation's values and objectives guide decision making to uphold the protection and preservation of Kwiah First Nation lands, waters and resources.

3. Preservation of Land, Resources and Culture for Future Generations

- 3.1 Kwiah First Nation recognizes our responsibility to protect our lands and resources for future generations and to protect the rights of Kwiah First Nation and our Members.
- 3.2 Kwiah First Nation honours our ancestors, respected Elders, *gi-ggame* (Hereditary Chiefs), and our children in our determination to see Kwiah First Nation's values carried into the future through sustainable long-term land management.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 3.3 Kwiah First Nation values the need to respect, protect and promote our heritage, culture and traditions as the driving force of our success and destiny while understanding that these practices may change from time to time and require contemporary expression.
- 3.4 Kwiah First Nation Members recognize that our lands and resources provide for our physical, mental, emotional, cultural and spiritual needs, and we honour, respect and protect our relationship to them.
- 3.5 Through the act of self-governance, Kwiah First Nation assumes the power to follow our traditions including *mayaxala*, to respect and preserve our natural world and enhance our identity.
- 3.6 Kwiah First Nation Members are dedicated to developing our lands and resources responsibly, promoting environmental and economic sustainability, and striving to protect and enhance our culture and language to keep our connection to our heritage and traditions.

PART II DEFINITIONS AND INTERPRETATION

4. Definitions

- 4.1 Any words or terms used in this Land Code which are defined in the Framework Agreement have the same meaning as in the Framework Agreement, unless the context otherwise requires.
- 4.2 The following definitions apply in this Land Code:
- “Community Lands” means Lands, other than Member Lands, that are held on behalf of and for the benefit of all Members;
- “Council” means the Chief and Council of Kwiah First Nation;
- “Council Resolution” means a resolution approved by a quorum of Council at a duly convened meeting;
- “Eligible Voter” means a Member who has attained eighteen years of age on or before the last day of a Vote;
- “Executive Director” means the person appointed by Council to oversee the administration of the Kwiah First Nation;
- “Framework Agreement” means the Framework Agreement on First Nation Land Management, entered into between First Nations and Canada on February 12, 1996, as amended from time to time;
- “Immediate Relative” in respect of a person, means that person’s parent, Spouse, brother, sister, child, and grandchild;
- “Individual Agreement” means the agreement between Kwiah First Nation and Canada in accordance with the provisions of the Framework Agreement;

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

"Interest" means any interest, right, or estate of any nature in or to Lands, and includes a Member Only Interest, a lease, a life estate, an easement, a right of way, mortgage, charge, and a section 28(2) permit under the *Indian Act*, but does not include:

- (a) Kwiah First Nation title to the Land, including Aboriginal title; and
- (b) a Licence;

"Kwiah First Nation Lands Register" means the lands register established pursuant to the Framework Agreement, or any successor lands register that may be established to replace the Kwiah First Nation Lands Register;

"Land" or "Lands" means any reserve land, including Community Lands and Member Lands, that is subject to this Land Code;

"Land Code" means this Land Code, as amended from time to time;

"Lands Committee" means the committee established under section 8 of this Land Code;

"Lands Department" means the department established under section 7 of this Land Code;

"Land Laws" means this Land Code and other laws, including any emergency laws, enacted under this Land Code, as amended from time to time;

"Lands Meeting" means a meeting open to the participation of Members for purposes set out in section 13 of this Land Code;

"Licence" means any temporary right of use or occupation of Lands for a term of two years or less, or for a term up to twenty-five years if authorized by Council Resolution, but does not include a business licence, building permit, or similar instrument;

"Member" means a person on the Kwiah First Nation membership list or who, in accordance with any applicable Kwiah First Nation membership list or code, is entitled to be on that list;

"Member Lands" means Lands, other than Community Lands, that are held by Members or Kwiah First Nation under a Member Only Interest;

"Member Only Interest" means an allotment, a certificate of possession, and any other interest which can only be held by Members of Kwiah First Nation under a Land Law;

"Natural Resources" means renewable and non-renewable natural resources within Kwiah First Nation's jurisdiction, such as timber, minerals, stone, sand, gravel, clay, soil, and similar substances;

"Private Interest" means that a person has a personal interest in a matter, thing, or lands. A Private Interest is distinct from a communal interest, which is when a person's interest in a matter, thing, or lands is shared in common with others;

"Publish" or "Publishing" means to make information available to Members by posting online;

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

"Spouse" means a person who is married, whether by a traditional, religious, or civil ceremony, and includes a spouse by common-law relationship; and

"Vote" means a vote convened for purposes set out in this Land Code in which all Eligible Voters are entitled to vote.

5. Interpretation

- 5.1 The Preamble and Kwiah First Nation's language may be used to interpret this Land Code.
- 5.2 Titles and headings in this Land Code are for convenience only.
- 5.3 Where a time limit under this Land Code or a Land Law falls on a weekend, or any holiday, the time limit is extended to the next business day.
- 5.4 If there is an inconsistency or conflict between this Land Code and the Framework Agreement, the Framework Agreement prevails to the extent of the inconsistency or conflict.
- 5.5 If there is an inconsistency or conflict between this Land Code and the Kwiah constitution, the Kwiah constitution will prevail to the extent of the inconsistency or conflict.
- 5.6 If there is an inconsistency or conflict between this Land Code and any other Land Law or by-law under the *Indian Act*, this Land Code prevails to the extent of the inconsistency or conflict.
- 5.7 Any reference to a court in this Land Code includes a justice of the peace appointed by Kwiah First Nation with authority in respect of Land Laws.

PART III LANDS

6. Description of Lands

- 6.1 Lands subject to this Land Code are the following reserves of Kwiah First Nation:
 - (a) Lands described in "Appendix G" of the Individual Agreement;
 - (b) Lands added to reserve after this Land Code comes into force; and
 - (c) Lands added to reserve through a land exchange in accordance with this Land Code.
- 6.2 The Lands include:
 - (a) all Natural Resources located within the Lands;
 - (b) the water located within the Lands, and the beds underlying that water; and
 - (c) any riparian rights.

PART IV LAND AND NATURAL RESOURCES ADMINISTRATION**7. Lands Department**

- 7.1 Council may, by Council Resolution, identify staff positions in the Lands Department, including employees, contractors, volunteers, or other persons considered by Council to be staff in the Lands Department.
- 7.2 Council may, by Council Resolution, specify for any Lands Department staff position:
- (a) the scope of delegated authority for management of Lands; and
 - (b) whether that position includes the authority to register Land instruments in the Kwiah First Nation Lands Register on behalf of Kwiah First Nation.
- 7.3 Subject to the terms of any Council Resolution, the duties of the Lands Department include:
- (a) advising Council on Land Laws and Land policies;
 - (b) advising Council on administrative fees, rent, royalties, or other amounts payable in respect of Lands;
 - (c) arranging Lands Meetings and Votes in accordance with this Land Code;
 - (d) proposing to Council the annual Lands workplan and Lands budget;
 - (e) providing input on Kwiah First Nation's annual reports in respect of Land revenues and Land activities;
 - (f) managing and maintaining systems for Land administration, such as record keeping, data management, and the development of approved forms and procedure; and
 - (g) other duties related to administration and management of this Land Code as assigned by Council Resolution.

8. Lands Committee

- 8.1 If considered desirable, Council may establish a Lands Committee.
- 8.2 If Council chooses to establish a Lands Committee, Council will, by Council Resolution, set the Lands Committee's terms of reference and appoint the first members in accordance with this *Land Code* and any laws or policies.
- 8.3 Council may ask Lands Department staff or, if applicable, the Lands Committee to advise Council and the Lands Department on the following:
- (a) Land-related matters, including the granting of Interests and Licences;
 - (b) Land use plans;
 - (c) Land-related policies and Land Laws; and

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- (d) recommendations from Members and others regarding Lands and environmental concerns and priorities.

- 8.4 Council may, by Council Resolution, delegate Land-related responsibilities, other than enacting Land Laws, to staff or the Lands Committee, including authority related to particular Lands projects, developments, or activities.

PART V KWIakah FIRST NATION LEGISLATION

9. Law-Making Powers

- 9.1 Upon the coming into force of this Land Code, Council will have the power to make laws, in accordance with this Land Code, respecting the development, conservation, protection, management, use and possession of Lands and Interests and Licences in relation to that Land, and laws on any matter necessary or ancillary to the making of laws in relation to Lands.
- 9.2 Council has all of the law-making powers set out in the Framework Agreement and may enact Land Laws in accordance with those powers and this Land Code.
- 9.3 Council may, in accordance with this Land Code, enact Land Laws respecting development cost charges and enforcement of Land Laws.
- 9.4 Council may make Land Laws in accordance with Kwiah's constitution.
- 9.5 For greater certainty, in addition to Land Laws, Council has the power to make other regulatory instruments including, but not limited to: rules, regulations, standards, codes, orders and policies.

10. Law-Making Procedure

- 10.1 The law-making procedure under this Land Code applies whenever a new Land Law is proposed or an existing Land Law is to be repealed or substantially amended.
- 10.2 Council and the Lands Department may propose a new Land Law or amendments to a Land Law at any time.
- 10.3 Members may propose a Land Law or amendments to a Land Law at a general meeting of Members or directly to the Chief.
- 10.4 Non-Members have no right to propose or comment on a Land Law or amendments to a Land Law.
- 10.5 The law-making procedure under this Land Code applies to regulations unless a Land Law sets out a different procedure for making regulations under that Land Law.
- 10.6 The Lands Department must obtain direction from Council before proceeding with developing a draft Land Law.
- 10.7 All Land Laws must be reviewed by Kwiah First Nation's legal counsel prior to being adopted by Council or, if required, proceeding to a ratification vote.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 10.8 Except where Council has decided to enact an emergency Land Law in accordance with this Land Code, the Lands Department, after receiving authorization from Council and the Executive Director to proceed with a draft Land Law:
- (a) will engage legal counsel to draft or review a draft Land Law prior Publishing that Land Law;
 - (b) will Publish a draft Land Law so that it is available for Member viewing before a final decision is made in respect of that Land Law;
 - (c) may convene, in accordance with the requirements of this Land Code, one or more Lands Meetings to consider the draft Land Law;
 - (d) may provide to Members any other information related to a draft Land Law that the Lands Department considers appropriate; and
 - (e) may adjust, as the Lands Department considers appropriate, a draft Land Law that has been Published.
- 10.9 After the Lands Department has finalized the development of a draft Land Law under section 10.9, the Lands Department must present the draft Land Law to Council for consideration, and must include a summary of any input received from Members and any other entity consulted during the Land Law development process.
- 10.10 After Council has received a draft Land Law from the Lands Department, Council may:
- (a) decide whether to enact or reject the draft Land Law as presented by the Lands Department;
 - (b) enact the draft Land Law after making minor amendments to the draft Land Law, such as changes to the title or headings, typographical or grammatical errors, and minor changes to align the draft Land Law with other laws of Kwiah First Nation;
 - (c) request that the Lands Department undertake further work on the draft Land Law for reconsideration by Council; or
 - (d) decide for any reason that the draft Land Law should be reconsidered by Council at a later date.
- 10.11 Where Council requests that the Lands Department undertake further work on a draft Land Law, excluding an emergency Land Law, the Lands Department must:
- (a) publish the revised draft Land Law and offer Members the opportunity to provide input for at least seven calendar days;
 - (b) once input from Members has been received, consider whether to hold another Lands Meeting; and
 - (c) after Members have been provided the opportunity to provide input and a Lands Meeting, if required, has been held, present a revised draft Land Law to Council for reconsideration.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 10.12 Land Laws must be signed by a quorum of Council.
- 10.13 Land Laws come into force on the date of enactment or a later date as specified in the Land Law.

11. Emergency Land Laws

- 11.1 If Council is of the opinion that an emergency Land Law is required in order to protect public health, safety, Lands, or Members, Council may immediately, by Council Resolution, enact that law as an emergency Land Law without completing the law-making procedures set out in this Land Code.
- 11.2 An emergency Land Law will expire 120 calendar days after enactment, unless Council remains of the opinion that the matter is urgent and renews that emergency Land Law before it expires. An emergency Land Law may be valid for a maximum of two 120 calendar day periods.
- 11.3 An emergency Land Law, including any amendments and renewals, must be Published in the same manner as other Land Laws enacted under this Land Code.
- 11.4 If Council enact an emergency Land Law under this section, within 30 days of Council's decision to enact an emergency Land Law, the Executive Director will engage an independent third party to conduct a review of Council's decision to ensure transparency and accountability.

12. Notice and Publication of Land Laws

- 12.1 Kwiah First Nation must Publish, and register in the Kwiah First Nation Lands Register, the following:
- (a) all Land Laws, as amended from time to time, which are currently in force; and
 - (b) previous versions of Land Laws, whether those laws have been repealed or amended.
- 12.2 If Council intends to enact a Land Law related to family homes and matrimonial interests, Council must provide to the Attorney General of the Province notice of Council's intention, as well as a copy of that Land Law once it has been enacted.

PART VI LANDS MEETINGS AND VOTES

13. Lands Meetings and Votes

- 13.1 The Lands Department must hold a Lands Meeting:
- (a) whenever the Lands Department is required, under this Land Code, to seek Member input on a proposed Land Law; and
 - (b) prior to holding a Vote required under this Land Code.
- 13.2 A Vote is required to determine whether a majority of participating Eligible Voters:

- (a) approve the adoption of a land use plan;
- (b) authorize Council to enact a draft expropriation Land Law;
approve a voluntary exchange of Lands;
- (d) approve, in accordance with this Land Code, any substantive amendments to this Land Code;
- (e) authorize Council to grant, transfer, assign, renew, or extend easements, rights of way, permits or Licences in Lands for any type of utilities, for utility services that are not of direct benefit to the Lands or Kwiah First Nation;
- (f) authorize Council to grant, transfer, assign, renew, or extend a Licence in respect of non-renewable Natural Resources on Lands for a term exceeding five years;
- (g) authorize Council to grant, transfer, assign, renew, or extend a Licence in respect of water on Lands, other than those which only provide services to Kwiah First Nation or Members;
- (h) in the case of Lands, authorize Council to grant, renew, or extend an Interest or Licence, excluding Member Only Interests, if the total term, including any renewal or extension, exceeds ten years; and
- (i) approve of enacting a draft Land Law or deciding on any other Lands matter within the authority of Council, where Council has a conflict of interest and a Vote of the Members is required under this Land Code.

13.3 Notwithstanding section 13.2, a Vote is not required to continue a pre-existing Interest or Licence in lands prior to the lands being added to reserve, and which Interest or Licence must be registered in the Kwiah First Nation Lands Register in accordance with this Land Code.

13.4 Notwithstanding subsection 13.2(h), a Vote is not required for Council to grant, renew, or extend a sublease or subsidiary interest, if the headlease under which the sublease will be granted contains provisions permitting subleasing or subsidiary interests and the headlease was previously approved at a Vote.

13.5 For the purposes of a Vote, the total term of an Interest or Licence includes any grant, transfer, assignment, renewal or extension, to:

- (a) a successor corporation or business, if permitted under the Interest or Licence agreement;
- (b) a person who is a director, operator, or shareholder of the original Interest or Licence holder, if permitted under the Interest or Licence agreement;
- (c) an immediate relative of the original Interest or Licence holder, including a person's parent, sister, brother, child, stepchild, or Spouse; or
- (d) a similar, closely-related person or entity as to that described above.

CERTIFIED
JUN 19 2023

VERIFIED

MAR 16 2023

- 13.6 For the purposes of a Lands Meeting or Vote, Kwiah First Nation will maintain an up-to-date list of Members and Eligible Voters, including their addresses or other contact information, to which the Lands Department will have unfettered access as required.
- 13.7 The Lands Department must provide Members notice of a Lands Meeting, and must provide Eligible Voters with notice of a Vote, by:
- (a) Publishing the notice; and
 - (b) contacting the Member or Eligible Voter by email, or alternatively contacting them by mail if requested by the Member to do so.
- 13.8 The Lands Department must provide notice of a Lands Meeting or Vote at least 14 calendar days in advance of the Lands Meeting or Vote.
- 13.9 Notice of a Lands Meeting or Vote must:
- (a) set out the purpose, date, time, and method of the Lands Meeting or Vote;
 - (b) indicate whether a minimum participation threshold has been set for a Vote;
 - (c) include, as applicable, a statement that every Member is entitled to participate in a Lands Meeting, or that every Eligible Voter is entitled to participate in a Vote;
 - (d) indicate whether participation in a Lands Meeting by non-Members is allowed; and
 - (e) set out the methods of participation, including by telephone, online, in-person, mail-in ballot, or any combination of these methods.
- 13.10 A person must not in any way interfere with a Vote, where interference includes:
- (a) providing any inducement or reward for a person to vote or refrain from voting, or for a person to vote or refrain from voting for a particular candidate;
 - (b) preventing a person from voting, including by any form of threat, intimidation, or bribe; and
 - (c) accepting any inducement or reward for voting or refraining from voting, or for voting or refraining from voting in a particular manner.
- 13.11 Any person who interferes with a Vote under this section is guilty of an offence and liable on summary conviction to the penalties provided for under this Land Code.
- 13.12 Any requirements related to minimum participation levels or acceptance levels by Vote will be pursuant to the Kwiah constitution or a voting law. If the constitution or a voting law are not enacted or do not set the requirements, the results will be determined by the majority of Eligible Voters who cast a ballot at the Vote (50% +1).

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

PART VII PROTECTION OF LAND**14. Interim Environmental Protection**

14.1 Until Kwiah First Nation enacts an environmental protection Land Law, Kwiah First Nation may adopt, apply and enforce any or all existing provincial environmental laws and standards on the Lands. For greater certainty, this section does not grant the provincial government jurisdiction to enforce provincial laws on the Lands without Council's free, prior, and informed written consent. Further, Kwiah First Nation's consent is required on an on-going basis whenever Kwiah First Nation's Lands are impacted.

14.2 Until Kwiah First Nation enacts an archeological and cultural resource protection Land Law, Council may adopt, apply and enforce the *BC Heritage Conservation Act*, RSBC 1996, c.187, on the Lands. For greater certainty, this section does not grant the provincial government jurisdiction to enforce provincial laws on the Lands without Council's free, prior, and informed written consent. Further, Kwiah First Nation's consent is required on an on-going basis whenever Kwiah First Nation's Lands are impacted.

15. Expropriation

15.1 Kwiah First Nation may only expropriate an Interest or Licence if:

- (a) an expropriation Land Law has been enacted in accordance with this Land Code; and
- (b) all requirements regarding expropriation under the Framework Agreement and the expropriation Land Law have been met.

16. Voluntary Exchange of Lands

16.1 Lands may only be alienated if they are exchanged for new lands, and those new lands will become Lands subject to this Land Code.

16.2 Any exchange of Lands is subject to the following requirements:

- (a) the area of the new land and its value must be greater than the land which will cease to be Lands;
- (b) a Vote must be held in which a majority of participating Eligible Voters approve the exchange of Lands; and
- (c) prior to the Vote, the Eligible Voters must be informed of the total compensation, including monetary or other compensation, as well as the area, value, and environmental condition of the new land.

PART VIII CONFLICTS OF INTEREST**17. Conflict of Interest Obligations**

17.1 The conflict of interest provisions of this Land Code apply to the following persons in respect of matters related to Lands:

CERTIFIED
JUN 19 2023

VERIFIED

MAR 16 2023

- (a) Council;
 - (b) employees or contractors of Kwiah First Nation;
 - (c) members of a board, committee or other body established by Kwiah First Nation or Council; and
 - (d) any person appointed in a dispute resolution process involving Kwiah First Nation.
- 17.2 A person has a conflict of interest if the person's ability to deliberate or decide is compromised, or it would be reasonable to assume that person is compromised, by:
- (a) a Private Interest, or
 - (b) a Private Interest of an Immediate Relative.
- 17.3 Section 17.2 does not apply to an interest that is held by a Member in common with every other Member. For greater clarity, a person is not in a conflict if a proposed decision will benefit that Member in the same way it will benefit all Members.
- 17.4 The conflict of interest provisions of this Land Code continue to apply for 18 months after a person ceases to hold their position or contract with Kwiah First Nation.
- 17.5 A person who has a conflict of interest, actual or perceived, related to Lands must:
- (a) disclose that conflict of interest to Council, and to the person or body which is considering or voting on the matter related to Lands; and
 - (b) not take part in any further consideration of that matter, nor vote on that matter unless the Vote is of Members, in which case all Members even those who would be deemed to be in a conflict of interest may vote.
- 17.6 If a board, committee or other body is unable to act in respect of a matter related to Lands due to a conflict of interest, the matter must be referred to Council.
- 17.7 If Council is unable to vote on a matter related to Lands, or a proposed Land Law, due to a conflict of interest, Council must refer that matter or the proposed Land Law to the Members for a Vote.
- 17.8 A question regarding a potential conflict of interest may be referred to dispute resolution under a Land Law with the agreement of the person who is alleged to have the conflict of interest.
- 17.9 A person has a perceived conflict of interest if there is a reasonable perception, which a reasonably well-informed person could properly have, that the person's ability to deliberate or decide on a matter has been affected by his or her Private Interest or the Private Interest of an Immediate Relative.
- 17.10 Council may establish additional conflict of interest rules in a financial administration law or other Land Law. If Council establishes additional conflict of interest rules under a constitution, the conflict of interest rules under the constitution will prevail.

18. Accountability for Conflicts of Interest

- 18.1 A person fails to meet the conflict of interest obligations under this Land Code where that person:
- (a) fails to declare a conflict of interest;
 - (b) provides incomplete or misleading information regarding a conflict of interest;
 - (c) improperly participates in a decision in which they have a conflict of interest; and
 - (d) fails to comply with conflict of interest rules established by Council applicable to signing cheques or financial transfers.
- 18.2 If a person fails to meet the conflict of interest obligations under this Land Code, Kwiah First Nation will first attempt to resolve conflicts of interest through discussion and consideration of Kwiah First Nation's traditional laws and customs. If a conflict of interest cannot be resolved, a Member may seek a remedy the from the court.
- 18.3 If a person fails to meet the conflict of interest obligations under this Land Code, Council or Members may, by majority vote, decide that the person is subject to any of the following:
- (a) termination as an employee or contractor;
 - (b) removal from any board, committee, or other body established by Kwiah First Nation;
 - (c) removal from any dispute resolution process involving Kwiah First Nation; and
 - (d) disqualification from holding office, employment, or any other position with Kwiah First Nation for any time period that Council deems appropriate,
- and Council may impose any of these measures, whether or not a court in any proceeding has determined that the person has failed to meet the conflict of interest obligations under this Land Code.
- 18.4 If a person fails to meet the conflict of interest obligations under this Land Code, the Chief may remove that person from Council. The Chief may impose this measure, whether or not a court in any proceeding has determined that the person has failed to meet the conflict of interest obligations under this Land Code.

PART IX FINANCIAL MANAGEMENT**19. Financial Management**

- 19.1 This Part applies only to financial matters in relation to Lands that are administered under this Land Code.
- 19.2 This Part does not apply to the extent it is inconsistent with a Kwiah First Nation financial administration law enacted by Kwiah First Nation under the Kwiah *First Nations Fiscal Management Act*.

CERTIFIED
JUN 19 2023

VERIFIED

MAR 16 2023

- 19.3 The fiscal year of Kwiah First Nation ends at midnight on March 31st of each year, unless a different date is specified under a Kwiah First Nation law.
- 19.4 Council must establish one or more accounts dedicated only to Lands at an accredited bank or financial institution.
- 19.5 Council, or any person authorized by Council, must deposit in the accounts dedicated only to Lands all Land revenues, other than taxes received by Kwiah First Nation, including:
- (a) capital and revenue monies, and any other transfer payments received from Canada;
 - (b) moneys received by Kwiah First Nation from Interests or Licences;
 - (c) fees, fines, charges, and other monies collected by Kwiah First Nation in respect of Lands, including under any Land Laws: and
 - (d) any other Kwiah First Nation Land revenue received by Kwiah First Nation.
- 19.6 Council must, by Council Resolution, appoint at least three signing officers with authority to issue cheques or approve the transfers of Kwiah First Nation funds.
- 19.7 No cheque is valid unless it is signed by at least two appointed signing officers.
- 19.8 No other transfer of Kwiah First Nation funds is valid unless it is approved in writing by at least two signing officers.
- 19.9 A signing officer must not, in relation to Kwiah First Nation funds, issue cheques, or carry out other transfers to themselves or to any entity in which they have an ownership interest or are a director.
- 19.10 A person ceases to be a signing officer if the person ceases to be on Council, ceases employment with Kwiah First Nation, or their appointment as a signing officer is terminated.
- 19.11 Council may establish limits on the authority of signing officers including:
- (a) conflict of interest rules applicable to signing cheques or transfers of funds.
- 19.12 Council must, by Council Resolution:
- (a) establish security screening and training processes for signing officers; and
 - (b) periodically review and revise security screening and training processes.
- 19.13 Council will adopt an annual Lands budget for each fiscal year as it relates to all revenues and expenditures relating to Lands.
- 19.14 Council will attempt to adopt the annual Lands budget prior to the start of each fiscal year or as early as possible within that fiscal year.

CERTIFIED
JUN 18 2023

VERIFIED
MAR 16 2023

- 19.15 Until Council adopts the annual Lands budget, the Lands budget for the previous fiscal year, including any supplementary Lands budgets, will continue to apply.
- 19.16 During a fiscal year, Council may adopt one or more supplementary Lands budgets for that fiscal year.
- 19.17 After adopting an annual Lands budget or a supplementary Lands budget, Council must Publish the budget or direct the Lands Department to Publish the budget.
- 19.18 No person or body shall spend moneys, or make financial commitments, related to Lands unless the spending is authorized under a Lands budget.
- 19.19 Any person or body who spends moneys, or makes financial commitments, related to Lands that are not authorized under a Lands budget is guilty of an offence and liable on summary conviction to the penalties provided for under this Land Code.
- 19.20 Kwiah First Nation must keep financial records in relation to Lands in accordance with generally accepted accounting principles.
- 19.21 Kwiah First Nation must prepare and Publish annual audited financial statements in relation to Lands within 120 days of the end of the fiscal year.
- 19.22 Annual audited financial statements in relation to Lands may be included in consolidated audited financial statements of Kwiah First Nation, provided that Members can obtain information regarding Lands expenditures and revenues in those consolidated statements.
- 19.23 Council must, by Council Resolution, appoint a duly accredited auditor for the purpose of:
- (a) preparing the annual audited financial statements under this Land Code; and
 - (b) preparing any other audit that may be required by Kwiah First Nation.
- 19.24 Council must ensure that the remuneration paid to an auditor in relation to this Land Code is disclosed within the Council Resolution appointing the auditor, as well as in the annual audited financial statements.
- 19.25 The auditor may, at all reasonable times, inspect any Kwiah First Nation financial records, including those relating to Lands.
- 19.26 The auditor may apply to a court for an order to produce other financial records in order to carry out the auditor's duties under this Land Code.
- 19.27 Any person who:
- (a) impedes or obstructs an auditor from exercising a right to inspect Kwiah First Nation financial records; or
 - (b) fails to give reasonable assistance to an auditor exercising a right to inspect Kwiah First Nation financial records,

is guilty of an offence and liable on summary conviction to the penalties provided for under this Land Code.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

20. Annual Report

20.1 The Lands Department must prepare and Publish an annual report on Lands governance within six months of the end of each fiscal year.

20.2 The annual report must include:

- (a) summary of Lands governance activities;
- (b) a copy and explanation of the annual audited financial statements as it applies to Lands; and
- (c) any other matters, as may be directed by Council.

PART X INTERESTS AND LICENCES IN LAND**21. Registration of Interests and Licences**

21.1 Any grant, disposition, transfer, renewal, or assignment of an Interest or Licence after this Land Code comes into force is void if:

- (a) it is not registered in the Kwiah First Nation Lands Register;
- (b) it is registered in contravention of this Land Code; or
- (c) it is otherwise in contravention of this Land Code.

21.2 No person shall register in the Kwiah First Nation Lands Register any grant, disposition, transfer, renewal, or assignment of an Interest or Licence unless:

- (a) it is accompanied by any approval, by Council or by Vote, which may be required under this Land Code;
- (b) all registration requirements under federal regulations for the Kwiah First Nation Lands Register are met; and
- (c) any applicable fees are paid and all registration requirements under any Land Law are met.

22. Existing Interests

22.1 Any Interest or Licence that existed when this Land Code comes into force must continue in force in accordance with its terms and conditions.

22.2 Kwiah First Nation is not liable for any decrease in value of, or any impact on the use of, an Interest or Licence arising from any exercise of authority under this Land Code and Land Laws.

22.3 This Land Code and Land Laws apply to all Interests or Licences, whether granted, disposed of, transferred, renewed, or assigned before or after this Land Code comes into force.

CERTIFIED
JUN 15 2023

VERIFIED
MAR 16 2023

23. Member Only Interests

- 23.1 Council may establish Land Laws, policies, and procedures respecting Member Only Interests, including:
- (a) acquisition of Member Only Interests by Kwiahah First Nation; and
 - (b) acquisition of Member Only Interests by other Members.
- 23.2 Non-Members, other than Kwiahah First Nation, cannot acquire Member Only Interests.
- 23.3 Council may consider any advice provided by the Lands Department and, if applicable, the Lands Committee, regarding proposed Land Laws, policies, and procedures respecting Member Only Interests.

24. Interests and Licences

- 24.1 Council may establish Land Laws, policies, and procedures respecting Interests, including:
- (a) granting, disposing of, transferring, renewing or assigning of Interests by Kwiahah First Nation;
 - (b) granting, disposing of, transferring, renewing or assigning of Interests by Members; and
 - (c) granting, disposing of, transferring, renewing or assigning of Interests by non-Members.
- 24.2 Council may, on behalf of Kwiahah First Nation, grant, dispose of, transfer, renew, or assign Interests and Licences in Community Lands.
- 24.3 Members may, subject to this Land Code, grant, dispose of, transfer, renew, or assign:
- (a) Member Only Interests to another Member; or
 - (b) Interests other than Member Only Interests to any person or entity.
- 24.4 Subject to this Land Code and other Land Laws, a non-Member may with the consent of Council:
- (a) grant, dispose of, transfer, renew, or assign an Interest;
 - (b) grant, dispose of, transfer, renew, or assign a Licence; and
 - (c) in the case of a lease, grant a sub-lease, easement, permit or Licence, provided that the grant is permitted by the terms of the lease and the term of the grant does not exceed the duration of the lease.
- 24.5 Council may, in its sole discretion, waive the requirement of consent of Council for any grant, disposition, transfer, renewal, or assignment of an Interest or Licence, including those related to a will, intestacy, or a court order.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 24.6 All Natural Resources in Lands belong to Kwiah First Nation.
- 24.7 In accordance with this Land Code and any Land Laws, Council may, in respect of Natural Resources:
- (a) grant, dispose of, transfer, renew, or assign Licences to take Natural Resources in Community Lands; and
 - (b) grant, dispose of, transfer, renew, or assign Licences to take Natural Resources in Member Lands, with the consent of the Member who has the Interest in the Member Lands.
- 24.8 Council will consult with Members prior to issuing a Licence in accordance with section Part X24.7.
- 24.9 Council may, by Council Resolution, delegate to the Lands Department, Council's authority to consent to a grant, disposition, transfer, renewal, or assignment of Interests and Licences.

25. Limits on Interests

- 25.1 Subject to this Land Code and any Land Law with more specific provisions, all of the following are prohibited without a permit or consent from Council:
- (a) subdivision;
 - (b) stratification or other division of legal Interests in Lands;
 - (c) development of any kind;
 - (d) installation of roads, intersections, rip-rapping, erosion control, dyking, sewer, water, and other infrastructure;
 - (e) construction, alteration, renovation, enlargement, addition, demolition or removal of industrial, commercial or residential structures, excluding minor structures on residential lots such as sheds; and
 - (f) anything that takes place in or within 30 metres of a water body or fish habitat.

26. Limits on Mortgages and Seizure

- 26.1 As provided in the Framework Agreement, the restrictions on seizure of reserve lands continue to apply on Community Lands and Member Lands.
- 26.2 Council may make a Land Law related to mortgages.
- 26.3 Unless otherwise provided in a Land Law, an Interest, including a Member Only Interest, can only be mortgaged with the express written consent of Council.
- 26.4 In the event of default in the terms of a mortgage or charge of a leasehold Interest, the leasehold Interest is not subject to possession by the mortgagee or chargee, foreclosure, power of sale, or any other form of execution or seizure, unless:

- (a) the mortgage or charge received the written consent of Council, if required under this Land Code;
- (b) the mortgage or charge received approval, if required under a Land Law;
- (c) the mortgage or charge was registered in the Kwiah First Nation Lands Register; and
- (d) Council received written notice of the default, subsequently had 120 calendar days to redeem the mortgage or charge, and has not redeemed the mortgage or charge within that time.

27. Registration of Mortgages and Charges

27.1 A mortgage or charge made after this Land Code comes into force is void if:

- (a) it is not registered in the Kwiah First Nation Lands Register;
- (b) it is registered in contravention of this Land Code; or
- (c) it is otherwise in contravention of this Land Code.

27.2 No person shall register in the Kwiah First Nation Lands Register any mortgage or charge unless it is accompanied by an approval for that mortgage or charge, if required under this Land Code or a Land Law.

28. Wills and Estates

28.1 The following persons are entitled to have their Interest registered in the Kwiah First Nations Lands Register, provided that they are entitled to hold that Interest under this Land Code, Land Laws, or a court order:

- (a) a Member who receives an Interest, including a Member Only Interest, under a will or estate;
- (b) a non-Member or Member who receives a leasehold Interest under a will or estate; and
- (c) a person who holds an Interest on behalf of a minor or a mentally incompetent person.

28.2 A Land Law may establish required procedures and documents to register an Interest arising from wills and estates.

PART XI RESIDENCY AND ACCESS

29. Residency and Access Rights

29.1 Subject to any Land Laws, a Member, their spouse and children have a right to reside on Lands for which that Member has a Member Only Interest.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 29.2 Subject to any Land Laws, Members and Non-Members have a right to reside on Lands set out in an Interest or Licence, in accordance with the terms of that Interest or Licence.
- 29.3 Land is not open to access by any persons, except to the extent provided for in this Land Code and any Land Law.
- 29.4 Subject to any Land Laws, the following persons have a right of access on the following Lands:
- (a) a Member, their spouse and children, as well as the Member's invitees, on Community Lands, on the Lands for which that Member has a Member Only Interest, and on the Lands for which that Member has a right to reside;
 - (b) Interest holders or Licence holders and their invitees, on Lands set out in that Interest or Licence and on other Lands to the extent necessary to access those Lands set out in the Interest or Licence, all in accordance with the terms of that Interest or Licence; and
 - (c) peace officers, and officials responding to natural disasters, emergencies, or urgent health and safety matters on Lands, or acting under federal, provincial or Kwiakah First Nation law on Lands.
- 29.5 Notwithstanding any other provision of this Land Code, Council:
- (a) may, by Council Resolution, impose temporary closures or access restrictions on any Lands in order to protect those Lands, or to protect health, safety, environment, or cultural assets; and
 - (b) must Publish a notice of that closure or those restrictions.

30. Trespass and Offences

30.1 Any person who, enters onto or stays on Lands:

- (a) without a right to reside on those Lands;
- (b) without a right of access to those Lands;
- (c) in violation of this Land Code or a Land Law; or
- (d) in violation of a temporary closure or restriction on access on those Lands

is guilty of an offence and liable on summary conviction to the penalties provided for under this Land Code or any applicable Land Law.

30.2 Where a person is found guilty of an offence under this Land Code or any applicable Land Law relating to a right to reside on Lands, a right of access to Lands, or a violation of a temporary closure or restriction on access, a court may, in addition to any other penalty:

- (a) order that person to leave or vacate any Lands; and
- (b) order that person not to enter or stay on any Lands.

- 30.3 All civil remedies for trespass are preserved.
- 30.4 A Land Law may establish limitations on Kwiah First Nation liability in respect of Lands and limitation periods for actions against Kwiah First Nation.
- 30.5 A right to reside or a right of access to Lands does not create any financial obligation on the part of Kwiah First Nation.
- 30.6 No liability is imposed upon Kwiah First Nation in respect of any person exercising a right of residency or access under this Land Code for injuries or damages suffered on account of the condition or state of the Lands.

PART XII DISPUTE RESOLUTION

31. Disputes

- 31.1 Council will, as soon as is reasonably practicable after this Land Code takes effect, enact a dispute resolution law establishing a fair and efficient process consistent with the principles of fundamental justice for resolving disputes that may arise under this Land Code. The dispute resolution provisions in this Part are interim until a dispute resolution law is enacted.
- 31.2 Kwiah First Nation intends that, whenever possible, a dispute in relation to Lands will be resolved firstly through informal discussions by the parties to the dispute and, if the informal discussions do not result in a resolution, secondly through mediation.
- 31.3 Unless and until a dispute resolution law is enacted, if parties to a dispute in relation to Lands cannot resolve the dispute through informal discussions and mediation, Kwiah First Nation will seek advice on resolving the dispute from legal counsel.

PART XIII OTHER MATTERS

32. Enforcement

- 32.1 Any person who commits an offence under this Land Code is liable on summary conviction to:
- (a) fines, to a maximum of five thousand dollars or any higher amount set out in part XXVII of the *Criminal Code of Canada*;
 - (b) imprisonment of up to two years less a day;
 - (c) restitution;
 - (d) community service;
 - (e) means for achieving compliance through traditional, cultural or community healing justice measures;
 - (f) any other means for achieving compliance; or
 - (g) any combination of the above.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023

- 32.2 An officer, director, employee, or agent of an organization, corporation or other entity which commits an offence under this Land Code may be convicted of that same offence, whether or not the organization, corporation or other entity is convicted of the offence.
- 32.3 Council may enact Land Laws to create ticketing processes or other enforcement mechanisms, such as restorative justice, or to incorporate such processes or enforcement mechanisms from federal, provincial or local government sources.
- 32.4 For greater certainty, nothing in this Part must be construed to prevent Kwiah First Nation from applying to a court for any available civil remedies.

33. Liability

- 33.1 Council must obtain and maintain the insurance coverage that Council considers appropriate to protect Kwiah First Nation officers and employees from and against personal liability arising from the performance of their duties under this Land Code.

34. Amendments to Land Code

- 34.1 Council may, by Council Resolution, make amendments to this Land Code that do not change the substance of this Land Code, including:
- (a) changes in this Land Code required to address inconsistencies with the *Framework Agreement*;
 - (b) minor improvements necessary to clarify the drafting of provisions of this Land Code; and
 - (c) corrections, grammatical, and typographical errors.
- 34.2 A Vote is required for any amendments to this Land Code other than amendments which may be made by Council, by Council Resolution.

35. Commencement

- 35.1 This Land Code has been approved by a Vote of Eligible Voters.
- 35.2 This Land Code comes into force on the first day of the month following certification of this Land Code by the Verifier.

CERTIFIED
JUN 19 2023

VERIFIED
MAR 16 2023