



## **1. Terms of Admission:**

The following are eligible for membership in the Society.

- 1) each Nunavut District Education Authority (DEA),
- 2) the Commission Scolaire Francophone du Nunavut,
- 3) the Nunavut Disabilities Society and
- 4) Nunavut Tunngavik Inc.

## **2. Rights of Members:**

Every member has the right to take part in all activities and to use all materials, resources and facilities established by or belonging to the Society, subject to the payment of any additional fee that the Directors may from time to time prescribe for specific activities.

## **3. Obligations of Members:**

Each member shall pay an annual membership fee of at the time and in the amount determined by resolution of the members at the Annual General Meeting.

## **4. Withdrawal of Members:**

Any member may withdraw from or re-join the Society by notice in writing to the Secretary.

## **5. Meetings of Members:**

- a) An Annual General meeting of the Society shall be held not earlier than 30 days after the date of the fiscal year end;
- b) The Chair shall call Meetings of the Society, and in his absence the Vice-Chair or other Executive Member;
- c) Ten Members may call a Special Meeting by presenting a signed request to the Chair, who shall call a meeting within fifteen (15) days after receipt of the request;
- d) Notice of any Annual, Special, and General Meetings must be given to all Members at least seven (7) days prior to the date set for the meeting, and the notice must set out the time and place of the meeting and the matters to be discussed.

- e) Thirty (30%) percent of Members constitute a quorum at any Annual, Special, or General Meeting;
- f) If the Chair or Vice-chair is not present at a Meeting, the Members present shall select a Chair for the purposes of that meeting only;
- g) Each Member is entitled to spend one person to the Meeting and have one vote on any motion or resolution at the Meeting.
- h) The Member chairing the meeting has a vote. In the event that a motion receives an equal number of positive and negative votes, and the Chair may not vote again and the motion will be recorded as defeated.

## **6. Election of Directors:**

- a) Until the first Annual General Meeting, the Directors consist of the subscribers to the Application and By-laws;
- b) Up to Ten (10) Directors shall be chosen to serve as the Board of the Society.
  - Four (4) Directors, one (1) each to be named by the Commission Scolaire Francophone, the Nunavut Disabilities Society, Nunavut Tunngavik Inc. and the Iqaluit DEA
  - Five (5) Directors elected from, and to represent, those communities or combinations of communities as the Annual General Assembly shall approve by motion;
  - One (1) Director Emeritus to be chosen according to d) below
- c) All elections shall be conducted by secret paper ballot and the person with the greatest number of votes for a position shall be declared elected.
- d) A person who was previously a Director may be elected as Director Emeritus, with or without continuing membership on his or her DEA. A Director Emeritus is elected for a three year term on the vote of 2/3 of the Members present and voting, to a maximum of two (2) terms.
- e) A Director shall remain on the Board only for so long as he or she remains an elected member of his or her DEA,

**7. Vacancies on the Board of Directors:**

- a) If a Director resigns from or is not re-elected to his/her Member DEA, the Director shall resign or the next meeting of Directors shall declare a vacancy for that position.
- b) Any Director may be expelled by 2/3 majority vote of directors for failing or refusing to carry out his/her duties as a director, proven dishonesty, or misconduct;
- c) Where there is a vacancy among the elected members of the Board by reason of resignation, incapacity, or expulsion, a majority of Directors may appoint a person who meets the requirements set in paragraph 6 to fill that vacancy, and that Director shall serve until the next Annual General Meeting.

**8. Authority of the Board of Directors:**

- a) The Directors are responsible for conducting the affairs of the Society in accordance with its objects, by-laws and the Societies Act;
- b) The Directors may establish any committee they consider necessary and may appoint a chair to head the committee
- c) The Directors shall hire an Executive Director who shall report to the board and conduct the day to day affairs of the Society
- d) The Directors may hold their meetings in person or by telephone or by a combination of each
- e) Each Director is entitled to one vote on any motion or resolution at a board meeting.
- f) A quorum for a meeting of the Directors shall be 2/3 of the Directors. Any vacant position shall not be included in this calculation.
- g) The Directors may consider and approve resolutions by email or fax, provided that every Director is notified of the vote and if any Director objects to this method the vote shall be deferred to the next meeting.
- h) Every Director is entitled to be paid travel expenses, per diem and honoraria at the rates established by the Directors at the first Directors meeting following the Annual General Meeting in order to compensate him/her for expenses incurred in attending Meetings of the Directors, or performing any other duty specified by the Directors in the conduct of those duties;

**9. Officers:**

- a) The directors shall, at their first meeting after incorporation and at their first meeting after the annual general meeting in each succeeding year elect a Chair, Vice-Chair, Secretary, Treasurer, and any other officer that may be considered necessary;
- b) Each officer holds office until the conclusion of the next annual general meeting;
- c) The Chair is responsible for the general management and supervision of the affairs and operations of the Society, and, when present, shall preside at all meetings of the members and of the directors;
- d) The Secretary shall give notice of all meetings of the Directors, and is responsible for keeping minutes of all meetings and is responsible for any other books and records of the Society and the custody of all such minutes, books and records;
- e) The Treasurer is responsible for keeping full and accurate accounts of all funds received and expended by the Society and presenting these to the Board or Society;
- f) The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer;
- g) The Vice-Chair may exercise the duties and powers of the Chair, Secretary and Treasurer, as the case may be, in the event of their absence, resignation, incapacity, or expulsion.

**10. Borrowing Powers:**

The directors may, by a 2/3 majority, borrow funds for capital expenditures and for the current operations of the Society.

**11. Disbursement of Funds:**

- a) All monies received by or on behalf of the Society shall be deposited in the Society's bank account, which account shall be at one of the chartered banks of Canada;
- b) All disbursements from the Society bank account shall be made by cheque signed by those Officers or persons named by motion of the Board of Directors

**12. Audit**

- a) At the annual general meeting an auditor shall be selected for the ensuing year;
- b) At each annual general meeting, or at a special general meeting called for that purpose, an annual financial statement shall be presented to the Members for their review. It shall contain:
  - I) the assets and liabilities of the Society in the form of a balance sheet, and
  - II) receipts and disbursements of the Society since the date of the previous financial statement, and signed by the auditor, or by two directors if there is no auditor.

**13. Seal:**

- a) The seal of the Society shall have the name of the society in a circle around the word "Seal";
- b) The seal shall be kept in the custody of the Executive Director and shall not be affixed to any instrument or document except by authority of a resolution of the Directors, and in the presence of at least one officer;

**14. Minutes of Meetings, Books and Records:**

All books and records of the Society shall be open to the inspection of Members at each annual general meeting, and, upon reasonable request to the Secretary, at the time and place agreed to by the Member and the Secretary.

**15. Fiscal Year:**

The fiscal year of the Society shall end on the 31st day of March of each year.

**16. Distribution of Assets:**

The Society shall not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Society, all remaining assets shall be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

**17. Amendment of By-laws**

The Objects and By-laws may be amended by a simple majority of the members at the Annual General Meeting, or a 2/3 majority at a Special General Meeting.

**18. Arbitration:**

Any dispute arising among Member DEAs, Officers or Directors in the circumstances set out in section 9 of the *Societies Act* shall be decided by arbitration under the *Arbitration Act*, or by such method as is approved by 2/3 of the Directors.

Approved by the Annual General Assembly at Iqaluit on this   16   day of October 2014



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Nikki Egeesiak  
Executive Director