

# Kitikmeot Inuit Association By-Laws 2007

(amended August 27, 2007)



*Kitikmeot Inuit Association*

Kitikmeot Inuit Katuyikatigit

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# Kitikmeot Inuit Association By-Laws

## 1. GENERAL MATTERS

### 1.01 Definitions

In these by-laws, unless the context indicates otherwise:

“**Association**” means the Kitikmeot Inuit Association;

“**Board**” means the Board of Directors of the Society;

“**Delegates**” means those members attending Annual General Meetings or special meetings who may exercise voting privileges in those meetings.

“**Director**” means a member of the Board;

“**Inuit**” means those persons from time to time who:

- (a) are alive;
- (b) are Canadian citizens;
- (c) are Inuit as determined according to Inuit customs and usage;
- (d) identify themselves as Inuit;
- (e) are associated with:
  - i.) a community in the Nunavut Settlement Area as defined in the Nunavut Land Claims Agreement; or
  - ii.) the Nunavut Settlement Area as defined in the Nunavut Land Claims Agreement;
- (f) those persons enrolled from time to time under the terms of Article 35 of the Nunavut Land Claims Agreement.

or those persons who otherwise are Inuit within the meaning of subparagraphs (b) (i) and (ii) of the defined on “Inuit” contained in Article 1.1.1 of the Nunavut Land Claims Agreement.

“**Inuk**” means an individual Inuit;

“**Kitikmeot Communities**” includes any, all or some of the communities of Cambridge Bay, Gjoa Haven, Kugluktuk, Kugaaruk, Bay Chimo/Bathurst Inlet and Taloyoak as the context may require.

“**Kitikmeot Region**” means the Kitikmeot Land Use Region, outlined in the Nunavut Land Claims Agreement and described in Schedule 19(5) and 19(6) of that Agreement and includes Kitikmeot Communities and the outpost camps, lands and waters used by the Inuit of these communities;

**“Member”** means a regular member or an honorary member of the Association

**“Nunavut Land Claims Agreement”** means the land claims agreement between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in right of Canada signed on May 25, 1993, and ratified on July 9, 1993.

**“Subsidiary Organization”** includes a company or organization one hundred per cent (100%) of the ownership of which is vested in KIA or a company or organization one hundred percent owned (100%) by a subsidiary of KIA.

### **1.02 Head Office and Registered Office**

The head office and the registered office of the Association shall be in Cambridge Bay, Nunavut. The Association shall have authority to establish such other offices as the Board considers advisable within the Kitikmeot Region.

### **1.03 Corporate Seal**

The seal of the Association shall be in such form as is prescribed by the Board and shall have the words: **“KITIKMEOT INUIT ASSOCIATION”** engraved thereon.

## **2. MEMBERSHIP IN THE ASSOCIATION**

### **2.01 Classes of Membership**

There are two classes of members of the Association, regular members and honorary members.

### **2.02 Regular Members**

Any Inuk enrolled under Article 35 of the NLCA who has applied and been accepted by a Community Beneficiary Committee (CBC) in a Kitikmeot community is a member of the Association.

### **2.03 Honorary Members**

An individual who has provided exceptional assistance to the Association or to the Inuit of the Kitikmeot Region may be appointed an honorary member by means of a resolution to that effect passed at an Annual General Meeting of the Association and he/she may participate in the activities of the Association to the extent provided for in the resolution.

## **3. RIGHTS AND PRIVILEGES OF MEMBERS**

### **3.01 Voting Members**

Members entitled to vote at any special meeting or Annual General Meeting shall include the KIA Board of Directors plus one of each of the following Delegates from each Kitikmeot community:

- (a) Elder delegate;

- (b) Women's delegate;
- (c) Youth delegate;
- (d) Community delegate.

**3.02 Honorary Members** Honorary members may not vote in meetings of the Association. Honorary members may not hold office but may take part in such activities as the Board may determine.

### **3.03 Rights and Limitations of Members**

Members shall have the right to take part in all the activities of the Association and to attend all Annual General or special meetings.

### **3.04 Resignation of Members**

Any member may resign from the Association by submitting a written resignation to the Vice President Finance.

### **3.05 Expulsion of Members**

Any member may be expelled from the Association by a vote of three quarters (3/4) of the votes cast at an Annual General Meeting or special meeting of the Association.

### **3.06 Enrollment List**

The Vice President Finance shall maintain an enrolment list of the members and honorary members of the Association. The list of members shall include a notation as to the Kitikmeot Community in which each Inuk is ordinarily resident or with which he or she is most closely associated. No member shall be resident in or associated with more than one Kitikmeot Community at a time.

## **4. MEETINGS OF THE MEMBERS**

### **4.01 Time and Place of Annual General and Special Meetings of Members**

The Annual General Meeting or a special meeting of the members shall be held at such places in the Kitikmeot Region and on such days and times as the Board may decide provided that the Annual General Meeting shall be held no later than fourteen (14) months after the previous Annual General Meeting and no less than 30 days after the end of the Association's fiscal year.

The President shall cause notice of the Annual General Meeting or a special meeting to be provided to members in advance of the meeting.

### **4.02 Board Meetings Public**

- (a) The Board shall hold all its regular, special and committee meetings in public.
- (b) The Board may, by resolution, authorize a meeting or part of a meeting to be closed to the public where a resolution to that effect is supported by at least two-thirds (2/3) of the Board members present.

#### **4.03 Chairperson**

At each meeting of the Association, the President, or in his absence the 1<sup>st</sup> Vice President and in his absence, the Vice President Finance, shall serve as Chairperson unless the members present in person have elected another member present to serve as Chairperson.

### **5. BOARD OF DIRECTORS AND OFFICERS**

#### **5.01 Responsibilities of Board**

The affairs of the Association shall be managed by a Board of nine directors.

#### **5.02 Oath of Office**

Every director and officer shall, before taking office, take an oath or affirmation as follows:

“I \_\_\_\_\_, do solemnly and sincerely promise and swear that I will duly, faithfully and to the best of my skill and knowledge execute the powers and trust reposed in me as \_\_\_\_\_ of the Kitikmeot Inuit Association”.

#### **5.03 Election of Directors and Officers**

The election of directors and officers shall take place by ballot at such places and times in each of the Kitikmeot Communities as the Board may determine as follows:

- (a) A single director shall be elected for each of the Kitikmeot Communities by the members ordinarily resident in or associated with that community
- (b) An officer of the Association must be a director and shall be elected by all of the members of the Association,
- (c) The election and retirement of directors of the Association from Kitikmeot Communities shall be staggered so that not all communities hold elections in the same year.

#### **5.04 Term of Office and Effective Dates for Directors and Officers**

- (a) A director's term is three (3) years commencing on the first day of April of the year the previous director's term expired;
- (b) An officer's shall hold office for three (3) years commencing the first day of April of the year the previous officer's term expired;

#### **5.05 Re-election of Directors and Officers**

Directors and officers shall be eligible for re-election if qualified.

#### **5.06 Qualification for Election as Director**

In order to be eligible to be elected and to serve as a director, an individual shall:

- (a) Be a voting member of the Association;
- (b) Not be a member of Parliament or the Territorial Legislative Assembly;
- (c) Shall not have been convicted of an indictable offence or a crime involving fraud, breach of trust or immoral conduct within the five (5) years period before the opening of the nominations;
- (d) A person is not eligible to be nominated or stand as a candidate for office as an officer or director of the Association, if that person is indebted to the Association or a subsidiary organization and is in the amount of \$500.00 or more and has been in arrears for a period exceeding 90 days. Such a person shall not be eligible to be nominated or stand as candidate unless the amount in arrears is paid in full prior to the closure of nominations.

### **5.07 Election of Employees**

An employee of the Association shall not be eligible for election as a director unless he or she first takes leave of absence without pay. Such leave of absence shall be effective not later than the date upon which the employee's nomination for director is filed with the Association. If elected, the employee shall resign the day following confirmation of election.

### **5.08 Removal of Directors**

- (a) The members of the Association may, by resolution passed by at least three quarter (3/4) of the votes cast at an Annual General Meeting or special meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office.
- (b) A director who fails to attend three successive meetings of the Board shall be deemed to have resigned.

### **5.09 Vacancies on the Board**

Vacancies on the Board, however caused, shall be filled by the directors from among the qualified members of the Association, but in each instance the Board shall call a by-election, if the term of office remaining as a result of the vacancy exceeds one and one half (1 ½) years.

## **6. POWERS OF THE BOARD**

### **6.01 Affairs of the Association**

The Board shall manage the affairs of the Association in all things the Association is by its charter and is otherwise lawfully authorized to do. Without limiting the foregoing, the Board may:

- (a) Set up committees the Board considers necessary;
- (b) Enter into contracts and other binding legal arrangements;

- (c) Purchase, sell, exchange or otherwise acquire, dispose or manage shares and other securities, land, buildings and other property or interest therein;
- (d) Authorize expenditures;
- (e) Employ staff;
- (f) Delegate, subject to any terms and conditions, any of its powers to one or more officers or other directors or to one or more employees;
- (g) Prescribe policies and procedures it considers necessary for the effective management of the Association;
- (h) Exercise on behalf of the Association any of the rights, powers, functions or authorities of a Designated Inuit Organization (DIO) under the Nunavut Land Claims Agreement with which the Association may be vested; and
- (i) Take such other action or steps as may be required from time to time to ensure the good management of the affairs of the Association.

#### **6.02 Quorum and Meetings**

Five (5) directors shall form a quorum for the transaction of Board business.

#### **6.03 Location and Timing of Board Meetings**

Except as otherwise required by these by-laws, the Board may hold its meetings at such times and places as it decides.

#### **6.04 Frequency of Board Meetings**

- (a) The Board shall meet not less than twice in each fiscal year.
- (b) The President shall call a meeting of the Board on written request signed by at least three (3) members of the Board, stating the purpose of the meeting.

#### **6.05 Notice of Board Meetings**

- (a) Written notice of each meeting of the Board shall be sent to each director not less than three (3) weeks before the meeting is to take place.
- (b) No written notice of a Board meeting is required:
  - (i) if all the directors are present when the decision to hold a meeting is made;
  - (ii) if those directors who are absent have signified their consent to the meeting being held in their absence; or
  - (iii) for a meeting immediately following the Annual General Meeting or a special meeting of the members of the Association.

## **6.06 Proof of Notice**

The statutory declaration of the President or Vice President Finance that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence that such notice has been given.

## **6.07 Voting at Board Meetings**

Questions arising at any meeting of the Board shall be decided by a majority of votes of the directors. In case of a tie vote the Chairperson shall have the casting vote.

## **6.08 Voting by Secret Ballot**

- (a) All votes shall be taken by show of hands indicating assent or dissent; and
- (b) When any director so requests a vote shall take place as a recorded vote or by secret ballot.

## **6.09 Absence of President**

The President of the Association shall preside at meeting of the Board. In the absence of the President, the duties of the chairperson shall be performed by the 1<sup>st</sup> Vice President or Vice President Finance or such other director as the Board may appoint.

## **6.10 Remuneration of Directors**

Directors shall not receive any remuneration for their services as directors but shall be paid honoraria and expenses for attending meetings of the Board and for carrying out other approved business for the Association as may be approved by the Board. This restriction shall not preclude any director from serving the Association as an officer or in any other capacity and receiving compensation therefore, but any such paid service must be formally approved by the Board.

## **6.11 Indemnification of Directors**

Every director shall be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses he or she sustains or incurs:

- (a) In relation to the normal operation of the Association's business; or
- (b) As a result of any action, lawsuit or proceeding brought against the director because of anything he or she did or permitted to be done in the course of his or her duties of office except where these are caused by his or her bad faith or wilful neglect or default.

## **7. OFFICERS OF THE ASSOCIATION**

### **7.01 Officers and Their Election**

The officers of the Association shall be: a President, a 1<sup>st</sup> Vice-President and a Vice-President Finance. The election of the officers and their terms of office shall be as set out in Article 5.

### **7.02 Duties of the President**

The President may be the chief executive office of the Association when so designated by the Board and shall be charged with the general management and supervision of its affairs and operations and be responsible for developing policy and programs. The President shall preside at all annual general and special meetings of the members of the Association and of the Board. The President shall ensure that all orders and resolutions of the Board and of general meetings of the Association are carried into effect.

### **7.03 Duties of the 1<sup>st</sup> Vice-President**

The 1<sup>st</sup> Vice-President shall carry out the duties of the President during the absence or incapacity of the President and shall have all the rights powers and authority of the President of the Association while doing so.

### **7.04 Duties of the Vice President Finance**

The Vice President Finance shall be responsible for:

- (a) The preparation and keeping of the minutes of all meetings of the Board and of the Association in accordance with good corporate practice. The minutes shall be maintained at the head office of the Association.
- (b) The keeping of the financial books and records of the Association in accordance with generally accepted accounting practices.
- (c) Ensuring that all money due to the Association is received and deposited in the bank designated by the Board and that it is disbursed as determined by the Board.
- (d) Ensuring that all the funds, assets and liabilities of the Association are properly accounted for and that financial reports as required by the Board are submitted promptly.

### **7.05 Duties of the Executive Director**

The Executive Director shall be appointed by the Board and shall be responsible for supervising and managing the day-to-day operations of the Association. The Executive Director shall comply with all lawful orders of the Board and shall have full powers to manage the affairs of the Association. The Executive Director may be appointed as the Chief Executive Officer of the Association by the Board.

## **8 FINANCIAL AND RELATED MATTERS**

### **8.01 Fiscal Year**

The fiscal year of the Association shall be from April 1st to March 31st following.

### **8.02 Auditors**

At each Annual General Meeting the members shall appoint an auditor to audit the accounts of the Association for the year. The remuneration of the auditor shall be decided by the Board.

### **8.03 Books Open to Members**

The books and records of the Association shall be open to the inspection of members at each Annual General Meeting.

### **8.04 Signing and Certification of Legal Documents**

Contracts and other legal documents or instruments in writing which require the signature of the Association in the normal course of its business shall be signed by either the President or 1<sup>st</sup> Vice President together with the Vice President Finance and when so signed they shall be binding on the Association. However, the directors shall have the power by resolution to delegate this signing authority to such other officers or employees as they consider necessary for the expedient conduct of the business of the Association.

### **8.05 Use of Seal**

The seal of the Association shall be kept in the custody of the Vice President Finance. The seal of the Association may be affixed to contracts, documents and instruments when required.

### **8.06 Signing of Cheques and Other Banking Arrangements**

All cheques, bills of exchange or other orders for payment of money and all notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officers or employees of the Association as shall be determined from time to time by resolution of the Board.

### **8.07 Deposit of Funds**

All notes and cheques made out in favour of the Association and all other revenue received shall be deposited in the bank account of the Association and the Association rubber stamp "for deposit" may be used to endorse such instruments.

### **8.08 Approval of the Board**

No decision involving expenditures in excess of \$100,000.00 shall be effective unless approved by the Board.

### **8.09 Remuneration of Officers, Agents and Employees**

The remuneration of all officers, agents and employees shall be determined by the Board.

### **8.10 Borrowing**

The directors may approve borrowing money for the normal business operations of the Association provided that the amount borrowed at any one time shall not exceed one half of the Association's operating revenues in the preceding financial year. All other borrowing for the Association shall require a special by-law approved by a majority of votes cast at a general meeting of members and may include:

- (a) borrowing by promissory note or debenture;
- (b) mortgaging, hypothecating or pledging all or any of the property of the Association, as security for the money borrowed; and
- (c) limiting or increasing the amount to be borrowed.

### **8.11 Investment of Funds**

Any funds of the Association which are not immediately required to meet expenses may be invested in such manner as may be determined by the Board.

## **9. ENACTMENT AND AMENDMENT OF BY-LAWS**

### **9.01 Changes to the By-Laws**

- (a) Before being presented to an Annual General Meeting or a special meeting of the Association, any resolution proposing changes to the by-laws must be approved by a majority of Directors at a meeting of the Board;
- (b) The by-laws of the Association may only be enacted, repealed or amended by a majority of at least three quarters (3/4) of the delegates present at an Annual General Meeting or by extraordinary resolution at a special meeting convened for that purpose.
- (c) A change to a by-law shall not take effect until approved by the Registrar of Societies, Government of Nunavut.

**APPLICANTS**

**WITNESSES**

Signature

Address

Signature

Address

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