

# NUNAVUT TOURISM



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**Nunavut Tourism**  
**Nunavumi Pulaakataligiyyit**  
**Tourisme Nunavut**

**BYLAWS**  
**2014**

**BY-LAW**

## INTERPRETATION

1. In these bylaws, unless the context otherwise requires,

“accounting or related financial experience” means the ability to analyze and interpret a full set of financial statements including the notes attached thereto, in accordance with Canadian generally accepted accounting principles

“Act” means the Nunavut Societies Act (R.S.N.W.T. 1988 c. S-11; as amended by Statutes Enacted Under Section 76.05 of Nunavut Act SN.W.T. 1998 c.35) from time to time in force and all amendments to it

“associate member” means any member who is not a full member or as defined herein

“board” and “board of directors” means the elected board of directors of Nunavut Tourism.

“Corporation” or “Nunavut Tourism” means the corporation named Nunavut Tourism (#SOC 1240), incorporated under the Nunavut Societies Act (R.S.N.W.T. 1988 c.S-11; as amended by Statutes Enacted Under Section 76.05 of Nunavut Act SN.W.T. 1998 c.35) from time to time in force and all amendments to it

“cruise ship” means any passenger ship used for pleasure voyages, where the voyage itself, the ship's amenities and the ports visited are considered an essential part of the experience

“director” means any elected member of the board of directors of the corporation,

“ex officio” means any person appointed to the Board of Directors by the voting members of board of directors.

“external auditor” means a member of a recognized Canadian Institute of Chartered Accountants who is not an employee of Nunavut Tourism and who does not have an interest or relationship with the Corporation that could be seen to interfere with the external auditor’s ability to act independently and objectively

“extraordinary resolution” means a resolution passed by a majority of not less than three-quarters (3/4) of the members present and entitled to vote

“financially literate” means the ability to read and understand a balance sheet, an income statement, a cash flow statement and the notes attached thereto

“full member” means any individual, proprietorship, partnership or corporation member who conducts tourism business in Nunavut

“government” means Canadian federal, provincial, or territorial government

“internal auditor” means the Finance Manager of Nunavut Tourism

“open representative” means any member of Nunavut Tourism other than a sector representative

“passenger ship” means any ship whose primary function is to carry passengers

“sector representative” means any member of Nunavut Tourism with specific and demonstrable knowledge, experience and expertise in any of the following areas of specialization within the tourism industry; eco-tourism and adventure travel, hunting tourism, fishing tourism, accommodations tourism, airline operations, and the cruise ship industry

“ship” means any large, sea-going watercraft of sufficient size to carry its own boats, such as lifeboats, dinghies, or runabouts

“tourism business” means an appropriately licensed business which provides services directly related to tourism in Nunavut or which caters to the needs of the traveling public in Nunavut, including but not limited to outfitters, tour operators, tour wholesalers, travel agents, hotels, bed & breakfast accommodations, and transportation providers

“tourist” means someone who stays for more than one night and less than a year at a destination 30 km or more from home; business, government and convention travel is included

“voting member” means any member, director or officer of Nunavut Tourism who has the right to vote

## **MEMBERSHIP**

2. Members are bound by the bylaws of Nunavut Tourism.
3. Application for membership shall be made in writing to Nunavut Tourism.
4. Membership is open to individuals, proprietorships, partnerships, and corporations and governments who have paid the prescribed membership fees where applicable.
5. There shall be the following two (2) categories of membership;
  - (1) full member,
  - (2) associate member,
6. Full members, shall enjoy the full rights and privileges of membership, including,

- (1) the right to attend and participate in all meetings and functions of Nunavut Tourism except in camera meetings of the board of directors,
  - (2) the right to vote at all general and special meetings of Nunavut Tourism,
  - (3) the right to nominate and/or be nominated and hold elected or appointed offices within Nunavut Tourism,
  - (4) the right to take part in all activities, projects and programs subject to such regulations and payment of additional fees as the Board of Directors may from time to time prescribe for specific purposes.
7. Associate members shall,
- (1) have the right to attend and participate in all meetings and functions of Nunavut Tourism except in camera meetings of the board of directors,
  - (2) have the right to take part in all activities, projects and programs subject to such regulations and payment of additional fees as the Board of Directors may from time to time prescribe for specific purposes,
  - (3) not have the right to vote at any meeting,
  - (4) not have the right to nominate and/or be nominated and hold elected or appointed office with Nunavut Tourism.
8. Membership fees shall be set by the board of directors
9. Any member who fails to renew their annual membership when it expires shall cease to be a member and shall lose all membership rights until such time as a new application is made and membership fees are paid in full.
10. Any member may cease to be a member of Nunavut Tourism by giving notice thereof to the Corporation.
11. Membership shall be automatically suspended or revoked upon suspension or revocation of any required operating licenses.
12. Membership in Nunavut Tourism may be revoked provided the member has received at least thirty (30) days written notice that such a vote is to take place.
13. Appeal of any revocation of membership can be made to the board of directors and the decision of the board shall be final.

## **BOARD OF DIRECTORS**

14. To facilitate voting in elections of Board Members by all members, including those not physically present at the Annual General Meeting, Nunavut Tourism Board elections will take place by mail, email and fax. All ballots must be received by 1 week prior to the Annual General Meeting and all members will have a three week window to vote.

**15. The Board shall:**

- a. annually fix the number of directors to be elected at the annual general meeting as permitted by the Association's by-laws;
- b. present in writing to the membership, at least twenty days in advance of the annual general meeting, a slate of nominees proposed for election to fill any Board vacancies.

**16. Nominations for Board of Directors positions shall,**

- (1) be made in writing to the Nomination Committee at least forty five days in advance of the annual general meeting,
- (2) be endorsed by at least two nominators who are full members of the Corporation,
- (3) state the reasons why the nominee ought to be considered for election,
- (4) include a resume or curriculum vitae of the nominee.
- (5) Any businesses having managerial relationships can not hold seats at the same time on the Board; managerial relationship being defined as controlling and financial interest.

**17. The Board of Directors shall be comprised of a minimum of four (4) and a maximum of seventeen (17) members.**

**18. The property and business of Nunavut Tourism shall be managed by a minimum of four (4) and a maximum of ten (10) voting Board members.**

**19. A maximum of ten (10) elected voting Board of Directors positions shall be held by the following representatives;**

- (1) one (1) combined Hunting/Fishing sector representative,
- (2) one (1) Arts sector representative; the seat will be held by someone primarily involved in the arts (arts being defined as graphic or performing arts) or whose business is primarily arts tours,
- (3) one (1) Cruise sector representative,
- (4) one (1) Accommodation sector representative,
- (5) one (1) Transportation sector representative,
- (6) one (1) Outdoor Adventure sector representative, (formerly the Adventure/Ecotourism seat)
- (7) one (1) Travel Trade sector representative defined as:
  - Someone involved in distribution of travel product
  - Not a principal selling majority of their own product
  - A business that primarily markets and sells other people's products
- (8) three (3) Regional representatives; defined as someone operating a tourism business based in that region.

The Board of Directors shall also be comprised of the following Ex-Officio, non-voting seats:

- 1) Parks Canada
- 2) Territorial Parks
- 3) CanNor
- 4) NTI
- 5) Three (3) Regional Inuit Associations; the seats are to be filled by a Beneficiary involved in managing tourism project(s),

## VOTING

20. Each voting member of the Corporation shall have one vote at all general membership meetings.
21. Proxy voting is acceptable for legal voting at all general membership meetings.
22. Proxies received by facsimile are legal for voting at all general membership meetings.
23. The maximum number of proxies that one voting member may carry is three (3).
24. Voting at general meetings shall be by show of hands, except for voting for Directors and Officers, which shall be by secret ballot.
25. Voting by voting members on a teleconference meeting is legally acceptable and in such cases the method of voting must be so recorded in the minutes of that meeting.
26. A majority vote of the members in attendance shall be sufficient to constitute a decision, except where a higher percentage is specifically required by these bylaws or the Act. The Chair shall cast a vote in the case of a tie.
27. The Board of Directors may from time to time include additional non-voting *ex officio* board members in accordance with the by-laws.
28. Board members shall serve a two (2) year term and terms shall be staggered to ensure continuity on the Board of Directors.

29. Replacement(s) for the Board position(s) shall serve until the next annual general meeting, at which time the position(s) shall be open for election for the balance of the term.
30. All Board members shall be required to sign, under oath, a confidentiality agreement not to disclose the business of the Corporation to any other parties outside the Corporation.
31. The Board may, by resolution of two-thirds (2/3) of the Board, dismiss a Board member or Officer for conduct considered detrimental to the good standing of the Corporation.
32. A Board position shall be automatically vacated if,
  - i. a board member is absent from two (2) scheduled board meetings in any one year period,
  - ii. a Board member resigns office by delivering a written resignation to the Secretary-Treasurer of Nunavut Tourism,
  - iii. the member is found by court to be of unsound mind,
  - iv. a member petitions for or makes an assignment in bankruptcy or suspends payment or compounds with his creditors,
  - v. the member dies.
33. When, for any reason, a vacancy is created on the Board, the Board may, by majority vote, appoint a replacement.
34. Unless otherwise disqualified, Directors shall be eligible for re-election or re-appointment.

## **OFFICERS**

35. The officers of the Corporation shall be the Chair, Vice Chair and Secretary/ Treasurer and their respective duties shall be defined from time to time in the policies of the association as determined by the Board of Directors.
36. The officers of the Corporation shall be elected annually at the first meeting of the Board of Directors held after the annual general meeting.
37. The voting members of the Board of Directors may, at any time and by majority secret vote, appoint a Board member to serve as an officer to fill a vacancy that exists, until the next annual general meeting of members.
38. A vacancy of any officer shall not invalidate any business transacted at any meeting of Nunavut Tourism held during the period of such vacancy.

## **COMMITTEES**

39. The Board of Directors may create and appoint committees whose members will hold their offices at the will of the Board of Directors. All committees shall automatically be dissolved annually at the adjournment of each Annual General Meeting.
40. The Board shall determine the duties of any committees and may fix, by resolution, any remuneration to be paid.

## MEETINGS

41. The members may consider and transact any business either special or general at any general meeting including the annual general meeting.
42. The date and location of the annual general meeting of the Corporation or any other general meeting of the members shall be determined by the Board of Directors.
43. The annual general meeting of the Corporation shall be held no sooner than thirty days immediately following the fiscal year end and no later than the end of November each year.
44. The report of the Directors, the financial statement and the report of the auditors shall be presented at every annual general meeting.
45. The Board of Directors shall issue written notice of a special members' meeting of Nunavut Tourism within fourteen (14) days of receipt of a written request provided to the Chair of the Corporation from at least ten members in good standing.
46. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgment on the decision to be taken and shall be given to the members at least one week prior to the meeting.
47. Written notice of the annual general meeting of the Corporation or any other general meeting of the members shall be given to the members at least twenty-one (21) days prior to the meeting.
48. For the purposes of sending notice to any member, director or officer, it shall be sent to her/his last address recorded on the books of the Corporation.
49. Special meetings may be attended in person or by telephone or by any other telecommunications device that permits all persons participating in the meeting to understand each other.



50. The Chair, or in her/his absence, the Vice-Chair, shall preside at all meetings of Nunavut Tourism.
51. In the absence of both the Chair and the Vice-Chair, the members personally present at such meeting shall select from their number, a chairperson to act as such only for that meeting.
52. No error or omission in giving notice of any annual, general or special meetings or any adjourned meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.
53. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.
54. Meetings of the Board of Directors shall be held on such dates and at such times and locations as is determined by the majority of voting board members.
55. Special Board of Directors meetings for any particular purpose shall be called by the Chair of the Board upon written request of four voting members of the Board, providing that notice for the special meeting shall contain a statement of the purpose of the meeting and shall be given to the members of the Board at least one week prior to the meeting.
56. At any meeting of the Board, voting members of the Board of Directors may enter and exit into an in camera session by motion and the minutes of such 'in camera' sessions shall not be included in the public record.

### **QUORUM**

57. At all Board of Directors meetings, five (5) voting members of the Board of Directors present in person or by telephone or by any other telecommunications device that permits all persons participating in the meeting to understand each other shall constitute quorum.
58. At all general and special members meetings of Nunavut Tourism, twenty (21) members in good standing present in person or by telephone or by any other telecommunications device that permits all persons participating in the meeting to understand each other shall constitute quorum.

### **HONOURARIA**

59. Nunavut Tourism may pay an honorarium to any person in order to attend meetings on behalf of Nunavut Tourism.

60. The amount of any Directors' compensation shall be determined from time to time by a majority vote of the Board of Directors.
61. All economy class travel and reasonable accommodation expenses incurred by any voting Board or committee member doing the business of Nunavut Tourism shall be reimbursed either by direct payment to the supplier or to the member upon receipt of an expense claim.
62. Per diem for any voting Board or committee member traveling while doing the business of Nunavut Tourism shall be paid at the Treasury Board of Canada rate in effect at the time the expense is incurred.

### **MINUTES AND RECORDS**

63. Minutes of the proceedings of all meetings shall be recorded and entered into books, except for any minutes of meetings taken during an 'in camera' session, to be kept for that purpose by the Chief Executive Officer.
64. The Chief Executive Officer may delegate the taking of the minutes.
65. The entry of all minutes and rules or regulations shall be signed by a Director who was present at the meeting at which they were adopted.
66. All books of Nunavut Tourism shall be open for viewing by any member of Nunavut Tourism during regular business hours with reasonable notice.

### **AUDITOR**

67. The external auditor shall,
  - (1) be a member of a recognized Canadian Institute of Chartered Accountants,
  - (2) be appointed at every annual general meeting to audit the accounts of the Corporation,
  - (3) serve until the next annual meeting or until a successor is appointed.
68. In the event of the resignation, disqualification or death of the external auditor, or in the opinion of the Board of Directors they are incapable of performing assigned duties, the Board of Directors may appoint another auditor in their place.

### **GENERAL BY-LAWS**

69. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

70. The Board of Directors may prescribe such rules and regulations not contrary with these bylaws relating to the management and operation of the Corporation as they deem expedient.
71. Contracts, documents or any instructions in writing requiring the signature of the Corporation, shall be signed by any two (2) officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
72. The seal of the Corporation shall be kept in the custody of the Chief Executive Officer and may be affixed to any instruments or documents on behalf of the Society by the Chief Executive Officer and at least one other director appointed by the Board of Directors.
73. Until changed in accordance with the Act, the Head Office of the Corporation shall be located in Iqaluit, Nunavut.
74. The fiscal year of the Corporation shall begin on the first day of April each year and end on the thirty-first (31<sup>st</sup>) day of March of the following year.
75. The Board of Directors may borrow upon credit of the Corporation, issue debentures of other securities of the Corporation and charge, hypothecate, mortgage or pledge any or all of the real or personal property, rights or powers of the Corporation in order to secure any such debentures or other securities.
76. Any disputes arising out of the affairs of the Society, in the circumstances set forth in Section 9 of the Societies Act, shall be decided by arbitration under the Arbitration Act (R.S.N.W.T. 1988 c.A-5).
77. Nunavut Tourism may voluntarily dissolve with an extraordinary resolution of members and upon the Registrar being satisfied that no debts or liabilities are outstanding.
78. Distribution or sale of assets or capital must be approved by the Board of Directors.

## INDEMNIFICATION

79. Every Director or officer of Nunavut Tourism or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or proceeding which is brought, commenced or prosecuted

against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office in respect of any such liability; and, all other costs, charges and expenses which s/he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

### **BY-LAW CHANGES**

- 80.** The bylaws of Nunavut Tourism may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the Society and not otherwise.
- 81.** Details of proposed amendments, alterations, or deletions of by-laws shall be given in the notice for the meeting at which they are to be considered.
- 82.** A majority vote at the annual general meeting is sufficient to pass a bylaw amendment.
- 83.** No rescission, alteration or addition to the bylaws has any effect until it has been approved and registered by the Registrar of Societies.
- 84.** In these bylaws, and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

**RESOLUTION:  
ENACTMENT OF NEW BYLAWS**

Resolved that the bylaws of Nunavut Tourism be repealed and the bylaws set forth herein be substituted hereafter.

We the undersigned, being Directors or authorized Officers of Nunavut Tourism, hereby certify that the forgoing is a true and correct copy of a resolution of Nunavut Tourism passed at the Special General Meeting on the 12th day of June, 2014.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of Director or Officer

Corporate Seal

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of Director or Officer

**END OF DOCUMENT**