

## A. INTERPRETATION

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

“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

“Beneficiary” means a beneficiary under the Nunavut Land Claims Agreement

“Board” and “Board of Directors” means the elected board of directors of Nunavut Tourism

“Corporation” 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

“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, including Ex-Officios

“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 The Corporation 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, or present by proxy, and entitled to vote

“Government” means Canadian Federal, Territorial Government, or Municipal Government

“Member” means any individual, proprietorship, partnership or corporation member who is involved in a tourism business that affects Nunavut

“Officer” means any officer of the Corporation as defined in bylaw 40

“Operating License” means any license or authorization required by any member of the Corporation in order to operate a Tourism Business;

“Regional Inuit Association(s)” means the Kitikmeot Inuit Association, the Kivalliq Inuit Association and/or the Qikiqtani Inuit Association;

“Sector Representative” means any member of the Corporation 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

“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

“Voting Member” means any member, director or officer of the Corporation who has the right to vote at membership meetings

“Voting Director” means any Director of the Corporation entitled to vote on matters before the Board.

## **B. MEMBERSHIP**

2. Members are bound by the bylaws of the Corporation.
3. Application for membership shall be made in writing to the Corporation using the Corporation’s membership application; subject to board approval.
4. Membership is open to individuals, proprietorships, partnerships, and corporations and governments who have paid the prescribed membership fees where applicable.
5. Members shall enjoy the full rights and privileges of membership:
  - (1) the right to attend and participate in all meetings and functions of the Corporation, except in-camera meetings of the Board;
  - (2) the right to vote at all general and special meetings of the Corporation;
  - (3) the right to be nominated to hold elected or appointed offices within the Corporation;
  - (4) the right to nominate others to hold elected or appointed offices within the Corporation;
  - (5) 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.
6. Membership fees shall be determined and amended from time to time as the Board sees fit.

7. A membership in the Corporation is terminated when:
- (1) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
  - (2) the member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
  - (3) the member is expelled in accordance with bylaw eight (8) below or is otherwise terminated in accordance with Articles or Bylaws;
  - (4) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation automatically cease to exist.

8. The Board shall have authority to suspend or expel any member from the Corporation for any one of more of the following grounds:
- (1) violating any provisions of the Articles, Bylaws, or written policies of the Corporation;
  - (2) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - (3) membership shall be automatically suspended or revoked upon suspension or revocation of any Operating Licenses;
  - (4) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the even that no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

9. Any member who fails to renew their membership annually, shall cease to be a member of the Corporation, and shall lose all membership rights and privileges until such time as a new application is made and any required membership fees are paid in full.

### **C. BOARD OF DIRECTORS**

- 10.** The affairs of the Corporation shall be governed by a Board that shall supervise, control and direct the affairs of the business of the Corporation. The Board may adopt such rules and resolutions as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the objects of the Corporation.
- 11.** The Board Shall:
  - (1) decide the number of Directors to be elected at the Annual General Meeting in accordance with the Corporation's bylaws;
  - (2) present in writing to the membership at least twenty (20) days in advance of the Annual General Meeting, a slate of nominees proposed for election to the Board.
- 12.** Nominations for the Board Shall:
  - (1) be made in writing to the Nomination Committee at least forty five (45) days in advance of the Annual General Meeting;
  - (2) be endorsed by at least two members of the Corporation;
  - (3) state the reason(s) why the nominee ought to be considered for election including a brief background of the nominee.
- 13.** Only one person per corporation may serve on the Board at any time.
- 14.** The Board shall be comprised of both voting and non-voting Directors.
- 15.** The Board shall be comprised of a minimum of five (5) and a maximum of eighteen (18) Directors.
- 16.** The property and business of the Corporation shall be managed by a minimum of five (5) and a maximum of thirteen (13) voting Directors.
- 17.** A maximum of thirteen (13) voting Director positions shall be held by the following:
  - (1) One (1) combined Hunting/Fishing sector representative;
  - (2) One (1) Arts sector representative;
  - (3) One (1) Cruise sector representative;
  - (4) One (1) Accommodations sector representative;
  - (5) One (1) Transportation sector representative;
  - (6) One (1) Travel Trade sector representative;
  - (7) One (1) Outdoor Adventure sector representative;
  - (8) One (1) Kivalliq sector representative;
  - (9) One (1) Kitikmeot sector representative;
  - (10) One (1) Qikiqtani sector representative;
  - (11) One (1) Kivalliq Inuit Association representative;

- (12) One (1) Kitikmeot Inuit Association representative;
- (13) One (1) Qikiqtani Inuit Association representative.

- 18.** The three (3) Regional Inuit Association seats are to be filled by a Nunavut Land Claims Beneficiary who is involved in managing tourism-related projects.
- 19.** The Board of Directors shall also include the following five (5) Ex-Officio, non-voting Director seats that are to be filled at the discretion of each of the following departments:
  - (1) Parks Canada – Nunavut Field Unit
  - (2) Government of Nunavut – Department of Environment – Territorial Parks
  - (3) Government of Nunavut – Department of Economic Development & Transportation
  - (4) CanNor
  - (5) Nunavut Tunngavik, Inc.
- 20.** Meetings of the Board shall be held on such dates, times and locations as determined by a majority of the Directors.
- 21.** Members voting in the election of Directors may vote by mail and fax. The mail, email and fax ballots will be sent to members who have requested them thirty (30) days prior to the Annual General Meeting and all ballots must be received no later than seven (7) days prior to the Annual General Meeting.
- 22.** Special Board meetings for any particular purpose shall be called by the Chair of the Board upon the written request of four (4) voting Directors, provided that notice for the special meeting contains a statement of the purpose of the meeting and is given to the Directors at least one week prior to the meeting.
- 23.** At any meeting of the Board, Directors may enter and exit into an ‘in-camera’ session by motion, and the minutes of such ‘in-camera’ session shall not be included in the public record.
- 24.** The Board may, from time to time, include additional non-voting Ex-Officio members in accordance with these Bylaws.
- 25.** Elected Directors shall serve a three (3) year term and terms shall be staggered to ensure continuity on the Board.
- 26.** Where, for any reason, a Director relinquishes his or her position on the Board, the remainder of his/her term will be filled by a person appointed by the Board of Directors until the next Annual General Meeting of the Corporation. In the event that a Board Member relinquishes his or her position with thirty (30) days prior to the Annual General Meeting, the position shall remain vacant until the Annual General Meeting.

27. All Directors shall be required to sign, under oath, a confidentiality agreement which prohibits disclosure of any information about the business of the Corporation to any parties outside the Corporation.
28. The Board may, by resolution of two-thirds (2/3) majority of the entire Board, dismiss a Director, Officer or Member for conduct considered detrimental to the Corporation. The Board has the right to temporarily suspend a Director, Officer or Member who is accused of conduct considered detrimental, including unlawful conduct, to the Corporation while an investigation is underway.
29. A Director can be automatically dismissed from his/her position if they are absent from two (2) scheduled Board Meetings (not including Board Information Sessions) in any one (1) year period without notice or just cause.
30. A Director shall be automatically dismissed from his/her position if:
  - (1) they deliver a written resignation to the Secretary-Treasurer of the Corporation;
  - (2) are found by the *Court* or a medical practitioner to be of unsound mind;
  - (3) petition for, or make an assignment in bankruptcy or suspend payment to their creditors;
  - (4) die.
31. Unless otherwise disqualified, a Director shall be eligible for re-election or re-appointment.

#### **D. VOTING**

32. Each member of the Corporation shall have one (1) vote at all membership meetings.
33. Proxy voting is acceptable at all membership meetings.
34. Proxies received by facsimile are acceptable for voting at all membership meetings.
35. The maximum number of proxies that one (1) voting member may carry is three (3).
36. Voting at membership meetings shall be by show of hands, except where electing Directors of the Corporation in which case the method of voting will be secret ballot.
37. Votes cast on a teleconference meeting are acceptable, and in such cases the method of voting is to be reflected in the minutes of that meeting.
38. A majority vote of the members in attendance shall be sufficient to constitute a decision of the Corporation, except where a higher percentage is specifically required by these Bylaws or the *Act*. The Chair shall cast a vote in case of a tie.

## **E. OFFICERS**

- 39.** The Board of Directors, at their first meeting after the Annual General Meeting shall elect from their own number, a Chair, Vice-Chair and Secretary-Treasurer. These positions will be held for two (2) years or until the Officer resigns.
- 40.** Unless otherwise specified by the Board which may, subject to the *Act*, modify, restrict or supplement such duties and powers the Officers of the Corporation. The Chair, Vice-Chair, and Secretary-Treasurer shall have the following duties:
- (1) Chair – The Chair of the Board shall, when present, preside at all meeting of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify;
  - (2) Vice-Chair – if the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meeting of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify;
  - (3) Secretary-Treasurer – The Secretary-Treasurer shall attend and be the secretary of all meetings of the Board. The Secretary-Treasurer shall enter or cause to be entered in the Corporation’s minute book, the minutes of all proceedings at such meetings; the Secretary-Treasurer shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary-Treasurer shall be responsible for keeping proper account books for the Corporation. The Secretary-Treasurer by majority vote shall have such powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for the Board of Chair requires of them. The Board may, from time to time, and subject to the *Act*, vary, add to or limit the powers and duties of any Officer.

- 41.** The Voting Directors may, at any time and by majority secret vote, appoint a Director to serve as an Officer to fill a vacancy that exists, until the next Annual General Meeting, unless such vacancy happened thirty (30) or less days before the Annual General Meeting.
- 42.** A vacancy of any Officer shall not invalidate any business transacted at any meeting of the Corporation held during the period of such vacancy.

## **F. COMMITTEES**

- 43.** The Board may establish committees to further the objectives of the Corporation. All committee members will hold office at the pleasure of the Board, and all committees will be dissolved at the adjournment of each Annual General Meeting.
- 44.** The Board shall determine the duties of any committees established and may fix, by resolution, any remuneration to be paid to the members of those committees.

## **G. MEETINGS**

- 45.** The Corporation may conduct any of its business, whether special or general at any category of meeting.
- 46.** The date and location of the Annual General Meeting shall be determined by the Board.
- 47.** The Annual General Meeting shall be held between thirty (30) and two hundred thirty (230) days following the fiscal year end of the Corporation.
- 48.** The following documents shall be presented at every Annual General Meeting:
  - (1) Report of the Board of Directors;
  - (2) The Corporation's Financial Statements; and
  - (3) The Report of the External Auditor
- 49.** Where ten (10) Members provide a written request for a special meeting to the Chair of the Board, the Board shall, within seven (7) days of the receipt of the request, provide notice to the members of the date and time for the special meeting. In any case, the special meeting shall not be held longer than twenty one (21) days after the written request was received by the Chair.
- 50.** 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 such information shall be given to the members at least seven (7) days prior to the meeting.
- 51.** 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.
- 52.** Special meetings may be attended in person, by telephone, or by any other telecommunication device that permits all persons participating in the meeting to hear, speak to, and understand each other.



53. In the absence of the Chair of the Board, the Vice-Chair shall preside over all meetings of the Corporation.
54. In the absence of both the Chair and the Vice-Chair of the Board, the Members physically present at a meeting shall select a Chairperson from their number to act for that meeting only.
55. No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting of the members of the Corporation shall invalidate such meeting or void any proceedings conducted at that meeting.
56. Any member at any time may waive notice of any meeting, may ratify, approve and confirm any or all proceedings taken at that meeting.
57. Meetings of the Board and Members shall be held on such dates, times and locations as determined by a majority of Directors.
58. Special meetings for any particular purpose shall be called by the Chair of the Board upon the written request of four (4) voting Directors, provided that notice for the special meeting contains a statement of the purpose of the meeting and is given to the Directors at least seven (7) days prior to the meeting.

#### **H. QUORUM**

59. Fifty (50) percent plus one of the filled voting Directors positions that are present in person, by telephone or by any other means of telecommunication that permits all persons participating in the meeting to hear, speak to , and understand each other shall constitute quorum at a Board of Directors meeting.
60. At all general and special members meetings of the Corporation, twenty one (21) members in good standing, attending in person, by telephone, by proxy, or by any other means of telecommunication that permits all persons participating in the meeting to hear, speak to, and understand each other shall constitute quorum.

#### **I. HONOURARIA**

61. The Corporation may pay honouraria to any person in order to have them attend meetings on behalf of the Corporation.
62. Directors' compensation shall be determined, from time to time, by a majority vote of the Board.

- 63.** All economy class travel and reasonable accommodation expenses incurred by any Director or committee member engaged in conducting the business of the Corporation shall be reimbursed either by direct payment to the supplier or to the member upon receipt of an expense claim.
- 64.** Per Diem for any Director or committee member traveling while engaged in conducting business of the Corporation shall be paid at the Government of Nunavut rate in effect at the time the expense is incurred.

#### **J. MINUTES AND RECORDS**

- 65.** Minutes of all meetings shall be recorded and entered in to the Corporation's books. Any minutes taken during an 'in-camera' session of the Board are not to be kept in the Corporation's books; they will be kept by the Chief Executive Officer of the Corporation.
- 66.** The Chief Executive Officer will delegate the taking of the minutes.
- 67.** Prior to entering meeting minutes, or rules or regulations of the Corporation into the Corporation's books they shall be signed by a Director who was present at the meeting.
- 68.** All books and records of the Corporation shall be open for inspection by any member during regular business hours at Building 917, 3<sup>rd</sup> Floor, Suite 'A', Iqaluit, Nunavut.

#### **K. AUDITOR**

- 69.** The external auditor must:
- (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 General Meeting or until a successor is appointed.
- 70.** In the event of the resignation, disqualification or death of the external auditor, or in the opinion of the Board, if the External Auditor is incapable of performing assigned duties, the Board may appoint another External Auditor.
- 71.** The Auditor's duties are:
- (1) Conduct an audit of the Corporation in accordance with *Canadian Auditing Standards*.
  - (2) Perform procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgements, including the assessment of the risks of material misstatement of

the financial appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

- (3) Express and opinion on the financial statements in accordance with *Canadian Auditing Standards*.

## L. GENERAL BYLAWS

- 72.** The Board shall ensure that all necessary books and records of the Corporation required by these Bylaws and any applicable statute(s) shall be kept at the principal place of business of the Corporation at Building 917, 3<sup>rd</sup> Floor, Suite 'A', Iqaluit, Nunavut, and they are kept in accordance with the Bylaws.
- 73.** Any documents signed by two (2) Officers of the Corporation shall be binding under the Corporation.
- 74.** The seal of the Corporation shall be kept in the custody of the Chief Executive Officer and may be affixed to any instrument or document on behalf of the Corporation by the Chief Executive Officer and at least one (1) other Director.
- 75.** The Head Office of the Corporation shall be located in Iqaluit, Nunavut.
- 76.** The fiscal year of the Corporation shall begin on the first (1<sup>st</sup>) day of April each year and end on the thirty first (31<sup>st</sup>) day of March of the following year.
- 77.** The Board may borrow upon the 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 but can only be approved by extraordinary resolution.
- 78.** All monies received by or on behalf of the Corporation shall be receipted and deposited into a bank account designated by the Directors at the Corporation's banking facility.
- 79.** Any disputes arising out of the affairs of the Corporation 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*)
- 80.** The Corporation may voluntarily dissolve with an extraordinary resolution of members and upon the Registrar being satisfied that no debts or liabilities are outstanding.

**81.** Distribution or sale of assets or capital must be approved by the Board.

#### **M. IDEMNIFICATION**

**82.** Every Director or Officer of the Corporation 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 prosecuted against him/her, 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 in 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.

#### **N. BY-LAW CHANGES**

**83.** The bylaws of the Corporation may be varied, amended or repealed to the revisions of the *Act* and not otherwise.

**84.** 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.

**85.** No rescission, alteration or addition to the bylaws has any effect until it has been approved and registered by the Registrar of Societies.

**86.** In these bylaws, and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of 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 <DATE>

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

\_\_\_\_\_  
Signature

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

Corporate Seal

\_\_\_\_\_  
Signature

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

**END OF DOCUMENT**