



## A. INTERPRETATION

1. All words and phrases in these Bylaws shall be read with such changes in number and gender as context requires.
2. In these bylaws (the “**Bylaws**”), unless the context otherwise requires:

“**Act**” means the *Societies Act* (Nunavut), as amended and/or repealed and replaced from time to time, and any regulations made thereunder, as amended and/or repealed and replaced from time to time;

“**Beneficiary**” means an individual listed on the Inuit Enrollment List created under the Nunavut Agreement;

“**Board**” and “**Board of Directors**” mean the board of directors of the Society;

“**Chief Executive Officer**” means the chief executive officer of the Society, the seniormost employee of the Society;

“**Constitution**” means the Constitution of the Society, as filed with the Registrar of Societies of Nunavut, and as amended and/or repealed and replaced from time to time;

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

“**Extraordinary Resolution**” has the meaning given to it in the Act;

“**Government Authority**” means any of the federal, provincial or territorial governments and/or any division, ministry or agency thereof and includes without limitation any corporation or other Person wholly or partially owned or controlled by any such government;

“**Member**” means a member of the Society as defined in these Bylaws;

“**Nunavut Agreement**” means the *Agreement Between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada*, dated the 25<sup>th</sup> day of May, 1993;

“**Nunavut Tunngavik Inc.**” or “**NTI**” means the organization established to ensure that promises made under the Nunavut Agreement are carried out. NTI coordinates and manages Inuit responsibilities set out in the Nunavut Agreement and ensures that the federal and territorial governments fulfill their obligations.

“**Officer**” means any officer of the Society as defined in Section 37;

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

**“Person”** includes without limitation Band Councils, partnerships, joint ventures and unincorporated entities;

**“Regional Inuit Association”** means any or all of the Kitikmeot Inuit Association, the Kivalliq Inuit Association and/or the Qikiqtani Inuit Association;

**“Society”** means Nunavut Tourism;

**“Special Resolution”** means a resolution passed by a two-thirds (2/3) majority of votes cast at a meeting of the Board, or a meeting of the Members;

**“Tourism Business”** means any business that 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; and

**“Voting Director”** has the meaning given to it in Section 24.

## **B. MEMBERSHIP**

- 3.** Application for membership shall be made in writing to the Society using the Society’s membership application form, as amended and/or replaced from time to time by the Board. An applicant shall provide copies of its Operating License(s) along with this application.
- 4.** Subject to the application requirements and provisions for the suspension or termination of a membership in this Bylaw, any Person or Government Authority that operates a Tourism Business in Nunavut is eligible for membership.
- 5.** The Board shall review all applications for membership to confirm that all such applicants meet the eligibility criteria set out in Section 4, above, and shall approve those applicants that meet such criteria.
- 6.** The membership of any applicant so approved shall commence on the payment of the annual fee for membership.
- 7.** The Board shall set annual membership and other fees and the due dates for the same from time to time in its sole and absolute discretion.

- 8.** Members may:
  - (1) Attend and participate in all meetings and functions of the Society, except in-camera meetings of the Board;
  - (2) Vote at all meetings of the Society;
  - (3) Be nominated to hold elected or appointed offices within the Society;
  - (4) Nominate others to hold elected or appointed offices within the Society; and
  - (5) Take part in all activities, projects and programs, subject to any rules and/or additional fees applicable to such activities, projects and programs.
  
- 9.** For greater certainty, Members that are not individuals cannot be nominated for or hold positions as Directors or Officers. Such Members shall attend and vote at meetings by a representative and shall have one (1) vote for each item called to a vote. However, the directors and shareholders of such Members may be nominated and/or hold such positions, and attend meetings and participate in activities, projects and programs of the Society, subject to any rules and/or additional fees applicable to such activities, projects and programs.
  
- 10.** A membership in the Society may be terminated by a decision of the Society's Board when:
  - (1) The member dies, or, in the case of a member that is not an individual, such member is dissolved or no longer active;
  - (2) The member resigns by delivering a written resignation to the Board, which resignation shall be effective either on delivery or a future date, as specified in the resignation;
  - (3) The member fails to pay the annual membership fee or other amounts owing to the Society within ninety (90) days of them becoming due;
  - (4) The member is expelled in accordance with the provisions for expulsion contained in these Bylaws; or
  - (5) The Society is dissolved.
  
- 11.** Subject to the Constitution, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.
  
- 12.** If a Member fails to pay its annual fee for membership within thirty (30) days of it becoming due, the rights of such Member shall automatically be suspended until such fee has been paid, any provision of these Bylaws to the contrary notwithstanding.
  
- 13.** The Board may suspend or expel any Member for any one of more of the following reasons:
  - (1) Violating any provisions of the Constitution, Bylaws, or written policies of the Society;
  - (2) Any conduct determined by the Board to be detrimental to the Society or its image in its sole and absolute discretion; and/or
  - (3) The Member loses any Operating License required by a Government Authority to operate a Tourism Business in Nunavut and is not able to regain it within a reasonable time period but no more than three months.

**14.** The Board shall provide fifteen (15) days' notice of a proposed suspension or expulsion to the Member proposed to be suspended or expelled, which notice shall contain the reasons for the proposed suspension or expulsion and the date at which the Member, if desired, may appear in person before the Board to make such oral representations it wishes. Additionally, such Member may make written submissions to the Board, which written submissions must be submitted at least ten (10) days in advance of the scheduled appearance. The Board shall make its decision within fifteen (15) days of the scheduled date of the Member's appearance. The Board's decision shall be final, without any right of reconsideration or appeal.

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

**15.** The Board shall supervise, control, and direct the affairs of the Society.

**16.** The Board shall provide the Members with notice of a call for nominations to the Board of Directors prior to every Annual General Meeting at which a Director or Directors will be elected, which notice shall be provided ninety (90) days in advance of the next Annual General Meeting. Nominations for the Board shall:

- (1) Be made in writing to the Board at least thirty (30) days in advance of the next Annual General Meeting;
- (2) Be endorsed by at least two (2) members of the Society;
- (3) Include the name and contact information of the nominee, names of any Member(s) and Tourism Business(es) with which the nominee is associated, the role they play in such Member/Tourism Business and sector as set out in Section 21 that the nominee is intended to represent;
- (4) State the reason(s) why the nominee ought to be considered for election including a brief background of the nominee.

**17.** The Board shall provide in the notice to Members of the next Annual General Meeting a complete list of nominees proposed for election to the Board, including which sectors as set out in Section 21 that such nominees are intended to represent.

**18.** A nominee or Director must be a Member or a shareholder, director, or employee of a Member.

**19.** Only one (1) individual associated with any one (1) Tourism Business may serve on the Board at any given time.

**20.** The Board may be comprised of up to 15 Voting Directors and up to three (3) non-voting Directors as set out in these Bylaws.

**21.** Subject to Section 22, preference shall be given to filling the fifteen (15) Voting Director positions as follows; for greater certainty, and subject to the other provisions of these Bylaws, if no individual has been nominated to represent any sector below, any individual otherwise

qualified to be a Director and who has been nominated to be elected as a Director for any sector may be voted into the Director position otherwise set aside for such sector:

- (1) One (1) hunting or fishing sector representative;
- (2) One (1) arts sector representative;
- (3) One (1) cruise sector representative;
- (4) One (1) accommodation 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 industry representative;
- (9) One (1) Kitikmeot industry representative;
- (10) One (1) Qikiqtani industry representative;
- (11) One (1) Kivalliq Inuit Association (KIVIA) representative;
- (12) One (1) Kitikmeot Inuit Association (KITIA) representative;
- (13) One (1) Qikiqtani Inuit Association (QIA) representative;
- (14) One (1) Nunavut Tunngavik Inc. (NTI) representative; and
- (15) One (1) Indigenous Tourism Association of Canada representative.

**22.** The Nunavut Tunngavik Inc., the three (3) Regional Inuit Associations, and the Indigenous Tourism Association of Canada seats are to be filled by appointees of the respective organizations involved in or have experience with managing travel-related projects. Each appointee may be on the Board for up to five (5) consecutive years, after which a new appointee shall be appointed. For greater certainty, each of these four organizations shall appoint the Director that represents it, and such appointments shall not be subject to any elections process contained in this Bylaw.

**23.** The Board shall also include three (3) non-voting Directors; each of the following shall appoint one (1) of such Directors (for greater certainty, such appointments shall not be subject to any elections process contained in this Bylaw):

- (1) Parks Canada Agency – Nunavut Field Unit;
- (2) Government of Nunavut – Department of Environment – Territorial Parks and Special Places; and
- (3) Government of Nunavut – Department of Economic Development and Transportation.

**24.** For greater certainty, “**Voting Directors**” may vote at and exercise any and all other rights a Director may; non-voting Directors may attend meetings of the Directors but may not vote on any decisions of the Directors.

**25.** The Board may from time to time set a schedule of meetings of the Board. Otherwise, notice of any meeting of the Board shall be provided five (5) days in advance of any such meeting. The Chair or any two (2) or more Directors, acting in concert, may call a meeting of the Board. Additionally, the Board shall meet within thirty (30) days after an Annual General Meeting.

- 26.** Directors may attend meetings of the Board by any telephonic, electronic, or other means that allows them to hear and speak with the other Directors. Such attendance counts toward quorum, and Directors may also vote by such means.
- 27.** Quorum for any meeting of the Directors shall be the lesser of 6 or the majority of elected board members.
- 28.** At any meeting of the Board, Directors may enter into an “in camera” session by resolution, and minutes of such ‘in-camera’ session shall not be recorded.
- 29.** Members may attend meetings of the Board, but may not attend in camera sessions of the Board. The Board may invite such others to attend meetings of the Directors as it deems prudent.
- 30.** All Directors shall serve a three (3) year term, and terms shall be staggered to ensure continuity on the Board; the Board shall set the schedule of such terms by resolution from time to time.
- 31.** Directors shall not have term limits, and shall be eligible for re-election or re-appointment indefinitely, subject to any other limits or requirements imposed by these Bylaws or any laws.
- 32.** Where for any reason a Board position becomes vacant, such position may be filled by a person appointed by the Board until the next Annual General Meeting, at which time a new Director shall be elected. However, in the event such a vacancy occurs within thirty (30) days of the next Annual General Meeting, the position shall remain vacant until such Annual General Meeting.
- 33.** All Directors may be required to sign a confidentiality agreement which prohibits disclosure of any information about the business of the Society to any parties outside the Society.
- 34.** Any Director may be removed from office by a Special Resolution of the Board for:
  - (1) Proven dishonesty, gross misconduct or conviction of a criminal offence;
  - (2) Conduct considered detrimental to the Society;
  - (3) Failure or refusal to carry out their duties as a Director (and/or Officer, as applicable) as provided in the Bylaws of the Society;
  - (4) Absences from three (3) consecutive meetings of the Directors (and/or meetings of the Officers, as applicable) where such absences were not approved by the Directors (or Officers, as applicable) either before or after such absences;
  - (5) Being found by a court, other Government Authority or medical practitioner to not be mentally competent;
  - (6) Being subject to a bankruptcy or other, similar process;
  - (7) Becoming otherwise disqualified to serve as a Director under these Bylaws or a law; or
  - (8) Dying.

**35.** Additionally, any Director may resign by providing thirty (30) days written notice of the same to the Board. The Chair may waive all or a portion of the notice period.

#### **D. OFFICERS**

**36.** At their first meeting after the Annual General Meeting, the Board of Directors shall elect from their own number, in attendance or not, a Chair, Vice-Chair and Secretary-Treasurer. These positions will be held until the earlier of either two (2) years after their election or the end of the Director's term, or until the Officer resigns.

**37.** Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers the Officers of the Society. The Chair, Vice-Chair, and Secretary-Treasurer shall have the following duties:

(1) Chair – The Chair of the Board shall, when present, preside over all meetings of the Board and of the members. The Chair shall have the main responsibility of regularly overseeing the activities of the Chief Executive Officer in the delivery of the Association's services and implementation of the Association's budgets, business and strategic plans and programs, and 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 over all meetings 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 oversee meeting and financial records of the Society. The Secretary-Treasurer shall work with the external accounting firm in financial reporting and review of financial managements practices on a regular basis. The Secretary-Treasurer shall enter or cause to be entered in the Society'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 ensure the proper custody of all records, documents and other instruments belonging to the Society.

The powers and duties of all other Officers of the Society shall be such as the terms of their engagement call for the Board or 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.

**38.** 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.

**39.** A vacancy of any Officer shall not invalidate any business transacted at any meeting of the Society held during the period of such vacancy.



## **E. COMMITTEES AND TASK FORCES**

- 40.** The Board may establish committees and task forces to further the objectives of the Society. All committee and task force members will hold office at the pleasure of the Board.
- 41.** The Board shall determine the duties of any committees and task forces and may fix, by resolution, remuneration to be paid, if any, to the members of those committees and task forces. The membership and mandates of the committees and task force may be changed by the Board from time to time.
- 42.** The membership and mandates of the committees created in section 421 shall be determined by the Board from time to time. The members of such committees shall hold office at the pleasure of the Board.
- 43.** Each committee or task force must be chaired by a member of the Board with the chair reporting verbally or in a written report on committee or task force progress at Board meetings.

## **F. MEETINGS OF MEMBERS**

- 44.** The fiscal year of the Society 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.
- 45.** The Annual General Meeting shall be held between thirty (30) and two hundred thirty (230) days following the fiscal year end of the Society. The date and location of the Annual General Meeting shall be determined by the Board, subject to the provisions of these Bylaws; notice of the same shall be provided at least twenty-one (21) days in advance of such meeting.
- 46.** The following documents shall be presented at every Annual General Meeting:
  - (1) Report of the Chair or his/her appointee;
  - (2) The Society's financial statements, containing such contents and details as the Act and any other law, associated regulations and funding organizations prescribe; and
  - (3) The report of the Auditor.
- 47.** Quorum for all meetings of Members shall be twenty-one (21) Members.
- 48.** Special meetings of the Members may be called by:
  - (1) Any ten (10) Members on the provision of a written request for the same to the Board; or
  - (2) Any four (4) Voting Directors upon providing a written request for the same to the Board.

49. Upon the receipt of a proper request for a special meeting, 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-eight (28) days after the written request was received by the Board.
50. Notice of any meeting of the Members shall contain sufficient information to permit Members to form a reasoned judgment on any decision to be made. Notices of special meetings shall specify that they are special meetings and the purpose(s) of such special meetings.
51. All meetings of the Members may be attended by any telephonic, electronic or other means that permits all persons participating in the meeting to hear, speak to, and understand each other. Such attendance counts towards quorum, and Members may also vote by such means.
52. Each Member shall have one (1) vote on each issue called to a vote.
53. Proxy voting for absent Members is allowed at all meetings of Members, but no Member may hold more than three (3) proxies for other Members. Such proxies shall be evidenced in writing by any Member exercising such proxies at a meeting of Members.
54. Voting shall be done by a show of hands, voice and video indications, except for the election of Directors, which shall be done by secret ballot.
55. The Chair shall preside over all meetings of the Members. In the absence of the Chair, the Vice-Chair shall preside over all meetings of the Members. In the absence of both the Chair and the Vice-Chair, the Members physically present at a meeting shall select a chair person from their number to act for that meeting only. In the event of a tie, the person acting as the chairperson of the meeting shall have a deciding vote.
56. No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting of the members of the Society shall invalidate such meeting or void any proceedings conducted at that meeting.
57. Attendance of any meeting of Members by a Member shall constitute waiver of notice requirements by such Member, as applicable.

## **G. FINANCIAL AND LIABILITY ISSUES**

58. Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society 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 Society, 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.

#### **H. HONORARIA**

59. The Society upon resolution of the Board may pay honoraria to any person in order to have them attend meetings on behalf of the Society.
60. Directors' compensation, if any, may be determined, from time to time, by the Board.
61. All economy class travel and reasonable accommodation expenses incurred by any Director or committee member while engaged in the affairs of the Society shall be reimbursed either by direct payment to the supplier or to the member upon receipt of an expense claim.
62. Per diems for any Director or committee member traveling while engaged in conducting business of the Society may be paid at the Government of Nunavut rate in effect at the time the expense is incurred.

#### **I. MINUTES AND RECORDS**

63. Minutes of all meetings shall be recorded and entered into the Society's books. Any minutes taken during an 'in-camera' session of the Board are not to be kept in the Society's books; they will be kept by the Chief Executive Officer of the Society.
64. The Chief Executive Officer may delegate the taking of the minutes.
65. Prior to entering meeting minutes, or rules or regulations of the Society into the Society's books they shall be signed by a Director who was present at the meeting.
66. All books and records of the Society shall be open for inspection by any member during regular business hours at the Society's head office in Iqaluit, Nunavut.

#### **J. GENERAL BYLAWS**

67. The Board shall ensure that all books and records of the Society are kept at the head office of the Society and in accordance with the Bylaws and any applicable laws.
68. Documents, including any debt instruments or contracts exceeding a value of \$15,000, shall be signed by the Chief Executive Officer and one (1) Officer of the Board.

- 69.** The seal of the Society shall be kept in the custody of the Chief Executive Officer and may be affixed to any instrument or document on behalf of the Society by the Chief Executive Officer or any one (1) Officer of the Board.
- 70.** The head office of the Society shall be located in Iqaluit, Nunavut.
- 71.** The Board may borrow upon the credit of the Society, issue debentures of other securities of the Society and charge, hypothecate, mortgage or pledge any or all of the real or personal property, rights or powers of the Society in order to secure any such debentures or other debts. The Board may do so without the approval of the Members for any amount below \$100,000.00, subject to any additional requirements contained in the Act or other law.
- 72.** All monies received by or on behalf of the Society shall be receipted and deposited into a bank account designated by the Board.
- 73.** 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* (Nunavut), as amended and/or repealed and replaced from time to time.
- 74.** The Society may be dissolved by an Extraordinary Resolution of members. On such dissolution, any remaining assets owned by the Society after all of its debts and liabilities have been paid in full shall be donated to a society with objects and purposes similar to those of the Society.
- 75.** The sale of any assets of the Society must be approved by the Board.