

KIVALLIQ INUIT ASSOCIATION

AMENDED BY-LAW

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AMENDED BY-LAWS

By-laws relating generally to the transaction of the business and affairs of the Kivalliq Inuit Association.

SECTION 1 - GENERAL MATTERS

1.01 Interpretation

In these By-laws, in addition to the terms defined elsewhere in these By-laws, the following terms have the following meanings:

- (a) the “**Act**” shall mean the *Societies Act, RSNWT (Nu) 1988, c S-11*;
- (b) the “**Board**” shall mean the board of Directors of the Society;
- (c) the “**Directors**” shall mean all of the people that are currently elected to serve as the directors of the Society and a “**Director**” means any one of them;
- (d) the “**Implementation Contract**” as signed by the Government of Canada, the Government of the Northwest Territories and the Inuit of the Nunavut Settlement Area on May 25, 1993 in Iqaluit, as it may be amended or renewed from time to time;
- (e) the term “**Inuit**” means those persons who are registered on the Inuit Enrollment List, as defined in Article 35 of the Nunavut Agreement and an “**Inuk**” is one of such persons;
- (f) the “**Kivalliq Region**” shall be deemed to include the communities of Naujaat, Coral Harbour, Baker Lake, Chesterfield Inlet, Rankin Inlet, Whale Cove, Arviat, and all the lands and outpost camps used by Inuit of these communities;
- (g) “**member**” shall mean those persons described in Section 3;
- (h) “**Nunavut Agreement**” shall mean the agreement between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada, the Government of the Northwest Territories and the Inuit of the Nunavut Settlement Area on May 25, 1993 in Iqaluit and as ratified on July 9th, 1993 at Coppermine, in the Northwest Territories;
- (i) “**person**” includes an individual, partnership, association, or organization, institution or body corporate;
- (j) the “**Society**”, unless the context otherwise indicates, shall mean the “Kivalliq Inuit Association”;

- (k) each of the terms that are capitalized and used in these By-laws and that are not defined herein shall have the meaning set out in the Nunavut Agreement, unless the context otherwise requires; and
- (l) 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.

1.02 Head Office

- (a) The head office of the Society shall be in Rankin Inlet, Nunavut.
- (b) The Society shall have the authority to establish such other offices as the Board considers necessary within the Kivalliq Region.

1.03 Corporate Seal

- (a) Until changed by the Board, the corporate seal of the Society shall be in the form impressed hereon.
- (b) The Seal shall be kept in the custody of the Secretary-Treasurer of the Society and shall not be affixed to any instrument or document except by authority of not less than two Officers.

1.04 Enactment and Amendment of By-laws

- (a) By-laws of the Society may be enacted, repealed or amended by a vote in favour of not less than three-quarters of the members of the Society who are present and entitled to vote at an Annual General Meeting of members or at a Special Meeting of members, in each case, for which notice has been given specifying the intention to propose a by-law enactment, repeal or amendment, and not otherwise.
- (b) Where required, the enactment, repeal or amendment of By-laws shall not be in force or acted upon until the approval of the Registrar of Societies, Government of Nunavut has been obtained. Such approval shall be sought by the Society as soon as possible after a by-law has been enacted, repealed or amended.

1.05 Amendment of Election Policy

The approved policy of the Society that governs the Election of Community Directors and Officers (the “**Election Policy**”) may be repealed, replaced, supplemented or amended by a vote in favour of not less than three-quarters of the members of the Society who are present and entitled to vote at an Annual General Meeting of members or at a Special Meeting of members, in each case, for which notice has been given specifying the intention to propose an Election Policy repeal, replacement, supplement or amendment, and not otherwise.

SECTION 2 - STATEMENT OF POLICY

2.01 Objectives of the Society

- (a) The objectives of the Society are to represent, in a fair and democratic manner, Inuit of the Kivalliq Region in the development, protection, administration and advancement of their rights and benefits as an aboriginal people, as well to promote their economic, social, political and cultural wellbeing through succeeding generations.
- (b) Without limiting the generality of the foregoing objectives, the Society shall:
 - (i) assist Nunavut Tunngavik Inc. (“N.T.I.”) in implementing the terms of any “land claims agreements”, including any collateral agreements entered into on behalf of the Inuit of Nunavut and specifically to carry out those functions prescribed for it in the Nunavut Agreement.;
 - (ii) assist N.T.I. in implementing the terms of the Implementation Contract, entered into on behalf of the Inuit of Nunavut and the federal and territorial governments and specifically to carry out those functions described for it in the Implementation Contract;
 - (iii) serve as a member of N.T.I.;
 - (iv) ensure that the rights and benefits flowing to Inuit of the Kivalliq Region through any land claims agreements and the Implementation Contract are preserved and defended in law;
 - (v) hold and manage rights and benefits flowing to the Inuit of the Kivalliq Region through aboriginal title, statutory recognition, land claims agreements and any other means;
 - (vi) seek, on its own initiative, or in concert with other organizations:
 - a. to promote the enhancement of the rights, benefits, and opportunities of the Inuit of the Kivalliq Region as an aboriginal people through whatever means available at the international, national, territorial and regional levels;
 - b. to encourage and support the development of policies for the Kivalliq Region that will contribute to Inuit economic self-sufficiency while nurturing environmental values;
 - c. to facilitate the preservation and strengthening of Inuit language, traditions and beliefs;
 - d. to build on the rich community diversities among the Inuit of the Kivalliq Region while fostering the unity of all Inuit;

- e. to promote the cultural, economic, social and political interests of its members; and
- f. to promote community endeavors in the Kivalliq Region;
- (vii) represent the Inuit of the Kivalliq Region in the fulfillment of their political objectives, at all political levels;
- (viii) hold and manage the Inuit Lands in the Kivalliq Region for the benefit of its members and the Inuit of the Kivalliq Region;
- (ix) acquire, by either lease or purchase, real estate and other properties or facilities necessary or desirable in the conduct of its business; and, to mortgage, sell, convey, exchange, lease, license, improve and develop such properties;
- (x) acquire, by either lease or purchase, and to mortgage, sell, convey, exchange, license, improve or develop personal property;
- (xi) purchase, hold, sell, assign or transfer the shares, in the capital stock of other entities;
- (xii) hold, sell, assign or transfer shares in the capital stock of associations, societies or corporations whose objectives and aims are to fulfill the purposes of the objectives set out herein; and
- (xiii) receive, acquire and hold gifts, legacies and devises.

2.02 Means of Attaining Objectives

The Society shall, in co-operation with N.T.I. and the Inuit Tapiriit Kanatami (“I.T.K.”), seek to attain its objectives in the following ways:

- (a) by helping to preserve the Inuit culture and language and promote a sense of dignity and pride in the Inuit heritage;
- (b) by helping to promote the interests of the Inuit settlements and outpost camps in the Kivalliq Region;
- (c) by encouraging the development of Inuit leadership;
- (d) by determining the needs and wishes of the Inuit of the Kivalliq Region and by representing them in these matters;
- (e) by providing information to the Inuit on important matters that affect them;
- (f) by coordinating with and assisting Hamlet Councils and various committees within the communities;

- (g) by co-operating and assisting the Regional Wildlife Organization and the hunters and trappers organizations;
- (h) by seeking amendments to Government statutes, ordinances, and regulations on matters affecting the Inuit;
- (i) by assisting Inuit to share fully in all aspects of the development of the Kivalliq Region;
- (j) by improving communications to and between the people and the communities;
- (k) by taking the necessary steps to have the aims and objectives of the Society made known through meetings, conferences and in any other manner; and
- (l) by doing such other things as are deemed necessary or conducive to attain the objectives of the Society.

2.03 Powers of Society

The Society shall have all the powers incidental and necessary for carrying out the objectives of the Society.

SECTION 3 - MEMBERSHIP

3.01 Classes of Membership

Members of the Society shall be such persons as are admitted by the Board as members of the Society or those automatically admitted as members by virtue of meeting the criteria set out in this Section of the By-laws, as applicable, and shall include: Voting Members, Non-Voting Members, Associate Members and Honorary Members. A register of members (the “**Register of Members**”) shall be maintained by the administrative offices of the Society and shall be updated on a regular basis.

3.02 Voting Members

- (a) Any Inuk that is:
 - (i) included on the Nunavut Inuit Enrolment List maintained by N.T.I. who has applied and been accepted by an Enrolment Committee in a community within the Kivalliq Region; and
 - (ii) is sixteen (16) years of age or older at the relevant time,is automatically a member of the Society and is entitled to vote and is considered a “**Voting Member**”.
- (b) Each Voting Member shall be entitled to one (1) vote at all meetings of members of the Society.

3.03 Non-Voting Members

Any Inuk that would, except for their age, qualify as a Voting Member is automatically a member of the Society but is not entitled to vote and is considered a “**Non-Voting Member**”. Upon meeting the age requirement to be a Voting Member, a Non-Voting Member will immediately and automatically become a Voting Member, without any other action required.

3.04 Associate Members

- (a) Subject to subparagraph (b), below, any person (including, for greater certainty, other organizations, institutions or corporations) who does not qualify as a Voting Member or a Non-Voting Member, but who wishes to show their interest in or support of the Society shall be considered an “**Associate Member**”, provided that in all cases:
 - (i) the person submits an application to be an Associate Member to the Secretary-Treasurer and is accepted by the Board; and
 - (ii) the person pays the fee prescribed for an Associate Member, if so prescribed by the Board, and keeps any such fee paid up to date.
- (b)
 - (i) If an Associate Member is an individual, such individual may be entitled to one (1) vote at all meetings of the members of the Society, provided that the same has been approved by the Board.
 - (ii) If an Associate Member is an organization, institution, corporation or similar, such organization, institution, corporation or similar person, may be entitled to one (1) or more votes at all meetings of the members of the Society, provided that the same has been approved by the Board.
 - (iii) Approval by the Board of the right to one or more votes by an Associate Member, as referred to in subparagraphs (b)(i) and (b)(ii) above, may be subject to such restrictions, qualifications, terms or conditions which the Board may in its sole discretion attach to such right or rights to vote.
- (c) No Associate Members shall participate in any distribution of the property of the Society upon dissolution of the Society.

3.05 Honorary Members

- (a) Anyone, regardless of race or residence, who is not a Voting Member, Non-Voting Member or Associate Member, who has provided exceptional assistance to the Society or to the Inuit of the Kivalliq Region may be appointed an honorary member by means of a resolution to that effect passed at a general meeting of the Society (such person being an “**Honorary Member**”).

- (b) An Honorary Member shall not be entitled to vote but shall be entitled to notice of and to attend meetings of the members of the Society. An Honorary Member shall not participate in any distribution of the property of the Society upon dissolution of the Society.

3.06 Membership Fees or Dues

The Board shall have the authority to decide, from time to time, whether there will be membership fees or dues applicable for any class of members other than Voting Members and Non-Voting Members, as well as the amount of such fees or dues, which shall be paid annually.

3.07 Withdrawal from Membership

- (a) Any member who desires to withdraw from membership in the Society may notify the Secretary-Treasurer in writing to that effect and on receipt by the Secretary-Treasurer of such notice the withdrawing member shall cease to be a member.
- (b) The withdrawal by a member will not affect any rights, interests or privileges that such member may otherwise have or be entitled to pursuant to the provisions of the Nunavut Agreement.

3.08 Expulsion from Membership

- (a) The Board may make a motion for the expulsion of any member if:
 - (i) that member fails to meet or no longer meets the criteria required to be a member of the membership class to which it belongs; or
 - (ii) that member fails to pay annual membership fees, dues, subscriptions, or indebtedness owing to the Society, if applicable.
- (b) A member may be expelled from the Society pursuant to a motion made by the Board in accordance with Section 3.08(a), above, with the support of a resolution passed by a majority of the members present at a Special Meeting called for that purpose or at the next Annual General Meeting.
- (c) Any member subject to a motion for their expulsion from membership shall be provided with a notice to this effect, which shall include a statement of the grounds for the intended expulsion. The member is entitled to attend at the Special Meeting or Annual General Meeting at which the expulsion is to be considered by the membership and shall be entitled to make a statement, either written or oral or both, in person or by an advocate or both, in explanation or defence of the conduct which is the reason for the intended expulsion.
- (d) The expulsion of a member will not affect any rights, interests or privileges that such member may otherwise have or be entitled to pursuant to the provisions of the Nunavut Agreement.

- (e) Upon the expulsion of a member from the Society, the Directors may cause the name of such member to be removed from the Register of Members. Such member may be readmitted to membership at any time after such removal, provided they meet the criteria for the class of membership to which they are to be readmitted and, in the case of Associate Members and Honorary Members only, upon meeting any additional criteria or complying with any terms and conditions as the Board may consider satisfactory, acting reasonably.

3.09 Forfeiture of Rights, Etc.

Any member who resigns, withdraws or is expelled from the Society shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Society, however, for greater certainty, no such action will affect any rights, interests or privileges that such member may otherwise have or be entitled to pursuant to the provisions of the Nunavut Agreement.

SECTION 4 - MEETINGS OF THE MEMBERS

4.01 Time and Place

- (a) The annual general meeting of the members of the Society (the “**Annual General Meeting**”) or any special meeting of the members of the Society (a “**Special Meeting**”) shall be held in Rankin Inlet, unless otherwise specified by the Board. Such meetings shall be held on such days and times as the Board may determine provided that the Annual General Meeting shall be held no later than fourteen (14) months after the holding of the last preceding Annual General Meeting.
- (b) Notwithstanding the requirement that an Annual General Meeting be held within fourteen (14) months after the previous Annual General Meeting, if a state of emergency is declared federally, in Nunavut, or in Rankin Inlet, that would, in the opinion of the Board, make it unsafe for an Annual General Meeting to take place, or if there are other circumstances that would, in the opinion of the Board, make it unsafe for an Annual General Meeting to take place, in each case, acting reasonably, the Board may, by resolution, delay the Annual General Meeting to such other time that the Board determines, provided that: (i) the delay is reasonable, (ii) there is no prohibition against the delay in law, and (iii) there is a minimum of one Annual General Meeting per fiscal year of the Society.
- (c) Twenty-eight (28) days prior notice in writing shall be given to each member of any Annual General Meeting or Special Meeting of members. The statutory declaration of the President or the Secretary-Treasurer that notice has been given in accordance with this By-law shall be sufficient and conclusive evidence that such notice has been given.

4.02 Electronic, etc. Meetings

- (a) At the discretion of the majority of the Board, any Annual General Meeting or Special Meeting may be held in person, or by means of any telephone, electronic

or other communication facility, or any combination thereof, that permits all persons participating in the meeting to be able to communicate with all others present, directly or indirectly, as required for the purposes of the meeting, and a member who, through those means, establishes a communications link to the meeting will be deemed to be present at that meeting. Any such meeting will be subject to the same rules as a meeting held in person, and any business conducted or concluded at such meeting will be considered to have been conducted or concluded with the same effect as if conducted or concluded at a meeting held in person, subject to any conforming requirements for the change in the means of communication.

- (b) In exercising its discretion for the purposes set out in this Section of the By-laws, the Board shall consider what method is effective for the purposes of the meeting.

4.03 Voting and Quorum

- (a) Each member entitled to vote and who is in good standing shall have the right to the number of votes to which they are entitled at any Annual General Meeting and any Special Meeting. Votes may be given personally or by proxy.
- (b) At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy who are entitled to vote, unless otherwise required by the By-laws of the Society or by law. Every question shall be decided in the first instance by a show of hands (or equivalent method in the case of the meeting being held by telephone, electronically or by other communications facility, etc.) unless a secret ballot is demanded by any member. Upon a show of hands (or equivalent method in the case of the meeting being held by telephone, electronically or by other communications facility, etc.), every member having voting rights shall have one vote (unless otherwise provided in accordance with these By-laws), unless a secret ballot is demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact, without proof of the number of votes accorded in favour of or against such resolutions.
- (c) The demand for a secret ballot may be withdrawn, but if a secret ballot is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy who are entitled to vote and such secret ballot shall be taken in such manner as the Chairperson shall direct and the result of such secret ballot shall be deemed the decision of the Society on the matter in question.
- (d) In case of an equality of votes at any meeting, whether by a show of hands (or equivalent method, etc.) or by secret ballot, the Chairperson shall be entitled to a casting vote.

- (e) A quorum for the transaction of business at any meeting of the members shall consist of those members of the Society present in person or by proxy and who are entitled to be there and to vote, not including Directors, plus five (5) Directors.

4.04 Order of Business

At each Annual General Meeting, in addition to any other business that may be transacted, the following business shall be included:

- (a) the report of the President;
- (b) the financial statements;
- (c) the report of the auditors;
- (d) the appointment of auditors for the ensuing year;
- (e) determining the Officer and other Board terms that are expiring and that will be open for election at the next Election; and
- (f) the annual budget outlining all major activities proposed for the year.

4.05 Chairperson

At each meeting of the Society, the President or, in his/her absence, the Vice-President shall serve as Chairperson unless the members present in person or by proxy have elected another member present to serve as Chairperson.

4.06 Proxies

- (a) At any meeting of the members any member in good standing that has a right to vote shall have the right to vote by way of proxy.
- (b) All proxies must be in writing and shall contain; (i) the date, (ii) location for which the proxy is applicable, (iii) the name of the person who will exercise the proxy, and (iv) shall be signed by the person granting the proxy.
- (c) All original proxies must be given to the Chairperson of the meeting immediately after the opening prayer and prior to the meeting being called to order.
- (d) Any member, Director or Executive Committee member may hold a maximum of one (1) proxy for any meeting.

SECTION 5 - DIRECTORS

5.01 Election of Directors

- (a) Subject to the provisions set out in Article 5.01(e) hereof, the affairs of the Society shall be managed by a Board of ten (10) Directors as referred to in subparagraphs (b) and (c) below.
- (b)
 - (i) Each community of the Kivalliq Region shall be entitled to elect one Director (each, a “**Community Director**”).
 - (ii) The process by which each community shall elect one Community Director will be by way of a general election at the community level whereby every Voting Member of the Society that has been accepted by the Enrolment Committee of that community shall be entitled to one vote.
 - (iii) The election of the Community Directors to fill the open positions on the Board (the “**Election**”) will take place annually on the second Monday in December, subject to any variation that is permitted under the Election Policy (the “**Election Day**”), which Election Day shall be confirmed by the Board by resolution each year.
 - (iv) In the event of a public health emergency declared by government under applicable legislation that affects one or more communities in the Kivalliq Region and may negatively affect the Election for that year, as determined by the Board in its sole discretion, the Board may designate an alternative day to hold such Election within six (6) months of the second Monday in December of any election year – which day shall be deemed to be the Election Day for the purposes of the By-Laws, the Election Policy and any policies in respect of the Election that KIA may have in place at the relevant time.
 - (v) If the Election Day is varied pursuant to Section 5.01(b)(iv), above, after notice of the Election Day has been issued pursuant to the Election Policy, all procedures for the Election pursuant to the By-Laws, the Election Policy and any other policies in respect of the Election that KIA may have in place at the relevant time, shall be suspended immediately and shall resume on a date to be decided by the Board that is at least three (3) weeks prior to the Election Day, as varied. The Board may, in its discretion, decide to, in respect of the relevant Election, direct the Returning Officer to re-open nomination or re-engage any other procedures in respect of the Election that have already been commenced or concluded under the By-Laws, Election Policy or any other policies in respect of the Election that KIA has in place at the relevant time, as it considers reasonable or fair, and such By-Laws, Election Policy or any other policies in respect of the Election that KIA has in place at the relevant time shall be deemed to be

amended to the extent necessary to accommodate such decisions, for that Election only.

- (vi) Notwithstanding anything to the contrary in these By-laws, the Election for 2020, which was previously scheduled to occur in December 2020, shall be post-poned and shall occur on a date in April of 2021 to be determined by resolution of the Board with notice of the Election Day to be provided to the Voting Members no less than ninety (90) days prior to the proposed Election Day.
- (c) Each of the President, Vice-President and Secretary-Treasurer shall also be a Director and sit on the Board.
- (d) The Community Directors shall be elected regionally in accordance with the elections policy of the Society and shall take office on the next business day following the close of the recount period following the Election, or, in the event of a recount taking place in accordance with the Election Policy, on the first business day after the Returning Officer gives public notice of the results of any such recount, and upon taking the Oath of Office, which Oath of Office shall be scheduled in accordance with the timeline set out in this Section.
- (e) At the Annual General Meeting only, in addition to the ten Directors referred to in subparagraph (a) above, four (4) additional Directors shall sit on the Board and shall be entitled to vote. These four Directors shall be: one Inuk fifty-five (55) years of age or older who is the Chair of the elders group of the Kivalliq Region; one Inuk, a female, representing the women of the Kivalliq Region selected by the Board; one Inuk representing the Youth of the Kivalliq Region who shall be the President of the Kivalliq Inuit Youth Group; and one Inuk who shall be a member at large selected by the Board. The said four (4) additional Directors shall only hold office for the purposes of the Annual General Meeting and the right to sit on the Board shall commence just prior to the Annual General Meeting and shall cease immediately after the conclusion of the Annual General Meeting.
- (f) The additional Directors referred to in subparagraph (e) above shall be appointed by the President of the Society, such appointment to be made at least fourteen (14) days prior to the Annual General Meeting.
- (g)
 - (i) Each Director referred to in subparagraphs (b) and (c) above shall, at the time of the Election or within ten (10) days thereafter and throughout his or her term of office, be a Voting Member in good standing of the Society.
 - (ii) Each additional Director in subparagraph (e) above shall, at the time of appointment and throughout his or her said appointment, be a member in good standing of the Society.

- (h) The additional Directors referred to in subparagraph (e) above shall be invited to the Annual General Meeting at the expense of the Society.
- (i) Subject to these By-laws, and not including the Directors referred to in subparagraph (e) above, all Directors (including the Vice-President and Secretary-Treasurer) shall hold office for a three (3) year term, save and except for the President who shall hold office for a four (4) year term.

5.02 Eligibility for Re-Election

Directors shall be eligible for re-election if otherwise qualified.

5.03 Qualifications and Restrictions on Directors

- (a) In order to be a candidate for Director, a person must be a Voting Member of the Society.
- (b) A person who:
 - (i) holds an elected office in any Federal or Territorial government; or
 - (ii) who is seeking to be elected to any such office,shall not be eligible to be a Director.
- (c) Any employee or Director of the Society who wishes to stand for election to the Board or to any federal or territorial office must take a leave of absence without pay from his/her position with the Society. Prior to taking the leave of absence, such employee or Director must return all KIA issued cellphones, laptops and other office equipment, such employee's or Director's email address must be deactivated, and all passwords to which such employee or Director had access must be changed. Such leave of absence shall be effective on the date that nominations are closed for the position the employee or Director is seeking. When the Election has taken place the following rules shall apply:
 - (i) if the employee or Director is not elected, he/she shall return to his/her former position with all of its rights and privileges effective the day following the Election; or
 - (ii) if the employee or Director is elected, he/she shall be deemed to have resigned as of the date of the commencement of the leave of absence.
- (d) In order to be a candidate for Director, a person must also meet any additional eligibility criteria that is set out in the Election Policy.

5.04 Removal of Directors

- (a) Any member may make a motion to remove any Director who meets any of the criteria set out in Section 5.04(b), below, before the expiration of his/her term, provided that the member has the support of a minimum of one hundred (100) members, which support is evidenced by each such member affixing their full legal name and name by which they are recognized, phone number and/or email address, home address, and signature to a petition clearly labelled as being associated with support for the removal of the named Director and must state the reason therefor, and the original copy of such petition must be submitted to the KIA for consideration.
- (b) A Director is subject to removal from office in accordance with this Section 5.04 if such Director:
 - (i) fails to abide by the By-laws;
 - (ii) is disloyal to the Society;
 - (iii) is consistently disruptive to the meetings or functions of the Society;
 - (iv) violates his/her Oath of Office or any Code of Conduct or other policy of KIA or the Board; or
 - (v) takes an action or omits to act, whether with gross negligence or as willful misconduct, that is adjudged to be harmful to the Society.
- (c) Once a petition that is completed in accordance with Section 5.04(a) is received by KIA, a Special Meeting shall be called for the purpose of voting on the proposed removal of such Director, unless an Annual General Meeting is scheduled to occur within one (1) month of such petition being received, in which case the motion will be voted on at the next Annual General Meeting. Such Director shall be removed with the support of a resolution passed by a majority of the members present at such Special Meeting or such Annual General Meeting, as applicable.
- (d) Any Director subject to a motion for their removal from the Board shall be provided with a notice to this effect, which shall include a statement of the grounds for the intended removal. The Director is entitled to attend at the Special Meeting or Annual General Meeting at which the removal is to be considered by the membership and shall be entitled to make a statement, either written or oral or both, in person or by an advocate or both, in explanation or defence of the conduct which is the reason for the intended expulsion.

5.05 Vacancies of a Community Director on the Board

Vacancies on the Board for a Community Director shall be filled in accordance with the following:

- (a) if the vacancy occurs more than six months prior to the expiry of a Community Director's term, by way of a by-election to be held, at the earliest opportunity, in the community;
- (b) if the vacancy occurs less than six months before the expiry of the Community Director's term, by way of appointment of the first, second, third, etc. runners-up, in matching order, or if no such runner-up is available nor none accepts such an appointment then the appointment will be made in accordance with the following:
 - (i) the Board shall make a request that the Hamlet Council of that community propose a nominee to be appointed, such nominee to be subject to the approval of the Board, and such nominee must be an Inuk;
 - (ii) should the Hamlet Council not propose an appointee at least 14 days prior to any Annual or Special Meeting, the Board shall appoint any member of the community to the Board so as to ensure that the community will have a Board member at all such meetings;

and any Director so elected or appointed will serve the balance of the term for which that person is elected or appointed.

5.06 Powers of the Board

The Directors shall administer the affairs of the Society in all things the Society is, by its charter and otherwise, lawfully authorized to do. Without limiting the generality of the foregoing, these shall include:

- (a) setting up committees it deems necessary and delegating such authority as is legally proper to such committees;
- (b) entering into contracts and leases;
- (c) prescribing rules and policies it considers necessary provided that they are not inconsistent with this by-law;
- (d) purchasing, selling, charging or disposing of shares, securities, lands, buildings, properties or interests therein;
- (e) authorizing expenditures to further the objectives of the Society; and
- (f) employing staff and paying their salaries.

5.07 Quorum and Meeting of the Board

- (a) A majority of Directors holding office shall form a quorum for the transaction of business. A Director who has taken a leave of absence pursuant to Section 5.03(c) of these By-laws will not be counted for the purposes of determining if there is a quorum.
- (b) Except as otherwise required by these By-laws, the Board may hold its meetings at such times and places as it, from time to time, determines.
- (c) If all the Directors consent, a meeting of the Board or of a committee of the Board, if any, may be held by means of any telephone, electronic or other communication facility that permits all persons participating in the meeting to be able to communicate with all others present, directly or indirectly, as required for the purposes of the meeting, and a director participating in a meeting by those means is deemed to be present at that meeting. Any such meeting will be subject to the same rules as a meeting held in person, and any business conducted or concluded at such meeting will be considered to have been conducted or concluded with the same effect as if conducted or concluded at a meeting held in person, subject to any conforming requirements for the change in the means of communication.
- (d) The Board shall meet not less frequently than twice in each fiscal year. The President shall be required to call a meeting of the Board on the written request of at least two (2) Directors who shall state in such request the purpose of the meeting.
- (e) Formal notice of each meeting of the Board shall be given by personal delivery, telephone, facsimile or by electronic delivery to each Director not less than fourteen (14) days before the meeting is to take place, except that no such formal notice is required:
 - (i) if all the Directors are present, or
 - (ii) if those absent have signified their consent to the meeting being held in their absence, or
 - (iii) if the meeting is held immediately following the Annual General Meeting of the Society.
- (f) The Board may appoint a day or days in any month or months for regular meetings at a time to be named and for such regular meetings after the initial notice has been sent no additional notice need be sent.
- (g) The Directors may consider or transact any business, either special or general, at any meeting of the Board.

- (h) The statement of the Secretary-Treasurer or the President, by way of a Statutory Declaration, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

5.08 Voting at Directors' Meetings

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to an original vote, shall have a second or casting vote.
- (b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand be made, the vote shall be taken with a show of hands.
- (c) A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.
- (d) Proxy voting at Board Meetings is allowed, pursuant to the following:
 - (i) All proxies must be in writing and shall contain; (i) the date, (ii) location for which the proxy is applicable, (iii) the name of the person who will exercise the proxy, and (iv) shall be signed by the person granting the proxy.
 - (ii) All original proxies must be given to the Chairperson of the meeting immediately after the opening prayer and prior to the meeting being called to order.
 - (iii) Any Director member may hold a maximum of one (1) proxy for any meeting.

5.09 Performance of Duties in Absence of President

In the absence of the President, the duties of President may be performed by the Vice-President, Secretary-Treasurer or any other Director as the Board may, by majority vote from time to time, appoint for the purpose.

5.10 Continuation in Office

- (a) The Directors, other than the additional directors appointed pursuant to Section 5.01(e) hereof for the purposes of the Annual General Meeting, shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with this by-law, unless a Director is removed pursuant to Section 5.04 of the By-laws, in which case they will be removed immediately following the resolution is passed.
- (b) If a Director resigns or is removed, KIA will use reasonable efforts to find a replacement in accordance with these By-laws as soon as is reasonably possible.

5.11 Liability of Directors

- (a) Every Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and his/her heirs, executors, administrators and estate 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 whatsoever which such Director sustains or incurs or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director or Directors in or about the execution of the duties of office, and also from and against all other costs, charges and expenses which he/she 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.
- (b) However, notwithstanding the generality of the foregoing, no Director shall be indemnified and saved harmless pursuant to the above if the Director was acting in breach of the Standard of Care for Directors, as set out in Section 5.13, below.

5.12 Remuneration of Directors

Directors shall not receive any remuneration for their services as Directors but shall be allowed *honoraria* and expenses for attending meetings of the Board and for carrying out other approved business for the Society. Said *honoraria* and expenses shall be as set out by policy approved by the members. This shall not preclude any Director from serving the Society as an Officer or in any other capacity and receiving compensation therefor, providing that such paid service must be formally approved by the Board in each case.

5.13 Standard of Care for Directors

Every Director of the Society shall comply with the Act, and with all constating documents including these By-laws, and any regulations, rules, codes, policies and procedures, and resolutions of the Society. Every Director of the Society, in exercising their powers and discharging their duties shall: (i) act honestly and in good faith with a view to the best interests of the Society; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

SECTION 6 - OFFICERS OF THE SOCIETY

6.01 Officers and their Election

- (a) The officers of the Society shall consist of a President, a Vice-President, a Secretary-Treasurer and such other officers as may be determined by a resolution passed at an Annual General Meeting (the “**Officers**”).

- (b) As Officers are also Directors (but not Community Directors), for greater certainty, all provisions of these By-laws that refer to Directors also apply to the Officers, in addition to any provisions that apply to Officers only.
- (c) The election of the Officers to fill any open offices of the Society will take place annually at the Election on Election Day, with every Voting Member being entitled to one vote per open office of the Society.
- (d) The Officers shall be elected regionally in accordance with the elections policy of the Society and shall take office on the next business day following the close of the recount period following the Election, or, in the event of a recount taking place in accordance with the Election Policy, on the first business day after the Returning Officer gives public notice of the results of any such recount, upon taking the Oath of Office, which Oath of Office shall be scheduled in accordance with the timeline set out in this Section.
- (e) The Board shall, based on a majority vote of the Directors, fill any vacancy for any Officer from time to time and any person who fills a vacancy will serve the balance of the term for which that Officer was elected or appointed.

6.02 Duties of the Officers

- (a) The President shall be the Chief Executive Officer of the Society and shall, when present, subject to the direction of the Board and in accordance with any resolutions passed by the members, as applicable, represent the Society in its dealings with other parties. He/she shall preside at all Annual General Meetings and Special Meetings and at meetings of the Board and shall see that all orders and resolutions of the Board and of the members are carried into effect.
- (b) The Vice-President shall carry out the duties of the President during the absence or incapacity of the President and shall have such other duties as the Board may from time to time decide.
- (c) The Secretary-Treasurer shall ensure that minutes are kept of all meetings of the Board and of the members and shall be responsible for giving notice of all meetings to the Board and to the members. The Secretary-Treasurer shall also be responsible for the funds of the Society and must maintain a thorough familiarity with the accounting procedures and financial affairs of the Society. The Secretary-Treasurer shall also be the custodian of all books, papers, records, documents and other instruments belonging to the Society. The daily financial affairs shall be the responsibility of a financial administration officer under the direction of the President, such financial administration officer to be appointed by the Secretary-Treasurer.

6.03 Remuneration of Officers, Employees and Agents

The remuneration of all Officers, employees and agents shall be determined by the Board, from time to time

6.04 Executive Committee

The “**Executive Committee**” shall, on behalf of the Board, be responsible for overseeing the affairs of the Society between Board meetings and shall be comprised of the President, Vice-President, Secretary-Treasurer and two other Directors. Such two other Directors on the Executive Committee shall be elected by way of a majority vote of the Board.

6.05 Quorum

Quorum for the Executive Committee is a majority of the members of the Executive Committee, present either in person or by proxy (subject to Section 6.06, below), provided that if there is a vacancy on the Executive Committee, the quorum shall be reduced accordingly. A member of the Executive Committee who has taken a leave of absence pursuant to Section 5.03(c) of these By-laws shall not be counted for the purpose of determining if there is a quorum.

6.06 Proxies

- (a) Representation by proxy on the Executive Committee is permitted only for the two members of the Executive Committee at any one time.
- (b) Only Directors are eligible to hold a proxy for an Executive Committee member.
- (c) All proxies must be in writing and shall contain; (i) the date, (ii) location for which the proxy is applicable, (iii) the name of the person who will exercise the proxy, and (iv) shall be signed by the person granting the proxy.
- (d) All original proxies must be given to the Chairperson of the meeting immediately after the opening prayer and prior to the meeting being called to order.
- (e) Any Director may hold a maximum of one (1) proxy for any meeting of the Executive Committee.

SECTION 7 - FINANCIAL AND RELATED MATTERS

7.01 Fiscal Year

The fiscal year end of the Society shall be March 31st.

7.02 Auditors

The members, at each Annual General Meeting, shall appoint the auditors of the Society for the coming year. The remuneration of the auditors shall be decided by the Board.

7.03 Signing and Certification of Legal Documents

Contracts and other legal documents or instruments in writing requiring the signature of the Society in the normal course of its business shall be signed by either the President or Vice-President, together with either the Secretary-Treasurer, the Chief Operating Officer or the Chief Financial Officer of the Society, and when so signed shall be binding on the Society. However, the Directors shall have the power by resolution to appoint other Officers or employees as signing authorities on behalf of the Society as they consider necessary for the expedient conduct of the Society's business, from time to time.

7.04 Signing of Cheques and Other Banking Arrangements

All cheques, bills of exchange or other orders for payments of money and all notes or other evidence of indebtedness issued in the name of the Society shall be signed by any two of the signing authorities that are designated as authorized signatories and listed in the Finance and Administration Manual, as approved by the Board and as it may be amended from time to time.

7.05 Procedure Regarding Revenues

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

7.06 Borrowing

- (a) Without limiting the borrowing powers of the Society as set forth in the Societies Act, the Board may from time to time on behalf of the Society for the purpose of carrying out its objects, and without authorization of the members unless specifically required by the Act or these by-laws:
- (i) borrow money on the credit of the Society;
 - (ii) issue, re-issue, sell or pledge bonds, debentures, notes or other evidences of indebtedness of the Society, whether secured or unsecured, but in no case shall debentures be issued except pursuant to an extraordinary Resolution of the Society;
 - (iii) give a guarantee on behalf of the Society to secure the performance of any present or future indebtedness, liability or obligation of any person; and,
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or currently owned or subsequently acquired real or personal, movable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Society.

- (b) Nothing in this section limits or restricts the borrowing of monies by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

7.07 Investment of Funds

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

7.08 Inspection of the Books and Records

Any member is entitled, during usual business hours, to examine the minutes of any meeting of the Directors or of an Annual General Meeting or Special Meeting, provided that any such member gives five (5) business days prior notice of their intention to do so. No member may take any copies of any such minutes without the express, written permission of the Secretary-Treasurer, which permission may be withheld in its sole discretion, acting reasonably.

7.09 Public Notice


Unless otherwise provided in these By-laws, when public notice to the members (whether all of the members or any group of members) is required under these By-laws, such notice must be given in any two or more of the following ways:

- (a) by personally delivering the notice to the members using the last known mailing address, if delivering mail, or email address, if delivering the notice electronically;
- (b) by inserting the notice at least once in a newspaper circulating in the Kivalliq Region;
- (c) by causing announcements to be made on a radio or television station received in the Kivalliq Region on at least three separate days; and/or
- (d) by posting a notice in at least two widely separated and conspicuous places in each community.

THESE BY-LAWS WERE ENACTED the 6th day of January, 2021.



President



Secretary-Treasurer

