

Kivalliq Chamber of Commerce

BY-LAWS

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ARTICLE ONE - GENERAL

1.1 Definitions In these by-laws, unless there is something in the context or the subject matter inconsistent with such interpretation, the following words and expressions, whenever capitalized, have the following meanings:

"Act" means The Societies Act of Nunavut R.S.N.W.T. 1986 C.S-11 Nunavut and the regulations R-059-91 in force July 15th, 1991, passed pursuant to that Act and any amendments thereto or substitution therefore;

"Annual General Meeting" and "AGM" means the meeting held annually in accordance with Article Five of these by-laws;

"Board of Directors" and "Board" means the board as constituted according with Article Three of these by-laws;

"Board Member" means a member of the Board of Directors as constituted in accordance with Article Three of these by-laws;

"Emergency" means a present or imminent situation or event that is seriously affecting or could seriously affect the health, safety or welfare of persons or is substantially damaging or could substantially damage property;

"Executive Committee" means the committee constituted as provided in Article 4.1 of these by-laws;

"Finance Committee" means the committee constituted in accordance with Article 6.6 of these by-laws;

"Kivalliq Chamber" means The Kivalliq Chamber of Commerce;

"Member" means a member of the Kivalliq Chamber, as described in Article Two of these by-laws;

"Nominating Committee" means the committee constituted in accordance with Article 6.5 of these by-laws;

"Officer" means an officer of the Kivalliq Chamber, as in Article 3.12 of these by laws;

"President" means the person holding the office of President of the Kivalliq Chamber, in accordance with Article Three of these by-laws;

"Past President" means the immediate past president of the Kivalliq Chamber;

"Resolutions Committee" means the committee constituted in accordance with Article 6.2 of these by-laws;

"Special Meeting" means a special meeting of the Members of the Kivalliq Chamber;

"Secretary-Treasurer" means the person holding the office of Secretary-Treasurer of the Kivalliq Chamber, in accordance with these by-laws;

"Vice President" means a person holding the office of Vice-President of the Kivalliq Chamber, in accordance with these by-laws;

"Voting Member" means a Member of the Kivalliq Chamber entitled to vote at Annual General and Special Meetings in accordance with Article Two of these by-laws.

1.2 Interpretation The Board of Directors has the ultimate discretion over the interpretation and implementation of these by-laws;

1.3 Purpose The Kivalliq Chamber will focus its effort on the broad spectrum of the Kivalliq economy and not be limited by political, regional, sectoral or factional concerns.

1.4 Seal The official seal of the Kivalliq Chamber will be kept by the President or Secretary-Treasurer, and affixed to such documents as required by an Officer.

ARTICLE TWO - MEMBERS

2.1 Membership Categories There will be 3 categories of membership in the Kivalliq Chamber of Commerce:

a) Category 1: Any business located in or registered in the Kivalliq Region or Nunavut; or any organization located in the Kivalliq Region that supports the goals and objectives of the Kivalliq Chamber of Commerce and does not fall into Category 3, and the seven Kivalliq Hamlets.

b) Category 2: any business located or registered outside of Nunavut, which does substantial business in or with the Kivalliq region, or any organization located outside of Nunavut that supports the goals and objectives of the Kivalliq Chamber of Commerce and does not fall into Category 3.

c) Category 3: Government departments and agencies, public institutions, Inuit Organizations, and other non-profit, public, political, or governance organizations that have an interest in the activities of the Kivalliq Chamber of Commerce but do not themselves engage in business, and/or act as funders to the Kivalliq Chamber of Commerce.

2.2 Membership Application Membership in the Kivalliq Chamber of Commerce must be applied for by presentation of a written application to, and on forms supplied by, the Kivalliq Chamber. If approved by the Board in its absolute discretion, the applicant will become a Member in the category assigned.

2.3 Suspension The Board has the authority to suspend, until the next ensuing Annual General Meeting of the Kivalliq Chamber, the membership of any Member if, following a meeting of the Board concerning the Member in question, the Board, by a motion carried by not less than a two-thirds majority, determines that the continued membership of that Member is prejudicial to the best interest of the Kivalliq Chamber. Such suspension will become termination of membership if a motion to this effect is presented to and ratified at the next ensuing Annual General or Special Meeting of the Kivalliq Chamber. While under suspension a Member will not be entitled to any of the rights or privileges of a Member, except that such Member will be entitled to attend the next ensuing Annual General or Special Meeting of the Kivalliq Chamber for the sole purpose of speaking to the suspension and termination of such Member.

2.4 Assignment of Membership No member may assign its membership.

2.5 Resignation Any member may withdraw from membership by submitting to the Board a written resignation. Payment of all outstanding obligations to the Kivalliq Chamber is due prior to such resignation taking effect.

2.6 Notwithstanding Clause Notwithstanding any other provisions of these by-laws, no business, firm or corporation will be permitted to become a Category 2 Member of the Kivalliq Chamber or remain such a Member in good standing unless such business, firm or corporation is also a Member in good standing of a local chamber of commerce which is a Member in good standing of the Kivalliq Chamber. Despite the forgoing, where there is no local chamber of commerce in the place where the business, firm or corporation operates, the Board may dispense with the application of this section 2.6 to such Member.

2.7 Board Final Arbiter In any disagreement as to what constitutes a member or membership category, the Board will be the final arbiter.

2.8 Dues The annual membership dues will be in an amount as may from time to time be determined by the Board.

2.9 Dues Payable Annual membership dues will be payable to the Kivalliq Chamber upon the application for membership, and are payable thereafter annually on April 1st of each year;

2.10 Voting Rights At any Annual General or Special Meeting, each Category 1 and 2 Member will be entitled to one vote. In all cases, a simple majority vote will govern, except as otherwise provided in these by-laws. Category 3 Members are not entitled to a vote.

2.11 Representation At any Annual General or Special Meeting, each Category 1 and 2 Member in good standing is entitled to be represented, by its member appointed for that purpose, one of whom must be appointed by a certificate signed by the secretary and president of the organization if a Category 1 Member and by two of the Officers or Directors of the organizations if a Category 2 Member to act as a voting representative of that chamber. It may also appoint an alternate voting representative who may act during the temporary absence of the voting representative.

2.12 Proxy A Category 1 or 2 Member may assign to another Category 1 or 2 Member, by a proxy signed by the Member's secretary and president, its right to vote. In no case may any voting representative represent more than their own and one other Member. Upon presentation of the necessary proxy to the Secretary-Treasurer, the voting representative named therein will receive voting accreditation. A proxy must be in such form as the Board may prescribe; failing such prescription a proxy may be in any usual form.

2.13 Privileges of the Floor All persons who are voting Members will have, subject to the rules of parliamentary procedure, the privileges of the floor at all Annual General and Special Meetings.

However, only the voting representative especially accredited for that purpose will be entitled to vote, or introduce or second motions.

2.14 Reciprocal Memberships The Board of Directors may, at its discretion, approve reciprocal membership agreements with other Chambers of Commerce, or other membership-based organizations that share the goals and objectives of the Kivalliq Chamber of Commerce. These agreements may provide for the waiving of membership fees.

ARTICLE THREE - THE BOARD OF DIRECTORS

3.1 Board The affairs of the Chamber will be run by the Board of Directors or their designate.

3.2 Quorum 50% +1 of the Board will constitute a quorum at any meeting of the Board.

3.3 Term of Office The term of office will be two (2) years concluding at the end of the second Annual General Meeting following their election.

3.4 Board Vacancies If a vacancy occurs on the Board, the Board may appoint any Member (or authorized representative thereof) to fill any such vacancy for the unexpired portion of the vacating Board Member's term.

3.5 Absence from the Board Any director who misses three consecutive meetings without explanation acceptable to the Executive will be deemed to have resigned.

3.6 Board Eligibility Each Category 1 and Category 2 member is entitled to election to the Board of Directors. Category 3 members are not entitled to election to the board.

3.7 Composition The Board will consist of between five and twelve members elected as directors from Category 1 and Category 2 Members, as per the following:

- a) The President as elected by the Voting Members at the relevant AGM;
- b) Two Vice-Presidents as elected by the Voting Members at the relevant AGM;
- c) The Secretary-Treasurer as elected by the Voting Members at the relevant AGM;
- d) Up to seven additional Voting Members of the Kivalliq Chamber as elected by the Voting Members at the relevant AGM;
- e) The immediate Past President.

3.8 Kivalliq Majority A majority of the Board of Directors (50% +1) shall consist of Category 1 members. If a majority of the Board of Directors are not Category 1 members, the Executive may, at its discretion, appoint additional Category 1 members to the board to maintain a Kivalliq majority until the next AGM.

3.9 President The President will act as spokesperson and public representative of the Kivalliq Chamber. The President will preside at all meetings of the Kivalliq Chamber and the Board of Directors. The President will be a member ex-officio of all standing and special committees and will perform such other duties as may be relevant to the office, including but not necessarily limited to:

- a) managing the offices of the Kivalliq Chamber, including supervision of staff;
- b) lobbying on behalf of the Kivalliq Chamber and its Members;
- c) regularly communicating with Members and liaising between Members and the Board;
- d) maintaining a positive profile and relationship with the media;
- e) working in association with other business organizations as directed by the Board;
- f) providing a quarterly comprehensive report on the business and affairs of the Kivalliq Chamber, including its financial status;
- g) causing the Kivalliq Chamber to employ such staff as may be required by it from time to time, subject to the direction of the Board of Directors;
- h) organizing meetings of the Board of Directors;
- i) organizing the Annual General Meetings, roundtables and such other business forums, focus groups, meetings or events as are necessary or desirable;
- j) increasing the number of members; and
- k) completing other duties and assignments as the Board may delegate.

3.10 Temporary Absence of President In the event of the temporary disability or absence of the President, one of the two Vice-Presidents shall perform the duties of the President. If such Vice-President is absent, the next most senior member of the Board will act in their place.

3.11 Secretary-Treasurer The Secretary-Treasurer, in consultation with the President, shall prepare or cause to be prepared interim financial statements for the Board meetings, and shall prepare or cause to be prepared and presented a financial report at the Annual General Meeting for approval. The Secretary-Treasurer shall coordinate and direct the Finance Committee, and:

- a) keep or have kept the minutes and proceedings of all the meetings of the Executive and Special Committees of the Kivalliq Chamber of Commerce;
- b) provide to the Board of Directors on request, a record of meetings of the Board of Directors or Special Committees;
- c) ensure proper care and custody of the records of the Kivalliq Chamber;
- d) attend to the publication of various reports;
- e) distribute all policy proposals and notices of Annual General and Special Meetings to the Members, in the manner and at such times as required by these by-laws; and
- f) perform such other duties as are usual to such an office.

3.12 Signing Authority All contracts and documents requiring the signature of the Kivalliq Chamber must be signed on behalf of the Kivalliq Chamber by any two Officers.

3.13 Additional Signing Authority The Board of Directors may from time to time, by resolution, authorize any person or persons to sign specific contracts, documents and instruments on behalf of the Kivalliq Chamber.

3.14 Officers The Officers of the Kivalliq Chamber will be:

- a) the President
- b) the Two Vice-Presidents
- c) the Secretary-Treasurer
- d) the Past-President
- e) one of the Directors at Large, as selected by the President

3.15 Vacancies of Officers If the position of any Officer (other than that of a President) becomes vacant for any reason whatsoever, the Board may appoint a person to fill such a position, to hold office until the next Annual General Meeting.

3.16 Election The Officers and Directors will be elected by a simple majority of the voting members at each Annual General Meeting.

ARTICLE FOUR - THE EXECUTIVE

4.1 Executive The Executive will consist of the Officers, as follows:

- a) the President of the Kivalliq Chamber;
- b) Two Vice-Presidents;
- c) The Secretary/Treasurer;
- d) the Past President;
- e) one of the Directors at Large, as selected by the President

4.2 Executive Responsibilities The Executive will be responsible for:

- a) overseeing the day to day operations of the Kivalliq Chamber;
- b) managing the financial affairs of the Kivalliq Chamber;
- c) selecting, supervising, annual evaluation, and salary review of any executive staff person which may be engaged;
- d) such other duties as the Board of Directors may delegate it.

4.3 A Quorum - Executive 50% +1 members of the Executive will constitute a quorum.

4.4 Emergency Powers In the case of an Emergency, the Executive may exercise all powers of the Board of Directors provided that any action taken shall be reported as soon as possible to a meeting of the Board of Directors for ratification and approval.

ARTICLE FIVE - MEETINGS

5.1 Annual General Meeting The Annual General Meeting (AGM) will be held each year on such a date and at such a place as determined by the Executive. Notice of such Annual General Meeting must be communicated by the President to each Member not less than sixty (60) days prior to the Board Meeting.

5.2 Special Meetings Special Meetings may be called by the Board or any ten (10) Category 1 and 2 Members. Notice must be sent by the President to each Member not less than twenty-one (21) nor more than fifty (50) days prior to the date of such meetings, which notice must specify the purpose for which the meeting is called, and no other business may be transacted at such meetings.

5.3 Notice of Meetings Notices of the Annual General Meeting and of Special Meetings will be communicated to each Member by such method for the Member as appears on the books of the Kivalliq Chamber or, if no address be given therein, then to the last address of such Member known to the Secretary-Treasurer. Where the provisions of this by-law as to notice have been duly observed the non-receipt of any notice by any Member will not invalidate any proceeding or transaction at any meeting.

5.4 Duties of Voting Representative It will be the duty of the voting member at each Annual General Meeting to:

- a) review and, if deemed proper, approve the annual financial statements for the Kivalliq Chamber's immediately preceding fiscal year, and the Auditor's report thereon;
- b) consider and, if deemed proper, ratify and confirm the decisions and actions of the Board since the last Annual General Meeting;
- c) elect the Officers and Board of Directors;
- d) review the existing policies in light of circumstances since the time the policies were established;
- e) delete policies which are no longer applicable to or consistent with the objectives of the Kivalliq Chamber, or have become redundant either through the passage of time or their purpose having been satisfied; and
- f) adopt and/or establish policies based on events, circumstances and activities that have occurred since the last Annual General Meeting.

5.5 Resolutions Resolutions will be received by the resolution committee and brought forward at the AGM in due course.

5.6 Saving Clause At an Annual General or Special Meeting, any subject may be brought to the floor of the meeting for discussion if a motion to do so is carried by a simple majority. If the subject is then placed on the floor of the meeting, and a motion is introduced, then such motion will require a simple majority.

5.7 Voting will normally be by a show of hands. Each voting member is entitled to only one (1) vote at all meetings, including Annual General Meeting, Board Meetings, Special Meetings, Committee Meetings, and any other meeting duly called under the terms of these by-laws.

5.10 A Quorum - Meetings Voting representatives from at least thirty percent (30%) plus 1 Category 1 and 2 Members will constitute a quorum at any Annual General or Special Meeting of the Kivalliq Chamber.

ARTICLE SIX - COMMITTEES

6.1 Standing and Special Committees Standing or special committees or task forces may be appointed by the Board as required. The terms of reference and duration of appointment will be as set out by the Board.

6.2 Resolution Committee The Board shall appoint annually a Resolution Committee as the board may determine.

6.3 Nominating Committee The Board shall appoint annually a Nominating Committee as the board may determine. The duties of the Nominating Committee will be to prepare a slate of persons to fill the following offices:

- a) the President;
- b) two Vice-Presidents;
- c) the Secretary-Treasurer;
- d) the appointment of an auditor.

6.4 Finance Committee The Finance Committee is to be appointed by the Board following each AGM, as the Board may determine.

ARTICLE SEVEN - PARLIAMENTARY AUTHORITY

7.1 Rules The rules contained in the current edition of Robert Rules of Order, as revised from time to time, will govern the Kivalliq Chamber in all cases to which they are applicable, and in which they are not inconsistent with these by-laws and any special rules the Kivalliq Chamber may adopt.

7.2 Order of Business The order of business of Annual General and Special Meetings will be fixed by the President, subject to change by a majority vote of the meeting in session. The regular order of business may be changed by majority vote.

ARTICLE EIGHT - AMENDMENTS

8.1 Amendments These by-laws may be amended, repealed, or replaced at any Annual General or Special Meeting by an affirmative vote of two-thirds of the voting representatives present thereat and properly registered.

ARTICLE NINE - DISPOSAL OF FUNDS

9.1 All monies received by or on behalf of the Kivalliq Chamber shall be deposited in the Kivalliq Chamber's bank account in trust for the Kivalliq Chamber, which account shall be with one of the chartered banks of Canada.

9.2 All disbursements from the trust bank account shall be made by cheques signed by the President or a Vice-President and the Secretary-Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

ARTICLE TEN - AUDITOR

10.1 At the Annual General Meeting an auditor may be elected for the ensuing year.

10.2 At each Annual General Meeting, an annual financial statement containing:

- i. the assets and liabilities of the Kivalliq Chamber in the form of a balance sheet, and
- ii. receipts and disbursements of the Kivalliq Chamber since the date of the previous financial statement and signed by the auditor, or by two directors if there is no auditor, shall be presented for the inspection of the members.

ARTICLE ELEVEN - SEAL AND SIGNING AUTHORITY

11.1 The seal of the Kivalliq Chamber shall consist of the name of the Kivalliq Chamber in a circle around the words "Seal" or "Corporate Seal".

11.2 The seal shall be kept in the custody of the President or Secretary-Treasurer, and shall not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the President or Secretary-Treasurer and at least one other director.

11.2 The Officers of the Kivalliq Chamber shall have the authority to sign instruments or documents on behalf of the Kivalliq Chamber. Other signing authority shall be in accordance with Article Three of these by-laws.

ARTICLE TWELVE - DISTRIBUTION OF ASSETS

12.1 The Kivalliq Chamber shall not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Kivalliq Chamber, all remaining assets shall be distributed among Canadian non-profit organizations with goals and objectives similar to those of the Kivalliq Chamber.

ARTICLE THIRTEEN - ARBITRATION

13.1 Any dispute arising out of the affairs of the Kivalliq Chamber, in the circumstances set forth in Section 7 of the Societies Act, shall be decided by arbitration under the Arbitration Act.

ARTICLE FOURTEEN - FISCAL YEAR

14.1 The fiscal year of the Kivalliq Chamber shall end on the 31st day of March of each year.

ARTICLE FIFTEEN - MINUTES OF MEETINGS, BOOKS AND RECORDS

15.1 All books and records of the Kivalliq Chamber shall be open to the inspection of members at each Annual General Meeting.

ARTICLE SIXTEEN - INSURANCE

16.1 The Board of Directors shall acquire or cause to be acquired insurance appropriate to the operations of the Kivalliq Chamber of Commerce, such as Commercial General Liability, Directors & Officers Insurance, Special Event Insurance, and other insurance policies as required.

ARTICLE SEVENTEEN - EXERCISE OF BORROWING POWERS

17.1 The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.