

CERTIFIED COPY OF AN

EXTRAORDINARY RESOLUTION OF THE MEMBERS

OF

QIKIQTANI INUIT ASSOCIATION

AMENDMENT AND RESTATEMENT OF QIA BY-LAWS

BE IT RESOLVED AS AN EXTRAORDINARY RESOLUTION that:

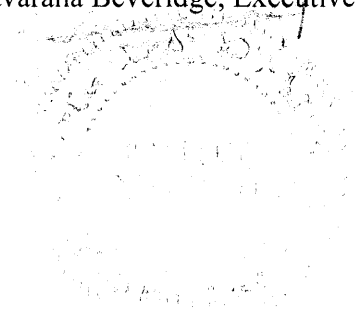
1. By-Law No. 5 dated October 7, 2014 as registered pursuant to the *Societies Act* on November 25, 2014, is hereby restated with amendments as Restated By-Law No. 5, which is attached hereto as Schedule A, which shall operate as the general by-laws of the Society.

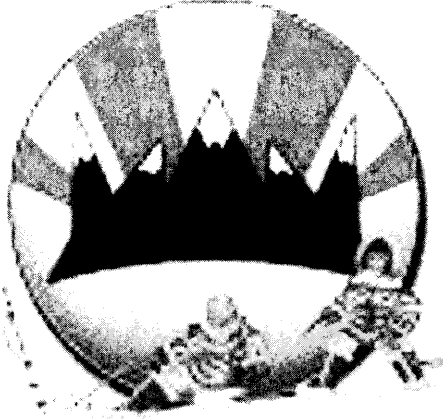
2. Any officer of the Society is authorized and directed to provide a certified copy of this extraordinary resolution, together with a copy of the attached Restated By-Law No. 5, to the Registrar for registration pursuant to the *Societies Act*, to take effect upon registration.

I HEREBY CERTIFY that the foregoing is a true copy of an extraordinary resolution that was passed by the members of the Society at an annual general meeting of the Society held in Iqaluit, Nunavut on the 7th day of October, 2015.

DATED at Iqaluit, Nunavut this 8th day of October, 2015.

Navarana Beveridge c/s
Navarana Beveridge, Executive Director





Qikiqtani Inuit Association

Restated By-law #5

By-laws relating generally to the conduct of the affairs of the Association, as amended to the date of Approval

Approved at the Annual General Meeting

In Iqaluit, Nunavut on October 7, 2015

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ARTICLE 1.0 NAME

The name of the society is the **Qikiqtani Inuit Association** which is hereinafter in these by-laws referred to as the "Society".

ARTICLE 2.0 DEFINITIONS AND INTERPRETATION

Article 2.01 Definitions

In these by-laws: the following words have these meanings:

"**Act**" means the "**Societies Act (Nunavut)** RSNWT 1988, c.S-11, as duplicated for Nunavut by s. 29 of the Nunavut Act, S.C. 1993, C.28, including any regulations thereunder, and any statute or regulations that may be substituted, as amended from time to time;

"**Ad Hoc Committee**" means a committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective;

"**Board**" and "**Board of Directors**" shall mean the Board of Directors of the Society as set out in Article 6.01;

"**Business Day**" shall mean and any day that is not a Saturday, Sunday or Statutory Holiday in the Territory of Nunavut and such other civic holiday as may be determined by the Board from time to time;

"**Commission**" means a group of people officially authorized to perform certain duties or functions, usually investigatory in nature;

"**Community Director**" means a Member elected to the Board of Directors pursuant to Article 6.02.1 by the Members of a specific community who are eligible to vote for Directors;

"**Director**" means a member of the Board, which consists of Officers, Community Directors, and Directors who have been appointed by the Board pursuant to the by-laws;

"**Extraordinary Resolution**" means a resolution passed by a majority of not less than three-quarters (3/4) of those Voting Members of the Society who are entitled to vote, as are present in person only, at all general meetings of the Society, including Annual General Meetings, of which notice specifying the intention to propose the resolution as an Extraordinary Resolution has been given in the manner provided by the by-laws. An Extraordinary Resolution shall be used where required either by law or where the Board so determines;

“General Member” means a member of the Society as defined in Article 4, and having the rights and privileges of general membership as provided therein;

"Implementation Contract" means the agreement entered into on behalf of the Inuit, Her Majesty in Right of Canada and the Commissioner of Nunavut to implement terms and requirements of the Nunavut Land Claim Agreement;

"Inuit" has the meaning provided under paragraph (b) of the definition of Inuit set out in Section 1.1.1 of the Nunavut Land Claim Agreement, and **“Inuk”** is the singular of Inuit;

“Inuit Beneficiary” means an Inuk as described in Article 4.02 (a);

"Inuit Owned Lands" has the meaning set out in the Nunavut Land Claim Agreement and includes any right, benefit, and responsibility in relation to such lands;

"Member" means a General Member or a Voting Member, as those terms are defined in Article 4, with the respective rights and privileges of membership defined therein, and **“Members”** or the **“Membership”** collectively means all of the General Members and Voting Members;

"Nunavut Tunngavik Inc. (NTI)" means a corporation continued under the *Canada Not-for-Profit Corporations Act*, R.S.C. 2009, c. 23 as amended, revised or substituted from time to time, and any successor corporation which has as its primary purpose the receipt, investment and disbursement of property from the trust established by a trust deed pursuant to the Nunavut Land Claim Agreement for the Inuit represented by the Society, the Kivalliq Inuit Association and the Kitikmeot Inuit Association, or any of their successors;

"Nunavut Land Claims Agreement" means the land claims agreement entered into between the Inuit of the Nunavut Settlement Area and Her Majesty in Right of Canada, by their representatives on the 25th day of May, 1993 and ratified by a vote of the Inuit on November 4 to 6, 1992, and by an Act of Parliament on July 9, 1993;

"Officer" means a Member elected to the position of President, Vice-President or Secretary-Treasurer by all of the Membership who are eligible to vote for Directors;

"Person" includes an individual, sole proprietorship, partnership, association, syndicate, organization, trust, body corporate and a natural person in his/her legal capacity as trustee, executor, administrator, or other legal representative;

“Proxy voting” is a form of voting whereby members of the society may delegate their voting power to other members of the society to vote in their absence. A person so designated is called a "proxy" and the person designating him or her is called a "principal";

“Qikiqtani Region” means the lands and waters of North Baffin [communities of Grise Fiord,

Resolute Bay, Arctic Bay, Igloolik, Hall Beach, Pond Inlet and Clyde River], South Baffin [communities of Iqaluit, Cape Dorset, Kimmirut, Pangnirtung and Qikiqtarjuaq] and Sanikiluaq Land Use Regions, as defined in the Nunavut Land Claims Agreement, Schedules 14-1, 19-2, 19-3 and 19-7;

“**Resident**” means a person who lives or has his or her primary home in a particular place and meets the criteria of the Society’s ***Election Regulations*** as amended from time to time;

“**Standing Committee**” means a permanent committee appointed to deal with a specified subject; and

“**Voting Member**” means a Member of the Society as defined in Article 4, being a General Member having the additional rights and privileges of voting membership as provided therein.

Article 2.02 Languages

For the purposes of interpretation of the constitution and by-laws of the Society, the Inuktitut and English versions shall be equally authoritative.

Article 2.03 Method and Calculation of Notice

- (a) Any notice required by the Society by-laws shall be deemed to be received the same day:
 - (1) if delivered personally;
 - (2) if by email or facsimile transmission;
 - (3) if posted on a community office or other community bulletin board; or
 - (4) if announced on community radio.

- (b) In computing the date when notice must be given under any provision requiring a specified number of days’ notice of any meeting or other event:
 - (1) the day of giving the notice shall not be included; and
 - (2) the day of the meeting or other event shall be included.

Article 2.04 General Interpretation

The following rules of interpretation must be applied in interpreting these by-laws:

- a) words indicating the singular number also include the plural, and vice-versa;
- b) words indicating masculine also include the feminine and vice versa;
- c) headings are for convenience of reference and shall not affect the construction or interpretation of these by-laws; and

- d) these by-laws shall be interpreted broadly and generously.

Article 2.05 Parliamentary Authority

In the event these by-laws are silent with respect to any procedure at meetings, the then current version of Robert's Rules of Order shall govern the procedure for which these by-laws are silent.

ARTICLE 3.0 GOALS OF THE SOCIETY

Article 3.01 Mission

The mission of the Society is to:

- (a) safeguard, administer and advance the rights and benefits of the Inuit of the Qikiqtani Region; and
- (b) promote the Inuit language and traditions, cultural and environmental values, as well as self-sufficiency, economic, social and cultural well-being through succeeding generations; all in an open and accountable forum.

Article 3.02 Strategic Initiatives

Without limiting the generality of the foregoing mission, the Society

- (a) shall assist Nunavut Tunngavik Inc. in implementing the terms of the Nunavut Land Claim Agreement and the Implementation Contract;
- (b) shall ensure that the rights and benefits flowing to the Inuit of the Qikiqtani Region through any land claims agreements are preserved and defended in law;
- (c) may serve as a member of Nunavut Tunngavik Inc. and as a Designated Inuit Organization as prescribed by the Nunavut Land Claims Agreement;
- (d) shall hold and manage rights and benefits flowing to the Inuit of the Qikiqtani Region through aboriginal title, statutory recognition, land claims agreements, and any other means;
- (e) shall hold and manage the benefits, and promote the rights of the Inuit of the Qikiqtani Region; those rights and benefits include all historical and aboriginal rights and benefits, as well as those rights and benefits acquired pursuant to the Nunavut Land Claim Agreement;
- (f) shall seek, on its own initiative, or in concert with government and other organizations to:

- (1) promote the rights, benefits, and opportunities of the Inuit of the Qikiqtani Region as an aboriginal people through appropriate means available at the international, national, territorial and regional levels;
 - (2) encourage and support the development of legislation and policies for the Qikiqtani Region that will contribute to Inuit economic self-sufficiency while nurturing environmental values;
 - (3) facilitate the preservation and strengthening of Inuit language, traditions and beliefs;
 - (4) build on the rich community diversities among the Inuit of the Qikiqtani Region while fostering the unity of all Inuit;
 - (5) promote the cultural, economic, social and political interests of its members, including, without limitation, the delivery of social, educational, health and other programs and services; and,
 - (6) promote community endeavours in the Qikiqtani Region, including, without limitation, performing and providing governmental and non-governmental functions and services.
- (g) shall represent the Inuit of the Qikiqtani Region in the fulfilment of their political objectives at all political levels;
 - (h) shall hold the surface title to the Inuit Owned Lands in the Qikiqtani Region for the benefit of the Inuit of the Qikiqtani Region;
 - (i) may acquire, by either lease or purchase, real estate and other properties or facilities necessary or desirable in the conduct of its activities; and, to mortgage, sell, convey, exchange, lease, licence, improve and develop such properties;
 - (j) may acquire, by either lease or purchase, and to mortgage, sell, convey, exchange, licence, improve or develop personal property;
 - (k) may purchase, hold, sell, assign or transfer shares in the capital stock of corporations, and other securities, for the purpose of promoting the objects of the Society including, without limitation, securities of Qikiqtaaluk Corporation or any other wholly owned subsidiary;
 - (l) may hold, assign or transfer membership in associations, societies and companies without share capital whose objects are similar to the objects of the Society, including, without limitation, membership in Kakivak Association or any other wholly controlled affiliate;
 - (m) may receive, acquire and hold gifts, legacies and devises for the purpose of promoting the

objects of the Society; and,

- (n) may delegate such powers to such persons as the Board considers necessary to carry out the objects as specified herein.

Article 3.03 Means of Attaining Purposes

The Society may be affiliated with NTI, other Inuit Organizations and such other organizations that have as their primary objective the representation of Inuit people, and in co-operation with the said organizations shall, without limitation, seek to fulfil its objectives in the following ways:

- (a) by helping to preserve Inuit culture and language and promote a sense of dignity and pride in the Inuit heritage;
- (b) by helping to promote the interests of Inuit settlements and outpost camps of the Qikiqtani Region;
- (c) by encouraging the development of Inuit leadership;
- (d) by determining the goals and aspirations of the Inuit of the Qikiqtani Region and representing them in these matters;
- (e) by providing information to the Inuit of the Qikiqtani Region on important matters that affect them;
- (f) by co-ordinating with and assisting local councils, committees and organizations within the communities of the Qikiqtani Region;
- (g) by co-operating with and assisting the Regional Wildlife Organization and Hunters and Trappers Organizations as defined in the Nunavut Land Claims Agreement;
- (h) by seeking amendments to laws, ordinances, and regulations where required to assist the Inuit of the Qikiqtani Region;
- (i) by assisting Inuit of the Qikiqtani Region to share fully in all aspects of the development of the Qikiqtani Region;
- (j) by improving communications to, between and within the communities of the Qikiqtani Region;
- (k) by taking the necessary steps to ensure that the policy and objects of the Society are made known to the Inuit of the Qikiqtani Region through meetings, conferences and in any other manner; and

- (l) by doing such other things as are deemed necessary or conducive to attain the objects of the Society.

ARTICLE 4.0 MEMBERSHIP

Article 4.01 Classes of Membership

There shall be two classes of Members in the Society, being Voting Members and General Members, carrying the rights, privileges and conditions described in Article 4.04.

Article 4.02 Membership Conditions

- (a) All Inuit that are enrolled under Article 35 of the Nunavut Land Claims Agreement as beneficiaries (an "Inuit Beneficiary"), and who have regularly resided in the Qikiqtani Region for a period of not less than a year, are deemed to be General Members of the Society, subject to voluntary or deemed resignation pursuant to the by-laws.
- (b) In the event of a dispute as to whether an individual has regularly resided in the Qikiqtani Region, a determination shall be made by the Executive Committee in accordance with the by-laws and any criteria set out in the Society's *Election Regulations*.
- (c) A General Member that has been elected or appointed to the Board of Directors in accordance with the provisions of Article 6 is also deemed to be a Voting Member.

Article 4.03 Membership Fee

There shall be no membership fees prescribed for any class of membership in the Society.

Article 4.04 Rights and Privileges of Members

- (a) General Members shall have the following rights and privileges:
 - (1) To vote in person or by proxy (or otherwise pursuant to the Society's *Election Regulations*), if eligible to vote, in the election of Officers, and the election of Community Director for the community in which the General Member is a Resident;
 - (2) To run for a position on the Board of Directors, if eligible, pursuant to the by-laws and the Society's *Election Regulations*;
 - (3) To notice of meetings of the Society;

- (4) To attend meetings of the Society and speak to matters with the permission of the Chairperson;
 - (5) To be informed of matters before the Society through the Community Director for the community in which the Member is a Resident, or by any other methods chosen by the Board of Directors;
 - (6) To participate in consultation sessions; and
 - (7) To serve on Commissions, or Ad Hoc Committees or apply for appointments, if eligible.
- (b) Voting Members shall have the following rights and privileges which are in addition to the rights and privileges of General Members of the Society:
- (1) To one (1) vote, in person only, at all meetings of the Society, including Annual General Meetings, and to receive the Society's financial statements or vote on any other matter properly coming before annual or other meetings of the Members of the Society.

Article 4.05 Eligibility to Vote or Hold Office

Members eligible to stand for election or vote in the election of Officers and Community Directors shall be any General Member who is:

- (a) a registered Inuit Beneficiary, as defined herein;
- (b) 16 years of age or older; and,
- (c) a Resident in the Qikiqtani Region for a period of not less than one (1) year prior to the date of the election.

Article 4.06 Suspension of Directors

Article 4.06.1 Decision to Suspend or Expel

- (a) The Executive Committee shall have the authority to suspend or expel any Director from the Board of Directors following a hearing pursuant to Article 4.06.3 (a) for one or more of the following reasons:
 - 1. failed to abide by the by-laws;
 - 2. disloyalty to the Society;
 - 3. disrupted meetings or functions of the Society;
 - 4. has done anything judged to be harmful to the Society; or
 - 5. Violations of the Oath of Office, Code of Conduct or any other policies.

- (b) The suspension or expulsion of a Director from the Board shall not affect his or her status as a General Member of the Society, or any rights, interests or privileges he or she may otherwise have or be entitled to pursuant to the provisions of the Nunavut Land Claims Agreement.
- (c) All complaints heard before the Executive Committee must be in writing and marked 'Confidential and Without Prejudice'. Such complaints must specify the by-law violation or injurious behaviour and cite attempts at discipline prior to the complaint being filed.

Article 4.06.2 Notice to the Director

- (a) The affected Director will receive written notice of the Executive Committee's intention to deal with whether or not that Director should be suspended or expelled. The affected Director will receive at least 14 days' notice before the hearing.
- (b) The notice will be sent by fax or email to the last known address of the affected Director shown in the records of the Society. The notice may also be hand delivered to the affected Director's last known address.
- (c) The notice will state the reasons why a suspension from the Board (for a period of time determined by the Executive Committee), and/or permanent expulsion from the Board, is to be considered by the Executive Committee at the hearing pursuant to Article 4.06.3 (a).

Article 4.06.3 Decision of the Executive Committee

- (a) The affected Director will have an opportunity to appear before the Executive Committee to provide information and make representations to the meeting. The Executive Committee shall restrict the hearing to only invited participants.
- (b) The Executive Committee will determine procedurally how the meeting will be conducted, but will adhere to any applicable policies approved by the Board (if any).
- (c) Information and representations presented to the hearing shall be recorded in the minutes. The Executive Committee shall have an opportunity to ask questions of participants. The Executive Committee shall discuss all information and representations presented to the meeting "in camera" before then holding a vote which shall be recorded in the meeting minutes. Quorum for such a hearing will be two thirds (2/3) of the Executive Committee.
- (d) The decision of the Executive Committee is final. The Director will receive written notice of the decision within forty-eight (48) hours of the decision.
- (e) If the affected Director has received notice of the hearing, but fails to attend the hearing without reason acceptable to the Executive Committee, the suspension or expulsion may

be approved by the Executive Committee in the absence of the affected Director.

- (f) On a resolution of the Executive Committee passed by a majority of the votes cast (not including abstentions), if the affected Director is either suspended (for a period of time determined the by the Executive Committee) or is permanently expelled, the effective date of the suspension or expulsion is the decision date. A Director removed from the Board continues to be a General Member of the Society but ceases to be a Voting Member.

Article 4.07 Withdrawal of Members and Directors

Article 4.07.1 Resignation of Membership

Any Member who desires to withdraw from membership in the Society and/or resign as a Director from the Board may notify the Secretary Treasurer in writing to that effect and on receipt by the Secretary Treasurer of such notice the withdrawing Member or Director shall cease to be a Member or Director on the date specified in the resignation, or effective immediately if no date is specified.

Article 4.07.2 Death

Membership in the Society is terminated upon the Members' death.

Article 4.07.3 Deemed Withdrawal

- (a) If a Member has moved outside of the Qikiqtani Region for a period greater than one year, the Member is deemed to have submitted his resignation as a Member.
- (b) If a Director ceases to be qualified pursuant to the by-laws or the Society's *Election Regulations*, including, without limitation, ceasing to be a Resident, the Director is deemed to have submitted his resignation from the Board.
- (c) In such cases, the Member and/or Director is considered to have ceased being a Member and/or Director as of the date the Executive Committee determines the Member and/or Director effectively ceased to qualify for membership and/or to be a Director.

Article 4.08 Continued Liabilities for Debts Due

Although a Member ceases to be a Member (by death, resignation or otherwise) they remain liable for any debts owing to the Society, at the date of ceasing to be a Member.

ARTICLE 5.0 MEETINGS OF THE SOCIETY

Article 5.01 Annual General Meeting and other General or Special Meetings

Article 5.01.1 Time and Place of Meetings

- (a) The Annual General Meeting and other general and special meetings of the Society shall be held at such time and place as the Board of Directors may determine.
- (b) Provided however, that the Annual General Meeting shall be held in the Qikiqtani Region and not later than sixteen (16) months following the previous Annual General Meeting.

Article 5.01.2 Notice

Twenty-one (21) days' prior notice of any Annual General Meeting or other general and special meeting shall be given to all of the Members of the Society including the Directors.

Article 5.01.3 Agenda for the Annual General Meeting

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

1. adopting the agenda;
2. adopting the minutes of the last Annual General Meeting;
3. considering the President's report;
4. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
5. appointing the auditors;
6. setting the membership fee;
7. appointments;
8. considering matters specified in the meeting notice; and
9. adjournment.

Article 5.01.4 Quorum

An Annual General Meeting or other general or special meeting of the Society shall be considered to be validly held provided that 2/3 of the Voting Members are present in person. A quorum need not be present the entire meeting but is required for the approval of resolutions passed by the

Voting Members.

Article 5.02 Board Meetings

Article 5.02.1 Calling the Meeting

The President shall be required to call a meeting of the Board at any time in accordance with the following provisions:

- (a) by a resolution of the Board of Directors or Executive Committee to that effect; or
- (b) on the written request of at least five (5) of the Directors. The request must state the reason for the Special Board Meeting and the motion(s) intended to be submitted at such Special Board Meeting.

Article 5.02.2 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 2.03 to each Director at least twenty-one (21) days before the Meeting. No such notice is required if:

- (1) all the Directors are present; or
- (2) the Directors absent have signified their consent in writing to the meeting being held in their absence; or
- (3) a meeting is held immediately following the Annual General Meeting.

Article 5.02.3 Agenda

Subject to the unanimous consent of the meeting, only the matter(s) set out in the notice for the Meeting shall be considered at the Board Meeting.

Article 5.02.4 Quorum

A Board Meeting shall be considered to be validly held provided two-thirds (2/3) of the Directors are present in person.

Article 5.02.5 Failure to Reach Quorum

The Presiding Officer will cancel the meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled the meeting is rescheduled for a time up to three days later at the same time and place. If a quorum is not present within one-half hour (1/2) after the set time of the second meeting, the meeting may proceed with the Directors in attendance.

Article 5.03 Meeting Procedures

Article 5.03.1 Manner in Which Directors' Meetings Can Take Place

Meetings of the Board may be held by telephone or other electronic communication means that permits all persons participating in the meeting to hear one another.

Article 5.03.2 Presiding Officer (Chairperson)

- (a) The President chairs every Members', Directors' and Executive Committee meeting of the Society. The Vice President chairs in the absence of the President.
- (b) If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the meeting, the Director's present choose one (1) of the Directors present to chair the meeting.

Article 5.03.3 Attendance by the Public

Members' and Directors' meetings of the Society are open to the public. A majority of the Voting Members/Directors present may ask any persons present at a Members' or Directors' meeting who are not Members or who are disruptive to leave. Meetings of the Executive Committee may be attended by invitation and/or consent of a majority of the meeting.

Article 5.03.4 Adjournment

- (a) The chairperson may adjourn any meeting with the consent of the Directors/Voting Members at the meeting. The adjourned meeting may address only the unfinished business from the original meeting.
- (b) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Article 5.03.5 Voting Procedure at Meetings:

- (1) At all meetings of the Society, every question shall be decided by a majority of the votes unless otherwise required herein or by law;
- (2) Every question shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any Director/Voting Member;
- (3) Unless a secret ballot is requested, a declaration by the meeting chairperson that a resolution has or has not been carried which is recorded in the minutes shall be sufficient evidence of

- the fact, without proof of the number of votes accorded in favour of or against such resolution;
- (4) A secret ballot shall be taken in such manner as the chairperson of the meeting shall direct.
 - (5) In the event of a secret ballot, the result of a vote shall be declared by the chairperson of the meeting and an entry shall be made in the Minutes.
 - (6) The chairperson shall not normally be entitled to vote; however, in the event of an equality of votes the chairperson shall have a casting or deciding vote.

Article 5.03.6 Failure to Give Notice

No action taken at a Meeting is invalid due to:

- (a) accidental omission to give any notice to any Director or Member, as the case may be;
- (b) any Director or Member, as the case may be, not receiving any notice; or any error in any notice that does not affect the meaning.

Article 5.03.7 Written Resolutions

All Directors/Voting Members, as the case may be, may agree to and sign a resolution of Directors or Voting Members. This resolution is as valid as one passed at a meeting of the Board, the Executive Committee or the Members. For purposes of a written resolution, it is not necessary to give notice or to call a meeting. The date on the resolution is the date it is passed.

ARTICLE 6.0 GOVERNANCE OF THE SOCIETY

Article 6.01 Board of Directors

Article 6.01.1 Governance and Management of the Society

The Board shall manage, or supervise the management of, the activities, conduct and affairs of the Society.

Article 6.01.2 Election of Officers and Directors

(a) Eligibility of Directors

Persons elected or appointed to the Board shall be General Members of the Society in good standing who are eligible pursuant to the by-laws and the Society's ***Election Regulations***.

(b) Election of Directors

- (1) Elections for Directors shall be held, to the extent possible, every two years in order to re-elect or replace any Directors whose terms of office are set to expire.
- (2) Unless otherwise specified herein, the provisions of the Society's *Election Regulations*, as set by the Board of Directors, and amended from time to time, shall apply to all matters relating to elections.

(c) Restrictions on Eligibility

- (1) Any Community Director, or Director appointed pursuant to Article 6.02.1 (c), that is elected by the Members to the position of President, Vice-President or Secretary-Treasurer shall resign his position as a Community Director or appointed Director and such vacancy on the Board of Directors shall be filled as provided for in Article 6.01.4. This provision does not apply to a Community Director, or Director appointed pursuant to Article 6.02.01 (c), that is temporarily appointed to fill a vacancy among the Officers.
- (2) An employee of the Society (other than the President) may not hold office as a Director, and any Director wishing to be employed by the Society shall first resign from his position as Director.

Article 6.01.3 Term of Office of Directors

Unless otherwise provided for herein, all Directors shall hold office for a term of four (4) years, subject to earlier withdrawal or removal. To achieve staggered terms of office among the Directors, such that elections shall occur every two years to the extent possible, the Board may revise the current terms of office among the currently elected and appointed Directors, and may approve scheduled elections for the commencement of four (4) year terms of all Directors.

Article 6.01.4 Vacancies on the Board

(a) Officers

- (1) Where the next practical date for holding an election to fill a vacancy is greater than the last remaining 24 months of the former Officer's term the Board shall appoint the person who had the second highest number of votes at the election during which the former Officer was elected; provided the said individual is still qualified under these by-laws to be a Director and consents to the appointment; failing which, the vacancy shall be filled at the next practical date by election of the eligible Members in the same manner as the election of the former Officer.
- (2) Where the next practical date for holding an election to fill a vacancy is within the last remaining 24 months of the former Officer's term, then the vacancy shall be filled by an appointment by the Board from among the existing Directors to replace the former

Officer. An Officer or Community Director appointed by the Board to fill the remainder of a former Officer's term is not required to resign his or her existing office but may hold both offices temporarily until the next election.

(b) Community Directors

- (1) Where the next practical date for holding an election to fill a vacancy is greater than the last remaining 24 months of the former Community Director's term, the vacancy shall be filled at the next practical date by election of the Members of the community in the same manner as the election of the former Community Director.
- (2) Where the next practical date for holding an election to fill a vacancy is within the last remaining 24 months of the former Community Director's term, then the Board shall appoint the person who had the second highest number of votes at the election during which the former Community Director was elected; provided the said individual is still qualified under these by-laws to fill the vacancy and consents to the appointment; failing which the vacancy shall be filled by appointment of a qualified Member from the community to replace the former Community Director, but only after considering recommendations from the community.

(c) Appointed Directors

A vacancy amongst the Directors appointed by the Board shall be filled with a new appointment by the Board of Directors for the remainder of the term of the former Director.

(d) Term of Office

The term of office of a Director filling a vacancy shall be until the expiration of the remainder of the term of office of the former Director.

Article 6.02 Composition of the Board

Article 6.02.1 Types of Directors

The Board of Directors of the Society shall consist of the following:

- (a) three (3) Officers elected by the eligible Members for the positions of President, Vice-President and Secretary-Treasurer in a Qikiqtani region wide election;
- (b) one (1) Community Director elected by the eligible Members from each of the thirteen (13) existing communities in the Qikiqtani Region; and,

- (c) up to three (3) permanent Directors appointed at the discretion of the Board.

Article 6.02.2 Duties of the Officers and Directors

The Directors shall manage, or supervise the management of, the activities, conduct, and affairs of the Society.

(a) President:

- supervises the affairs of the Board;
- is responsible for the annual review of the by-laws and Policies;
- when present, chairs all meetings of the Society, the Board and the Executive Committee;
- is an ex officio member of all Committees;
- acts as the spokesperson and advocate for the Society or appoints a designate;
- carries out other duties assigned by the Board; and
- is a full time employee of the Society; and
- is a signing authority.

(b) Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a signing authority;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

(c) Secretary/Treasurer

- attends all meetings of the Society, the Board and the Executive Committee;

- ensures that accurate minutes of these meetings are kept;
- has charge of minute book and other records;
- has charge of the Board's correspondence under the direction of the President and the Board;
- makes sure all notices of various meetings are sent;
- makes sure annual fees are collected and deposited;
- responsible for the Seal of the Society;
- ensures the filing of all notices and documents required to be filed with the Registrar pursuant to the Act, including changes in the Directors, constitution and by-laws;
- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented at every Board Meeting;
- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- chairs the Finance Committee of the Board;
- is a signing authority;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

(d) Community Directors

In addition to the standard duties and responsibilities of a Director the Community Director will:

- Attend and participate in Board Meetings, including pre-reading of materials;
- Keep informed about the by-laws and Society Policies;
- Remain informed about the interests and need of their constituency and ensure these

are considered by the Board of Directors and Administration;

- Keep their constituency informed about the activities and initiatives of the Society; and
- Carry out other duties assigned by the Board.

(e) Appointed Directors

In addition to the standard duties and responsibilities of a Director, these three (3) Directors may each be assigned a specific role or responsibility by the Board.

6.02.3 Duty of Care

Every Director of the Society in exercising their powers and discharging their duties shall:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.02.4 Compliance

Every Director of the Society shall comply with the Act, and with the constitution, by-laws, regulations, rules, codes and all policies and procedures or resolutions of the Society.

ARTICLE 7.0 BOARD APPOINTED COMMITTEES

The Board may, from time to time and as required, set up Commissions, Standing Committees, or Ad Hoc Committees of the Society.

Article 7.01 Establishing Committees

The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or “Terms of Reference” as may be passed by the Board of Directors at a Meeting. Other than the chair of a committee, the members of a Board appointed committee are not required to be selected from among Directors.

Article 7.02 General Procedures for Committees

- (a) A Board Member chairs each committee created by the Board.

- (b) The Chairperson calls committee meetings.
- (c) Each committee:
 - Records minutes of its meetings;
 - distributes these minutes to the committee members and to the President; and
 - provides reports to each Board meeting at the Board's request.
- (d) Ten (10) business days' notice is provided to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- (e) A majority of the committee members present at a meeting is a quorum.
- (f) Each member of the committee, excluding the Chairperson, has one (1) vote at the committee meeting. The Chairperson does have a casting vote in case of a tie.

Article 7.03 Executive Committee

- (a) The Executive Committee consists of the President, Vice President, Secretary-Treasurer and three (3) Directors appointed from and by the Board of Directors for the duration of their term as a Director subject to removal by the Board. Provided that if vacancies and/or temporary appointments among Officers results in the Executive Committee being comprised of fewer Directors, then the Board shall appoint additional Directors to the Executive Committee to ensure that the Executive Committee shall always consist of six (6) Directors.
- (b) The Executive Committee is responsible for:
 - carrying out emergency and unusual business between Board meetings, and any matter or issue affecting the Society that is not a matter requiring action by the Board;
 - reporting to the Board on actions taken between Board meetings; and
 - carrying out other duties as assigned by the Board or these by-laws.
- (c) All meetings of the Executive Committee are called by the President or on the request of any two (2) other Directors of the Executive Committee. They must request in writing that the President call a meeting and state the business of the meeting.
 - i. Notice of Meeting will be provided a minimum three (3) Business Days prior to the meeting date;
 - ii. provided that no such notice is required if:
 - (1) all the Executive Members are present; or

- (2) the Executive Members absent have signified their consent in writing to the meeting being held in their absence.
- (d) All Executive Committee members may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. For purposes of a written resolution, it is not necessary to give notice or to call a meeting. The date on the resolution is the date it is passed.
- (e) A meeting of the Executive Committee may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- (f) Except where expressly provided otherwise in Article 7.03, meetings of the Executive Committee shall follow the requirements and procedures for Board meetings as set out in Article 5 or as otherwise directed by resolution of the Board. Irregularities or errors done in good faith do not invalidate acts done at any meeting of the Executive Committee.
- (g) The Executive Committee has the authority to make decisions affecting the activities and affairs of the Society unless otherwise provided in the Act or in the constitution, by-laws, regulations, rules, codes or any policies, procedures or resolutions of the Society. Any decision of the Executive Committee that exceeds its limits of authority shall be ratified at the next regularly scheduled Board Meeting or else shall be deemed null and void.
- (h) A quorum for the transaction of business at any Executive Committee meeting shall be four (4) members of the Executive Committee.

ARTICLE 8.0 FINANCE AND MANAGEMENT OF THE SOCIETY

Article 8.01 Registered Office

The Registered Office of the Society pursuant to the Act shall be at such place in the Qikiqtani Region as determined by the Board of Directors.

Article 8.02 Corporate Seal

The seal of the Society shall the responsibility of the Secretary-Treasurer or such other person as designated by the Board. The seal of the Society may be affixed to contracts, documents and instruments when required or desirable.

Article 8.03 Finance and Auditing

8.03.1 The fiscal year of the Society ends on March 31 of each year and may only be changed by

an Extraordinary Resolution and as permitted by law.

8.03.2 The books, accounts, and records of the Society will be audited once per year by a duly certified accountant appointed for that purpose at the Annual General Meeting. The audited financial statements and auditor's report, letters to management, and any other statements of the auditor as to the Society's financial records, will be presented at each Annual General Meeting.

Article 8.04 Cheques and Contracts of the Society

8.04.1 Deeds, transfers, assignments, contracts, obligations and instruments in writing requiring execution by the Society may be signed by one of the Officers, together with any other person designated by the Board from time to time.

8.04.2 No two members of the same household or immediate family will be signing authorities. No signing authority will sign a cheque where they are the payee.

8.04.3 The Officers of the Society and any other designated persons are authorized to sign all cheques drawn on the monies of the Society. Two authorized signatures are required on all cheques or as specified by applicable policy of the Society.

Article 8.05 Books and Records of the Society

8.05.1 The Secretary-Treasurer keeps a copy of the Minute Books and shall cause to be recorded minutes of all meetings of the Members and of the Board.

8.05.2 The Secretary-Treasurer keeps the original Minute Books at the Registered Office of the Society. This record shall contain minutes from all meetings of the Society, the Board and the Executive Committee.

8.05.3 The Secretary Treasurer shall cause to be kept and filed all necessary books and records of the Society as required by the by-laws, the Act, or any other statutes or laws.

8.05.4 A Member wishing to inspect the books or records of the Society, except those records deemed by the Board of Directors as confidential, must give reasonable notice to the President or the Secretary-Treasurer of the Society of his intention to do so.

8.05.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

Article 8.06 Borrowing Powers

Further to the borrowing powers as provided for in the Act, and for the purpose of carrying out the Society's objects, the Board may from time to time on behalf of the Society:

- (a) borrow money on the credit of the Society;
- (b) 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 in accordance with the Act;
- (c) 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
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or currently owned or subsequently acquired real or personal, moveable 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.

Article 8.07 Remuneration of Directors or Committee Members

8.07.1 Directors or Committee Members of the Society may receive reasonable fees for attendance at meetings through a combination of annual retainer and Meeting fees as set out in the compensation policies of the Society from time to time that shall be approved by Extraordinary Resolution at an Annual General Meeting.

8.07.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

Article 8.08 Protection and Indemnity of Directors

8.08.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done or failure to act in his role for the Society, including costs to defend claims or actions against the Director arising from his role. The Society does not protect Directors for acts or omissions that are fraudulent, dishonest, willfully or grossly negligent or made in bad faith.

8.08.2 No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss

due to an oversight or error in judgment, or by an act in his role for the Society, unless the act or omission is fraudulent, dishonest, willfully or grossly negligent, or due to bad faith. The Society's indemnification extends to the Director's heirs and executors.

ARTICLE 9.0 EFFECT OF REPEAL OF BY-LAWS

Article 9.01 Repeal of By-laws No. 1, 2, 3 and 4, and Effective Date of By-law No.5

This by-law shall be designated as By-law No. 5 of the Society and shall take effect upon its registration by the Registrar under the Act, whereupon all of the Society's prior by-laws shall be repealed and replaced with this By-law No. 5.

Article 9.02 Continuing Effect of Repealed By-laws

Upon the coming into force of this By-law No. 5, or any subsequent by-law of the Society, the repeal of By-law No.4, and any subsequent repeal of any other by-law of the Society, shall not affect the previous operation of any such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such by-law prior to the effective date of its repeal.

Article 9.03 Continuing Effect of Prior Actions

All Members, Directors and Officers and persons acting under any repealed by-law of the Society shall continue to act as if elected or appointed under the provisions of this by-law or any subsequent by-laws in accordance with the provisions of such by-laws. All resolutions of the Board or Executive Committee passed under any repealed by-law shall continue with full force and effect except to the extent inconsistent with this by-law, or any subsequent by-law, until amended or repealed.

APPROVED at the Annual General Meeting held in Iqaluit, Nunavut on October 7, 2015.