

**THE OPERATIONS OF THE SOCIETY ARE TO BE CHIEFLY
CARRIED ON IN:**

The City of Iqaluit in the Territory of Nunavut.

Dated at the City of Iqaluit in the Territory of Nunavut, on the ___ day of
March, 2005.

NUNAVUT DISABILITIES COUNCIL

BY-LAWS

CORPORATE SEAL

1. The seal of the society shall have the name of the society in a circle
around the word "SEAL".

HEAD OFFICE

2. Until changed in accordance with the *Nunavut Societies Act*, the Head
Office of the society shall be in the City of Iqaluit in the Territory of
Nunavut.

MEMBERSHIP

3. a) Membership in the society shall be limited to organizations
recognized as Designated Inuit Organizations as that term is defined in section
1.1.1 of the *Nunavut Land Claims Agreement*.

b) The initial members of the society are as follows:

- i. Nunavut Tunngavik Incorporated;
- ii. Qikiqtani Inuit Association;
- iii. Kivalliq Inuit Association;
- iv. Kitikmeot Inuit Association

4. a) The president of each member shall act as its representative and act on its behalf at meetings of members. The name of the representative shall be communicated in writing to the secretary of the society by the member before the representative may attend and vote at any meeting.
- b) Each representative of a member shall be enrolled under the *Nunavut Land Claims Agreement*, whether or not a resident of the Territory of Nunavut.
5. Additional members may be admitted provided that the members approve such admission by a majority of votes at an annual meeting or special meeting.
6. There shall be no membership fee.
7. Any member, or representative of a member, may withdraw from the society, or from representation of a member, as the case may be, by delivering to the secretary of the society a written resignation.
8. Any member may be required to resign by a vote of two thirds (2/3) of the members at an annual meeting or special meeting.

MEMBERS' MEETINGS

9. An annual meeting of the members shall be held in the Territory of Nunavut not earlier than May 1 and not later than December 1 of each year.
10. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.
11. The board of directors or the president shall have power to call, at any time, a meeting of the members of the society. The board of directors shall call a special meeting of members on written requisition of 51% of the members.
12. Each member present at a meeting shall have one (1) vote.
13. A majority of the votes cast by the members present shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Nunavut Societies Act* or these by-laws.

14. The presence of 51% of the members shall be required to constitute quorum for the transaction of business at any meeting of members.
15. Where a majority of other members participating consent, a member may participate in a meeting of the members by telephone or by any other communication facilities that provide all persons participating in such a meeting by any of these means the opportunity to understand and to contribute effectively towards the deliberations of the meeting. A member participating in such a way shall be deemed to be present.
16. At least fourteen (14) days' written notice shall be given to each voting member of any meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
17. No error or omission in giving notice of any meeting or any adjourned meeting, of the members of the society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the society.

BOARD OF DIRECTORS

18. The property and business of the society shall be managed by a board of directors, comprised of not more than four (4) directors. The directors shall annually elect a director to serve as chairperson and to chair all meetings of the board of directors.
19. Directors shall be individuals, at least nineteen (19) years of age, with power under law to contract.
20. Each representative shall serve as a director. No person who is not a representative may serve as a director.
21. A director shall not delegate his or her duties, including attendance at director's meetings, to any other person.
22. The office of director shall be automatically vacated:

- a) if a director ceases to be a representative of a member;
- b) if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that he or she be removed from office;
- c) if a director has resigned his office by delivering a written resignation to the secretary of the society;
- d) if he or she is found by a court to be of unsound mind;
- e) if he or she becomes bankrupt or suspends payment or compounds with his creditors;
- f) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the representatives of the category from which the director was elected may, by majority vote, fill the vacancy with a term to last until the dissolution or adjournment of the annual meeting at which his or her successor is elected.

23. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the society as an officer or in any other capacity and receiving compensation therefore as may be determined by resolution of the board of directors.

POWERS OF DIRECTORS

24. The directors of the society may administer the affairs of the society in all things and make or cause to be made for the society, in its name, any kind of contract which the society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the society is by its constitution or otherwise authorized to exercise and do.

25. The directors shall have power to authorize expenditures on behalf of the society from time to time and may delegate by resolution to an officer or officers of the society the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and

interest may be made available for the benefit of promoting the interest of the society in accordance with such terms as the board of directors may prescribe.

26. The board of directors is hereby authorized, from time to time

- a) to borrow money upon the credit of the society, from any bank, society, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the society, and the undertaking and rights of the society.

27. The board of directors shall take such steps as they may deem requisite to enable the society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the society.

28. The board of directors may appoint such agents and engage such employees, including an executive director, as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

29. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

DIRECTORS' MEETINGS

30. There shall be at least two (2) meetings per year of the board of directors.
31. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the society shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
32. Each director present at a meeting shall have one (1) vote, except that the chairperson of the meeting shall have an additional vote where necessary to break a tie vote.
33. A majority of the votes cast by the directors present shall determine all questions in a meeting of the board of directors.
34. Three (3) directors shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the society.
35. Where a majority of other directors participating consent, a director may participate in a meeting of the directors by telephone or by any other communication facilities that provide all persons participating in such a meeting by any of these means the opportunity to understand and to contribute effectively towards the deliberations of the meeting. A director participating in such a way shall be deemed to be present.

INDEMNITIES TO DIRECTORS AND OTHERS

36. Every director or officer of the society or other person who has undertaken or is about to undertake any liability on behalf of the society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the society, from and against;

- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- b) all other costs, charges and expenses which he or 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 or her own wilful neglect or default.

OFFICERS

37. The officers of the society shall be a president, a vice-president, a treasurer, and a secretary and any such other officers as the board of directors may by resolution determine. Only a person who is both a representative of a member and a director shall serve as an officer. No person shall hold more than one executive officer position.
38. The president, vice-president, treasurer, and secretary and any other offices which may be created shall be filled by election among the board of directors. The officers shall be elected by a majority vote of the board of directors within ninety (90) days following the fiscal year end.
39. The officers of the society shall hold office for one (1) year from the date of election or until their successors are elected or appointed in their stead.
40. Officers shall be subject to removal by resolution of the board of directors at any time. Where a vacancy occurs, whether due to removal, resignation, or death, the board of directors may elect a person who is both a representative of a member and a director to serve the remainder of the original officer's term.

DUTIES OF OFFICERS

41. The president shall be the chief executive officer of the society. He or she shall preside at all meetings of the society and of the board of directors. He or she shall have the general and active management of the affairs of the society. He or she shall see that all orders and resolutions of the board of directors are carried into effect.

42. The vice-president shall in the absence or disability of the president perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.

43. The treasurer shall have the custody of the funds and securities of the society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the society in the books belonging to the society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of the society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the society. He or she shall also perform such other duties as may from time to time be directed by the board of directors.

44. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the society generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He or she shall be custodian of the seal of the society, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

45. The duties of all other officers of the society shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES AND EXECUTIVE DIRECTOR

46. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

47. The board of directors may appoint an executive director to assist the officers of the society in the management of the society. The executive director shall take direction from the officers of the society. The board of

directors shall determine the compensation and tenure of the executive director.

EXECUTION OF DOCUMENTS

48. Contracts, documents or any instruments in writing requiring the signature of the society, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the society without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the society to sign specific contracts, documents and instruments in writing. The directors may give the society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the society. The seal of the society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS

49. The minutes of the board of directors shall be available to the general membership of the society and to the board of directors, all of whom shall receive a copy of such minutes.

FINANCIAL YEAR

50. Unless otherwise directed by the board of directors, the fiscal year end of the society shall be March 31 of each year.

AUDITORS

51. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

DISTRIBUTION OF ASSETS

52. The society 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 disbursement of reasonable out-of-pocket expenses. On a wind-up of the society, all remaining assets shall be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

BOOKS AND RECORDS

53. The directors shall ensure that all necessary books and records of the society required by the by-laws of the society or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

54. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the society when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ARBITRATION

55. Any dispute arising out of the affairs of the society between any members of the society, or between a member or any person aggrieved who has for not more than six (6) months ceased to be a member or any person claiming through that member or person aggrieved, and the society or a director or officer of the society, shall be decided by arbitration under the *Nunavut Arbitration Act*.

AMENDMENT OF BY-LAWS

56. The by-laws of the society may be repealed or amended resolution of a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least three quarters (3/4) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Nunavut Registrar of Societies has been obtained.

In witness whereof we have subscribed our names to this application and by-laws this ____ day of March, 2005.

APPLICANTS

WITNESSES

Name
Address
Title

Name
Address
Title

Name _____

Signature

Name
Address
Title

Name
Address
Title

Name _____

Signature

Name
Address
Title

Name
Address
Title

Name _____

Signature

Name

Name

**Address
Title**

**Address
Title**

Name _____

Signature

**Name
Address
Title**

**Name
Address
Title**

Name _____

Signature