

Nunavut Economic Developers Association (NEDA)
Schedule A
By-Laws

A by-law relating generally to the transactions of the affairs of the Nunavut Economic Developers Association (NEDA).

BE IT ENACTED as a by-law of NEDA as follows:

Interpretations

In this by-law and all other by-laws and resolutions of the Society unless the Context otherwise requires:

- a) **The singular includes the plural**
- b) **The masculine includes the feminine**
- c) **“Society” means NEDA**
- d) **“Societies Act” means the Societies Act of Nunavut R.S.N.W.T. 1988 c. S-11, as amended by Northwest Territories Statutes S.N.W.T. 1998, c.5, as amended by Statutes enacted under Section 76.05 of Nunavut Act S.N.W.T. 1998 c. 35 in force April 1, 1999**
- e) **“documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreement, releases receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities, contracts, agreements and all paper writings of any kind whatsoever intended to bind the Society.**
- f) **“meetings” include, face to face meetings, and teleconference meetings**
- g) **“show of hands” includes both the physical show of hands for voting purposes at a face to face meeting and the non-physical show of hands for voting purposes during a teleconference meeting, ensuring that all votes are counted**
- h) **The rules of order contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Nunavut Economic Developers Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Nunavut Economic Developers Association may adopt.**

Save as aforesaid, all of the words and terms which appear in this by-law shall have the same definitions and applications as set forth in the Societies Act.

Objects of the Society

The Nunavut Economic Developers Association (NEDA), is an organization of economic development officers and other individuals working in the economic development field in Nunavut. NEDA exists to enhance the economic development profession in Nunavut by implementing or supporting initiatives aimed at meeting the personal and professional development needs of its members in the areas of; information, education, training, equipment, and the exchange of knowledge and experience.

1) Terms of Admission

[Per by-law amendments passed at 2000/2001 AGM, 21 March 2001]

- a) All individuals and organizations shall be eligible for admission to membership in the Society on payment of the membership fee for the prescribed class of membership.
- b) There shall be three classes of membership, defined as follows;
 - i. Full Individual Membership: Open only to economic development officers working in a municipal council of Nunavut.
 - ii. Individual Associate Membership: Open to all other individuals that support the objects of the Society and are involved in economic development in Nunavut.
 - iii. Institutional Associate Membership: Open to organizations that support the objects of the Society.
- c) Membership fees for each class of membership are set out in Schedule 1, appended to and forming part of the by-laws of the Society.

2) Rights of Members

All members of the Society shall have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.

3) Obligations of Members

Each member shall pay an annual membership fee at such time and in such amount as is determined by the members at each annual general meeting.

4) Withdrawal and Expulsion of Members

- a) Any member may withdraw from membership in the Society by notice in writing to the Secretary. The annual membership fee paid for the year in which such resignation is submitted will not be refundable.
- b) Any member whose conduct is considered detrimental to the Society or who is more than thirty (30) days in default in paying annual dues may be expelled by a resolution passed by the majority of the directors of the Society. No such resolution shall be put before the board of directors until after the member in question has been notified in writing of the cause for such termination and afforded an opportunity for a hearing before the board of directors. The board of directors shall notify any such member of the time and place of the meeting of the board of directors at which time the member in question will be heard. Such notice shall be given 1 week prior to such meeting.

5) Meetings

- a) An annual general meeting of the Society shall be held between thirty-one (31) and one hundred eighty (180) days after the date of the fiscal year end at a time, place and date to be determined by the board of directors for the purpose of:
 - i. Hearing and receiving the reports and statements required by the Societies Act to be read at and laid before the members at an annual general meeting.
 - ii. Electing such directors as are to be elected at the annual general meeting;
 - iii. Appointing the auditor and fixing, or authorizing the board of directors to fix, his/her remuneration; and
 - iv. The transaction of any other business properly brought before the meeting.
- b) General meetings of the Society shall be held at the call of the President.
- c) Any ten (10) members may call a meeting by presenting a signed request to the President, who shall call a special meeting within fifteen (15) days after receipt of such request.
- d) Notice of any general or special meeting shall be given at least seven (7) days prior to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations and/or by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at such meeting. Any general or special meeting of members may be held at any time and place without such notice if all members of the Society are present thereat and are represented by proxy duly appointed or have, in writing, waived such notice and consented to the holding of such a meeting.
- e) Thirty (30) percent of the paid up members of the society, present in person or represented by proxy; shall constitute a quorum at all meetings.
- f) If the President or Vice-President is not present at a meeting, the meeting will elect a Chair for the purposes of that meeting only.
- g) Each Full Member and Individual Associate Member is entitled to one (1) vote on any motion or resolution at all meetings. Institutional Associate Members are not entitled to vote on any motion or resolution at any meeting. In the case of a tie vote the Chair presiding at the meeting as a second or casting vote. [Per by-law amendments passed at 2000/2001 AGM, 21 March 2001].
- h) Every question shall be decided in the first instance by a "show of hands" unless a poll be demanded by any ordinary member. On a "show of hands", a declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Society, in conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against such resolution. If a poll is demanded on the election of a Chair or on the question of adjournment, it shall be held forthwith. If a poll is requested on any other question it shall be taken as soon as reasonably possible either at once or later in the meeting or after the adjournment as the Chair directs. A request for a poll may be withdrawn at any time before it is taken. A poll shall be held by secret ballot.
- i) Every member is entitled to a vote at meetings of members may appoint, by means of a written proxy, a person, who need not be a member to attend and act at the meeting in the manner, and to the extent, indicated by the proxy. A proxy shall be in writing and shall be executed by the member, or his attorney in writing, and shall cease to be valid after such meeting is held. Subject to requirements of the Societies Act the proxy shall be in such form as the board of directors may prescribe, or in such form as the Chair of the meeting accepts as sufficient. The proxy shall be deposited with the Secretary of the meeting before any vote is called at which it is to be used or at such earlier time the board of directors may prescribe.

- j) Any meeting of the members may be adjourned to any time and from time to time any business may be transacted at the adjourned meeting which could have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. No notice is required of any adjourned meeting.

6) Directors

- a) There shall be between three (3) and twelve (12) directors elected from Full Individual and Individual Associate members of the Society at the annual general meeting. [Per by-law amendments passed at 2000/2001 AGM, 21 March 2001].
 - i. Each region of Nunavut (Kitikmeot, Kivalliq, North Baffin and South Baffin) shall be represented on the board by an equal number of directors from the full membership to a maximum of six (6) and the balance of the directors may come from full and individual associate members. One (1) position would be the Nunavut wide CANDO representative, one (1) would be the Nunavut wide EDAC representative, one (1) at the pleasure of the board, past president, and there will be one (1) ex-officio member from the Department of Economic Development and Transportation. [Per by-law amendments passed at 2008/2009 AGM, 30 Sept 2008].
 - ii. One half of the directors elected in 2001/2002 annual general meeting shall serve a one (1) year term, the other half of the directors shall serve a two (2) year term. The term of office for all directors elected at succeeding annual general meetings shall be two (2) years. [Per by-law amendment passed at 2001/2002 AGM, 26 January 2002].
- b) Until the first annual general meeting, the directors shall consist of the subscribers to the Application for Incorporation and the by-laws.
- c) The directors shall have the power to appoint chairs to head necessary committees, who shall be responsible to the directors and shall not hold the designated offices for any period beyond the next annual general meeting.
- d) As long as a quorum of directors remains in office, the majority of directors shall have the power to appoint any member of the Society to fill a vacancy in their numbers and any director so appointed shall retire from office on the completion of the unexpired portion of the term of the director he/she replaces.
- e) The directors shall be responsible for conducting the affairs of the Society in accordance with the objects, by-laws and Societies Act.
- f) A majority of directors will constitute a quorum at any director's meeting, provided that in no case a quorum be less than two-fifths of the number of directors.
- g) Any director may be expelled by the voting members of the Society by resolution passed by a two thirds majority vote of members at a general meeting of which notice specifying the intention to pass such a resolution has been given in compliance with the Societies Act to remove any director for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his/her duties as a director as provided in the by-laws before the expiration of his/her term in office, and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.
- h) Any director who fails to attend three (3) consecutive meetings of the board of directors, without prior notification of regrets shall be considered to have resigned from office, which office shall be deemed to have been vacated.

- i) [Per by-law amendments passed at 2008/2009 AGM, 30 September 2009]
Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, providing that directors may be reimbursed for reasonable expenses actually incurred in the conduct of their duties.
- j) A director may resign from office upon giving written resignation to the Society and such resignation becomes effective when received by the Society or at any time specified in the resignation, whichever is later.
- k) A director ceases to hold office when he/she dies, resigns, is removed from office by the members, or otherwise becomes disqualified to serve as a director.
- l) Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in the absence. Directors meetings may be formally called by the President, Vice-president or by any two (2) other directors. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than fourteen (14) days before the meeting is to take place. The statutory declaration of the Secretary or President that such notice was given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The directors may also appoint one or more days in any year for regular meetings at an hour and place to be named and of such regular meetings no notice need be sent. A directors meeting may also be held without notice, immediately following the annual general meeting of the members of the Society. The directors may consider or transact any business either special or general at any meeting of the board of directors.
- m) Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a "show of hands" unless a ballot on the question is required by any director. As declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- n) No person who served as a director shall be considered for a staff position until one year has elapsed from the date of the expiry or termination of the term of such person as a director of the Society.
- o) No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for any loss of expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or society with whom or which any of the monies, securities or effects of the Society shall be deposited, or for any loss, damage or misfortune whatever which may happen in the execution of duties of his/her office or in relation thereto unless the same shall happen through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.
- p) Every director or officer of the Society and his/her heirs, executors and administrators and estate and effects effectively shall, from time to time, and at all times, be indemnified and saved harmless out of the fund of the Society, from and against:
 - i. All costs and charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, for in respect of any deed, act, matter or thing whatsoever

made, done or permitted by him/her, in or about the execution the duties of his/her office.

- ii. All other cost, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wrongful and wilful act or by his own wrongful and wilful neglect or default, provided that no person shall be indemnified for any liability that relates to such person's failure to act honestly and in good faith in performing such person's duties on behalf of the Society.

7) Officers

- i. The directors from their own number shall, at their first meeting after incorporation and at their first meeting after the annual general meeting in each succeeding year, elect a President, Vice-president, Secretary, Treasurer and other such officers as are deemed necessary to from an Executive Committee. The members of the Executive Committee must be directors and serve at the pleasure of the board of directors.

Subject to; any restriction contained in any by-law of the Society, or any restriction imposed by the board of directors from time to time, the Executive Committee may make all decisions within the power of the board of directors with respect to the management of the affairs of the Society and its assets and programs including but not limited to, the appointment and dismissal of the Executive Director and other staff, the authorization of major repairs or acquisitions, entering into agreements with funding bodies and any other matter otherwise requiring the attention of the whole board of directors. The Executive Committee may not make long term decisions affecting the future of the Society, nor may it make any decisions, the effect of which would be to fundamentally alter the character of the Society or its programs unless specifically authorized to do so by the board of directors.

The Executive Committee may set its own rules of procedure from time to time, but a quorum shall never be less than a majority of the members of the Executive Committee. The Executive Committee shall keep a formal record of its decisions and shall keep all members of the board of directors fully informed of its actions and decisions by reporting them to the board of directors no later than the next board of directors meeting.

- ii. Such officers shall hold office until the conclusion of each annual general meeting at which time a meeting of the newly elected directors will be convened to elect their successors.
- iii. The President shall, when present, preside at all meetings of the members and of the directors. The President shall be responsible for the general management and supervision of the affairs and operations of the Society.
- iv. The Secretary shall cause to be communicated notices of all meetings of members and all meetings of directors. The Secretary shall be the ex-officio clerk to the board of directors. The Secretary shall be responsible for keeping minutes of all such meetings. He/she shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, which he/she will deliver up 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, and he/she shall have such other powers and duties as prescribed from time to time by the board of directors.
- v. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Society in such bank or banks as may from time to time be designated by the board of directors. He/she shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefore or giving, whenever required, an account

of all transactions as Treasurer, and of the financial position of the Society. He/she shall also have such other powers and duties as prescribed from time to time by the board of directors.

- vi. The Vice-president shall exercise the duties and powers of the President, Secretary, and Treasurer in their respective absences. The Vice-president shall also have any other power and duties from time to time prescribed by the board of directors or incidental to his office.
- vii. The offices of Secretary and Treasurer may be combined into one office to be known as the Secretary-Treasurer.
- viii. The board of directors may from time to time appoint an Executive Director, who shall serve at their pleasure and may delegate to him/her such authority to manage and direct the business affairs of the Society as the board of directors sees fit except for such matters which must, by law, be transacted or performed by the board of directors or by the members. He/she shall conform to all lawful orders given to him by the board of directors all information it may require regarding the affairs of the Society.
- ix. The board of directors may appoint from among their number other officers from time to time and assign those appropriate duties.

8) Borrowing Powers

The directors may, by a two-thirds 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 in no case shall debentures be issued except pursuant to an extraordinary resolution.

9) Disposal of Funds

- a) All monies received by or on behalf of the Society shall be deposited in the Society's bank account in trust for the Society, which account shall be with one (1) of the chartered banks of Canada.
- b) All disbursements from the trust bank account shall be made by cheques signed by the President or Vice-president or Executive Director, and the Treasurer, or in any of their absences, by some other director appointed by a resolution of the directors.

10) Auditor

- a) At the annual general meeting an auditor shall be elected for the ensuing year to audit the accounts of the Society. The directors may fill any vacancy in the office of the auditor until the next annual general meeting, and they shall fix the remuneration of the auditor insofar as this is not done by the members. The auditor shall be given notice of all general or annual general meetings of members as if he were a member and has a right to be heard on any matter of business that concerns him.
- b) At each annual general meeting an annual financial statement containing;
 - i. The assets and liabilities of the Society in the form of a balance sheet, and
 - ii. The receipts and disbursements of the Society since the date of incorporation or the date of the previous financial statement.

And signed by the auditor, or by two (2) directors if there is no auditor, shall be presented for the inspection of the members.

11) Seal and Signing Authority

- a) The seal of the Society shall be in the form set out in the margin
- b) The seal shall be kept in the custody of the Secretary 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 Secretary and at least one other director.
- c) The Executive Director and at least one (1) other director shall have the authority to sign instruments and or documents on behalf of the Society.
- d) Contracts, deeds, documents or any other instruments in writing required to be executed on behalf of the Society shall be signed by any two (2) of the President, Vice-president, the Secretary, the Treasurer, or the Executive Director. All documents and instruments so signed shall be binding upon the Society without any further authorization or formality. The seal of the Society, when required shall be affixed to contracts, documents or instruments executed in accordance with the foregoing.
- e) All cheques, drafts or orders for the payment of money and all notes, acceptance and bills of exchange or any other document not requiring formal execution by the Society shall be signed by the person or persons from time to time prescribed by the board of directors.

12) Minutes of Meetings, Books and Records

All books and records of the Society shall be open to the inspection of members at each annual general meeting.

13) Fiscal Year

The fiscal year of the Society shall end on the 31st day of March every year.

14) Distribution of Assets

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 reimbursement of reasonable out of pocket expenses. On a winding-up of the Society, all remaining assets shall be distributed among Canadian charities registered pursuant to the Income Tax Act.

15) Arbitration

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

16) Making, Altering, and Rescinding By-Laws

By-laws of the Society may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the Society at a general meeting and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

[Original by-laws adopted 15 December 1999, with amendments adopted as indicated].

The following are the most important matters requiring special majorities pursuant to the Societies Act and reference should be made to that Act for particulars.

The following matters must be passed as a by-law by the directors and do not become effective until approved by two-thirds of the votes cast at a general or annual meeting of members:

- Borrowing powers of the Society
- Establishment of an Executive Committee

Changing the number of directors requires a Resolution of the Board of Directors to be ratified at the AGM.

17) Banking Arrangement

The board of directors shall designate, by resolution, the officers and other persons authorized to conduct the banking business of the Society, or any part thereof with the bank, trust company, or other society carrying on a banking business that the board of directors has designated as the Society's banker, to have the authority set out in a resolution, including, unless otherwise restricted, the power to:

- i. Operate the Society accounts with the banker;
- ii. Make, draw, sign, accept, endorse, negotiate, lodge, deposit or transfer any cheques, promissory notes, drafts, acceptances, bill of exchange and orders for the payment of money;
- iii. Issue receipts for, and orders relating to, any property of the Society
- iv. Execute any arrangement relating to any banking business and defining the rights and powers of the parties thereto;
- v. Authorize any officer of the bank to do any act or thing on the Society's behalf to facilitate the banking business.

Schedule 1: Membership Fees

[Per by-law amendments passed at 2000/2001 AGM, 21 March 2001].

Class of Membership	Fees and Expiry
Full Individual	No Fee (Valid 01 April – 31 March)
Individual Associate	\$50.00 per year (Valid 01 April – 31 March)
Institutional Associate	\$100.00 per year (Valid 01 April – 31 March)