

A by-law relating generally to the conduct  
of the affairs of

**AFOA NUNAVUT**

(hereafter "**AFOA Nunavut**")

**BE IT ENACTED** as a by-law of AFOA Nunavut as follows:

**ARTICLE I - DEFINITIONS AND INTERPRETATION**

**1. Definitions**

In this by-law and all other by-laws of AFOA Nunavut, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of AFOA NUNAVUT;

"**board**" means the Board of Directors of AFOA – Nunavut and "director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of AFOA Nunavut as amended and which are, from time to time, in force and effect;

"**Meeting of Members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than fifty percent plus one vote (50 percent plus 1) of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of AFOA Nunavut that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2. **Interpretation**

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a) Save as aforesaid, words and expressions defined in the Act have the same meaning when used herein;
- b) Words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- c) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- d) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- e) If any of the provisions contained in the English version of this by-law are inconsistent with those in the French version, the French version shall prevail.

## 3. **Articles**

If any of the provisions contained in this by-law are inconsistent with those in the Articles, the provisions in the Articles shall prevail.

### **ARTICLE II- BUSINESS OF AFOA NUNAVUT**

#### 4. **Head Office**

The head office of AFOA Nunavut shall be located at such place in Nunavut as the Board may from time to time determine by resolution.

#### 5. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. The secretary of the Corporation shall be the custodian of the corporate seal.

## **6. Financial Year**

Unless otherwise ordered by the Board, the fiscal year-end of AFOA Nunavut shall be the thirty-first (31<sup>st</sup>) day of March in each year.

## **7. Auditor**

The Members shall at each Annual Meeting appoint an auditor to audit the accounts of AFOA Nunavut for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting, provided the Board may fill any vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

## **8. Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of AFOA Nunavut, shall be signed by any two officers or Directors or a combination thereof and all contracts, documents and instruments in writing so signed shall be binding upon AFOA Nunavut without any further authorization or formality. The Board shall have power from time to time by resolution to appoint person on behalf of AFOA Nunavut to sign specific contracts, documents and instruments in writing. The seal of AFOA Nunavut when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by persons appointed by resolution of the Board.

## **9. Banking Arrangements**

The banking business of AFOA Nunavut shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in the Northwest Territories as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it including the signing of cheques and/or other withdrawals shall be transacted by any two officers or Directors or a combination thereof of AFOA Nunavut as the Board of Directors may by resolution from time to time designate, direct or authorize.

## **10. Borrowing Powers**

The directors of AFOA NUNAVUT may, without authorization of the members,

- a) borrow money on the credit of AFOA Nunavut;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of AFOA Nunavut;
- c) give a guarantee on behalf; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of AFOA NUNAVUT, owned or subsequently acquired, to secure any debt obligation of AFOA NUNAVUT.

## **ARTICLE III – AFOA CHAPTERS**

### **11. Chapter Membership with AFOA Canada**

AFOA Nunavut shall govern and manage its affairs in accordance with the Chapter Regulations and Membership Code of AFOA Canada (“**AFOA Canada**”) and in a manner consistent with its shared goals.

AFOA Nunavut and AFOA Canada shall enter into a memorandum of understanding to confirm the designation of AFOA Nunavut as a Chapter Member of AFOA Canada.

### **12. Revocation of Chapter Membership with AFOA-Canada**

If, in the opinion of AFOA Nunavut, AFOA Canada fails to comply with the spirit and the terms of the memorandum of understanding and/or the Chapter Regulations and/or its goals and fails to remedy such breach within thirty (30) days of receiving written notice of such breach, AFOA Nunavut upon a resolution of its Board of Directors may revoke temporarily or permanently its Chapter membership with AFOA Canada.

In the event that a dispute and/or controversy arises between AFOA Nunavut and AFOA Canada that is not resolved in private meetings between the parties, AFOA Nunavut shall propose resolution of the matter through its Mediation and Arbitration process as an alternative to taking any legal action and/or instituting any law suit.

## **ARTICLE IV - MEMBERSHIP**

### **13. Membership Conditions**

There shall be the following five (5) classes of members in AFOA Nunavut:

- 13.1 Regular Member – A Regular Member shall be any individual that is interested in Aboriginal finance and management and furthering the Goals of AFOA Nunavut. A Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each Regular Member shall be entitled to one (1) vote at such meetings.
- 13.2 Student Member – A Student Member shall be any full-time student in high school or post-secondary education who is interested in furthering the Goals of AFOA Nunavut. A Student Member is entitled to receive notice of, attend and vote at all meetings of members and each Student Member shall be entitled to one (1) vote at such meetings.
- 13.3 Elder Member – An Elder Member shall be any individual who is recognized as an Elder within the Aboriginal Community and is interested in furthering the Goals of AFOA Nunavut. An Elder Member is entitled to receive notice of, attend and vote at all meetings of members and each Elder

Member shall be entitled to one (1) vote at such meetings.

- 13.4 Retired Member – A Retired Member is an individual who has permanently retired from the work force and is not gainfully employed in any capacity and who is interested in furthering the Goals of AFOA Nunavut. A Retired Member is entitled to receive notice of, attend and vote at all meetings of members and each Retired Member shall be entitled to one (1) vote at such meetings.
- 13.5 Corporate Member – A Corporate Member shall be any organization who would like to contribute to the advancement of Aboriginal finance and management in Canada and who is interested in furthering the Goals of AFOA Nunavut. A Corporate Member is entitled to receive notice of, attend and vote at all meetings of members and each Corporate Member shall be entitled to one (1) vote at such meetings.

Any firm, person or corporation eligible for membership must make written application to AFOA Canada. AFOA Canada will collect annual dues on behalf of AFOA Nunavut and shall provide a list of approved members to AFOA Nunavut to be approved by the Board and added to the list of members of AFOA Nunavut.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m) of the *Act*.

#### **14. Membership Code**

The Board shall adopt a Membership Code that sets out the rights, privileges and obligations for each category of membership including the applicable admission criteria. Members shall comply with the Membership Code.

#### **15. Membership Transferability**

Individual membership may be transferred to and from AFOA Nunavut from other AFOA Canada chapters subject to a resolution of the Board of Directors of AFOA Nunavut.

Pursuant to Section 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

#### **16. Termination of Membership**

A Membership in AFOA Nunavut shall be terminated upon:

- a) A resolution of the Board, if in the opinion of AFOA Nunavut the Member has failed to comply with the articles, by-Laws, or any other regulations or policies of AFOA – Nunavut provided that any such Member has been granted an opportunity to be heard at such meeting, as further described in Section 20.
- b) The death of the Member; or
- c) The dissolution and liquidation of AFOA Nunavut.

#### **17. Resignation of a Member**

Any Member may at any time resign as a Member by serving written notice to that effect upon AFOA Nunavut and upon discharging any lawful liability which is standing upon the books of AFOA Nunavut at the time of such notice.

#### **18. Membership Fees**

Membership fees shall be paid in accordance with AFOA Canada's policy on annual dues and in the amount as set by the Board and AFOA Canada, from time to time.

#### **19. Membership Register**

For purposes of these By-Laws, AFOA Nunavut shall maintain a register of Members. A Member shall be deemed to be in good standing if the member is registered in the register of Members, and is compliant with the articles, by-laws and any policies or regulations of AFOA Nunavut.

#### **20. Discipline of Members**

The Board shall have authority to suspend or expel any member from AFOA Nunavut for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of AFOA Nunavut;
- b. carrying out any conduct which may be detrimental to AFOA Nunavut as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of AFOA Nunavut.

In the event that the Board determines that a member should be expelled or suspended from membership in AFOA Nunavut, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such

twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in AFOA Nunavut. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

## **ARTICLE V - BOARD OF DIRECTORS**

### **21. Duties and Responsibilities**

The affairs of AFOA Nunavut shall be managed by a Board of Directors that may exercise all such powers and do all such acts and things as may be exercised by AFOA Nunavut that are not by these By-laws or any special resolution of AFOA Nunavut or by statute expressly directed or required to be done in some other manner. The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully granted.

### **22. Board of Directors**

The board shall consist of the number of directors specified in the Articles. As the Articles provides for a minimum and a maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.

### **23. Nomination and Election**

Any Member may nominate himself/herself or another Member for consideration to be added to the slate of potential Directors eligible for election to fill a vacancy on the Board at the Annual Meeting (the "Member Nominated Representative"). Such nomination must be received by the Board at least thirty (30) days prior to AFOA Nunavut's Annual Meeting. If, after the review, the Board approves the Member Nominated Representative, the Member Nominated Representative will be added to the slate of Directors eligible for election at the Annual Meeting. If, after the review, the Board does not approve the Member Nominated Representative, the Board will confirm the decision in writing to the Member making the nomination, and will provide reasons for their decision.

### **24. Directors**

For greater certainty, Directors must be a Member of the AFOA Nunavut in good standing and must be individuals who are at least 18 years of age with power under law to contract and be approved by the Board prior to being elected to the Board.

Approval of any potential Director shall be in the sole and absolute discretion of AFOA Nunavut Board.

## **25. Term**

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

## **26. Vacancies**

The office of a Director shall be automatically vacated:

- a) if a Director shall resign his office by delivering a written resignation to AFOA Nunavut;
- b) if a Director is found by a court to be of unsound mind;
- c) if a Director becomes bankrupt, or suspends payment or compounds with his creditors;
- d) on the death of the Director;
- e) if a Director is no longer a Member in good standing; and
- f) upon two-thirds (2/3) vote of the Members at an Annual Meeting or Special Meeting called for the purpose of removing a director elected by the Members.

In the event a Director is unable to complete the term of office, the Board shall appoint another director, as the case may be, for the remainder of term.

## **27. Calling of Meetings of Board of Directors**

Meetings of the Board may be called at any time, in the following order, by the President, or if absent, by the Vice-President or, if absent, by the Secretary of the Board. The minutes of the board of directors shall not be available to the members of the Corporation.

## **28. Notice of Meeting of Board of Directors**

The Board shall meet at such times and places to be determined by the directors provided that seven (7) days written notice of such meeting shall be given by fax, email or personal delivery to each director. The Board may meet by unanimous consent of the directors at any time or place without notice, and provided further that the President shall call a meeting of the Board upon receipt of a request for the same from a minimum of four (4) directors. No error or omission in giving notice of any meeting of the Board



or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. By unanimous consent, the Board may hold meetings by telephone or other simultaneous communications facilities as permit all directors participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at the meeting. An officer shall ensure appropriate steps are taken to promote privacy and security.

## **29. Quorum, Votes and Resolutions**

A majority of the directors shall constitute a quorum. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Resolutions shall be passed by a majority of the participating directors by a verbal vote recorded by the Secretary, unless the Act or these By-Laws otherwise provide. Each director is entitled to exercise one (1) vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

## **30. Committees of the Board of Directors**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. The minutes of any such committee shall not be available to the general membership of the AFOA Nunavut.

## **31. Remuneration of Directors**

Directors and committee member shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of AFOA Nunavut so long as they declare the conflict of interest.

### **32. Executive Committee**

There shall be an executive committee comprised of three (3) who shall be the president, vice-president and secretary and/or treasurer. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of AFOA Nunavut shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **ARTICLE VI – OFFICERS**

### **33. Appointment of Officers**

The officers of AFOA Nunavut, which may include the offices of President, Vice-President, Secretary, Treasurer and such other officers as the Board may determine, shall be appointed by resolution of the Board at the first meeting of the Board after the Annual Meeting. A Director may hold more than one (1) officer position.

### **34. Duties of Officers**

Unless otherwise specified by the board of directors, the duties of the officers, if appointed, are prescribed as follows:

- a) **President.** The President shall be the chief executive officer of AFOA Nunavut and shall preside at all meetings of AFOA Nunavut and have the general and active management of the affairs of AFOA Nunavut and shall see that all orders and resolutions of the Board are implemented;
- b) **Vice-President.** If appointed, 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 and exercise such powers as the President or the Board may delegate.
- c) **Secretary.** The Secretary ensures that notices, agenda and minutes of meetings of the Members and the Board are prepared, circulated and maintained; the seal, register of membership and Articles and By Laws and other records of AFOA Nunavut are maintained and kept safely; and other related duties as are required of him/her by the Board are complied with.
- d) **Treasurer.** The Treasurer ensures that funds of AFOA Nunavut are expended in accordance with the direction and the policies of the Board; full and accurate accounts of all financial transactions are kept and reports on the financial standing

of AFOA Nunavut are presented to the Board; and other related duties as are required of him/her by the Board are complied with.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **35. Term of Office**

The officers shall remain in office for one (1) year or until their successors shall be appointed.

### **36. Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of AFOA Nunavut. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a director; or
- d) such officer's death.

If the office of any officer of AFOA Nunavut shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **37. Remuneration of Officers**

The remuneration of all officers, agents and employees 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, agent or employees shall cease to be payable from the date of such meeting of members.

## **ARTICLE VII - MEMBERS' MEETINGS**

### **38. Annual Meeting**

Subject to section 159 of the Act, the Annual Meeting shall be held each year at such time and place as may be designated by the Board. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board, the financial

statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

### **39. Special Meeting**

Subject to section 169 of the Act, Special Meetings may be held upon the call of the Board at such times and places as it may designate. The Board shall call a Special Meeting upon the written request of at least five (5%) per cent of the Members within twenty-one (21) days after the filing of such a request with the President.

### **40. Notice of Members Meeting**

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a special resolution of members is required to make any amendment to the by-laws to change the manner of giving notice to members entitled to vote at a Meeting of Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each Meeting of Members must also remind the member that members have the right to vote by mailed-in ballot in the form provided by AFOA Nunavut and such mailed-in ballot is filed with the President prior to the commencement of such meeting or any adjournment thereof.

### **41. Voting at Members Meetings**

Each Member shall be entitled to one (1) vote at a meeting of the Members. Resolutions shall be passed by a majority of the participating Members unless the Act or these By-laws otherwise provide. No Member shall be entitled, either in person or by mailed-in ballot, to vote at an Annual Meeting or a Special Meeting unless they are in good standing.

### **42. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a Meeting of Members may vote by mailed-in ballot provided that AFOA Nunavut has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to AFOA Nunavut without it being possible for AFOA Nunavut to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of AFOA Nunavut to change this method of voting by members not in attendance at a Meeting of Members.

#### 43. Proxy

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual or individuals authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Association. At every meeting at which a member is entitled to vote, every member and/or individual appointed by proxy to represent one (1) or more members and/or individual so authorized to represent a member who is present in person shall have one (1) vote. Upon a poll and subject to the provisions, if any, of the Articles, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one (1) vote and every individual appointed by proxy shall have one (1) vote for each member who is entitled to vote at the meeting and who is represented by such proxy-holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

An individual appointed by proxy must be a voting member of the Association or a representative of a voting member of the Association.

A proxy may be in the following form:

The undersigned member of AFOA Nunavut hereby appoints ● of ● or failing the person appointed above, ● of ● as the proxy of the undersigned to attend and act at the ● meeting of the members of the said corporation to be held on the ● day of ●, 20● and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the ● day of ●, 20●.

---

Signature of member

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Association or any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

#### **44. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be three (3) members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **45. Members Calling a Members' Meeting**

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5 percent of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

#### **46. Proposals Nominating Directors at Member' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 10 percent of members entitled to vote at the meeting at which the proposal is to be presented.

#### **47. Cost of Publishing Proposals for Members' Meetings**

The members who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **48. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **49. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of AFOA Nunavut and such other persons who are entitled or required under any provision of the Act, articles or by-laws of AFOA Nunavut to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **50. Chair of Members Meetings**

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

#### **51. Votes to Govern at Members Meetings**

At any Meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **52. Participation by Electronic Means at Members Meetings**

If AFOA Nunavut chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that AFOA Nunavut has made available for that purpose.

#### **53. Members Meeting Held Entirely by Electronic Means**

Pursuant to the Act, Meetings of Members may be held entirely by telephonic, electronic or other communication facility.

## **ARTICLE VIII – MISCELLANEOUS**

### **54. For the protection of Directors and Officers**

Except as otherwise provided in the Act, no Director and officer of AFOA Nunavut shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to AFOA Nunavut through the insufficiency or deficiency of title to any property acquired by AFOA Nunavut or for or on behalf of AFOA Nunavut for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to AFOA Nunavut shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person with whom any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to AFOA Nunavut or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of AFOA Nunavut, provided that nothing herein shall relieve any Director or officer of any liability imposed by statute.

### **55. Indemnification**

AFOA Nunavut shall indemnify to the extent permitted by the Act, every present or former Director or officer of AFOA Nunavut, or another individual who acts or has acted at AFOA Nunavut request as a Director or officer or in a similar capacity of another entity and their respective heirs, executors, administrators, successors and assigns out of the funds of AFOA Nunavut, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with AFOA Nunavut. AFOA Nunavut shall purchase and maintain insurance, in such amount as the Board may from time to time in its discretion determine, for the benefit of said individuals against any liability incurred by the individual in the individual's capacity as a Director or an officer of AFOA Nunavut or in the individual's capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at AFOA Nunavut request.

### **56. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or



otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of AFOA Nunavut or in the case of notice to a director to the latest address as shown in the last notice that was sent by AFOA Nunavut in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- e) if provided in the required official language or languages in accordance to Article 5 (Language of Business) of this by-law.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of AFOA Nunavut to any notice or other document to be given by AFOA Nunavut may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **57. Dissolution**

In accordance to its Articles, upon the dissolution of AFOA Nunavut and after the payment of all debts and liabilities, the remaining property of AFOA Nunavut shall be distributed to AFOA Canada.

#### **58. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **59. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where AFOA Nunavut has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **60. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of AFOA Nunavut are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

## **61. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of AFOA Nunavut arising out of or related to the articles or by-laws, or out of any aspect of the operations of AFOA Nunavut is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of AFOA Nunavut as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of AFOA Nunavut) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of AFOA Nunavut is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators

appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **62. By-laws and Effective Date**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of AFOA Nunavut. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next Meeting of Members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ENACTED by the Board the 24th day of October, 2016

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary/Treasurer

CONFIRMED by the Members on this the 23<sup>rd</sup> day of January, 2017

\_\_\_\_\_  
Secretary/Treasurer