

# INUVIK INTERAGENCY COMMITTEE BY-LAWS and REGULATIONS

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## 1. Membership

Any person or agency from the community of Inuvik is eligible for admission to sit as a member of the Inuvik Interagency Committee.

## 2. Rights of Members

All members of the Inuvik Interagency Committee will have the right to take part in all activities and to use all facilities established by the Inuvik Interagency Committee for the promotion of its objects, subject to such regulations and the payment of such additional fees as the Board of Director's may, from time to time, prescribe for specific activities.

## 3. Obligations of Members

- 3.1 Each member is encouraged to attend all regularly scheduled meetings of the Inuvik Interagency Committee, including the Annual General Meeting. If a member is unable to attend a meeting, they are encouraged to offer their regrets in writing to the Chairperson and/or Secretary at least one (1) day before the meeting except in cases of extenuating circumstances.
- 3.2 Agencies with representation on the Inuvik Interagency Committee are encouraged to maintain representation through changes in staff or staff availability.

## 4. Withdrawal and Expulsion of Members

- 4.1 Any member may withdraw from membership in the Inuvik Interagency Committee by giving written notice to the Secretary.
- 4.2 Any member whose conduct is considered detrimental to the Inuvik Interagency Committee may be expelled by a resolution duly passed by a majority of the members of the Inuvik Interagency Committee.

## **5. Meetings**

- 5.1 An annual general meeting of the Inuvik Interagency Committee must be held between 31 and 180 days after the date of the fiscal year end.
- 5.2 General meetings of the Inuvik Interagency Committee are held at the call of the Chairperson.
- 5.3 Any four members may call a Special Meeting by presenting a signed request to the Chairperson, who must then call a meeting within fifteen days after receipt of such request.
- 5.4 Notice of any general or special meeting must be given at least seven days prior to the date set for the meeting. Such notice must set forth the time, place and business to be transacted at the meeting.
- 5.5 Fifty percent of the elected members constitute a quorum at all meetings.
- 5.6 If the Chairperson or Vice-Chairperson are not present at a meeting, the meeting will select a Chairperson for the purposes of that meeting only.
- 5.7 Each member is entitled to one vote on any motion or resolution at all meetings.

## **6. Board of Directors**

- 6.1 Until the first annual general meeting, the subscribers to the Application and Bylaws are the Directors of the Inuvik Interagency Committee.
- 6.2 There must be between three (3) and eight (8) Directors elected from among the members of the Inuvik Interagency Committee at the first and each subsequent annual general meeting.
- 6.3 The Directors may appoint a Chairperson(s) to head necessary committees that will be responsible to the Board of Directors and who will hold the designated offices until the next annual general meeting.
- 6.4 A majority of Directors may appoint any member of the Inuvik Interagency Committee to fill a vacancy in their numbers and any Director so appointed shall hold office for the unexpired portion of the term of the Director he or she is replacing.
- 6.5 The Board of Directors is responsible for conducting the affairs of the Inuvik Interagency Committee in accordance with its objects, bylaws and the *Societies Act*.
- 6.6 A majority of Directors will constitute a quorum at any Board of Director's meeting.

- 6.7 Any Director may be expelled, by a majority vote of members, for proven dishonesty, for gross misconduct, for failing or refusing to carry out his or her duties as a Director, as provided for in these Bylaws.
- 6.8 Directors or other members shall be paid traveling and living allowances, upon approval of the Board and upon presentation of receipts, to compensate them for expenses incurred in the conduct of their duties while traveling outside of Inuvik.
- 6.9 Directors who miss more than 3 consecutive meetings in a twelve month period without giving notice will be subject to review.
- 6.10 Directors of the Board shall be elected to two-year terms. Board Members shall be retired at the annual general meeting of their second year but shall be eligible for re-election or reappointment if otherwise qualified.
- 6.11 The office of a director of the Society shall be vacated if the director resigns office by notice in writing to the Society.
- 6.12 No employee of the Society may be a Director.

## **7. Officers**

- 7.1 The Board of Directors, from their own numbers, must, 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 and Treasurer, and such other officers as are deemed necessary.
- 7.2 The office of Secretary will be filled by the Coordinator of the Inuvik Interagency Committee. This is not an elected position, but one filled by an employee.
- 7.3 Such officers shall hold office until the annual general meeting, at which time the Board of Directors will convene to elect their successors for the upcoming year.
- 7.4 The Chairperson presides at all meetings of the members and of the Board of Directors. The Chairperson is responsible for the general management and supervision of the affairs and operations of the Inuvik Interagency Committee.
- 7.5 The Vice-President is responsible for exercising the duties and powers of the President and Treasurer in their respective absences.
- 7.6 The Secretary is responsible for providing notices of all meetings of members and all meetings of the Board of Directors and shall be responsible for keeping minutes of all such meetings.
- 7.7 The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements of the Inuvik Interagency Committee.

## **8. Borrowing Powers**

The Board of Directors may, by a majority vote, borrow funds for capital expenditures and for the current operations of the Inuvik Interagency Committee in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

## **9. Disposal of Funds**

- 9.1 All monies received by, or on behalf, of the Inuvik Interagency Committee must be deposited in the Inuvik Interagency Committee bank account in trust for the Inuvik Interagency Committee and such account must be with one of the chartered banks of Canada.
- 9.2 All disbursements from the trust bank account must be made by cheque and signed by any two (2) of the signing authorities as appointed by resolution of the Board of Directors.

## **10. Auditor**

- 10.1 At the annual general meeting an auditor may be elected for the ensuing year.
- 10.2 At each annual general meeting an annual financial statement must be presented for the inspection of the members, and contain:
  - i) The assets and liabilities of the Inuvik Interagency Committee in the form of a balance sheet;
  - ii) Receipts and disbursements of the Inuvik Interagency Committee since the date of incorporation, or the date of the previous financial statement,And be signed by the auditor or by two Directors if there is no auditor.

## **11. Seal and Signing Authority**

- 11.1 The seal of the Inuvik Interagency Committee must include the name of the Inuvik Interagency Committee in a circle around the word "SEAL".
- 11.2 The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the Board of Directors, and in the presence of at least two Directors.

11.3 Four Directors have the authority to sign instruments or documents on behalf of the Inuvik Interagency Committee.

**12. Minutes of Meetings, Books and Records**

All books and records of the Inuvik Interagency Committee must be open to the inspection of the members at each annual general meeting.

**13. Fiscal Year**

The fiscal year of the Inuvik Interagency Committee ends on the 31<sup>st</sup> day of March each year.

**14. Distribution of Assets**

The Inuvik Interagency Committee may 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 wind-up of the Inuvik Interagency Committee, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

**15. Arbitration**

Any dispute arising in the circumstances set out in section 7 of the *Societies Act* must be decided by arbitration under the *Arbitration Act*.

**Amended: September 2006**

