

NWT ASSOCIATION OF COMMUNITIES

# Association Bylaws

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2011



The Bylaws describe the Vision and Mission of the NWT Association of Communities, Membership Rules and Responsibilities, Roles and Responsibilities of the Board of Directors and how the association shall be run.

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## **NWTAC VISION:**

Working together to achieve all that our communities want to be.

## **NWTAC MISSION:**

We are working together to serve our communities by addressing common issues, delivering programs and exchanging information. We are the unified voice for communities on municipal goals determined by our members.

## **ARTICLE 1 - DEFINITIONS**

### **1.1 Defined Terms**

For the purposes of these Bylaws, the terms set out below shall have the following meaning:

- (a) "Act" means the Societies Act R.S.N.W.T. 1988, c. S-11, as amended from time to time;
- (b) "AGM" means the Annual General Meeting to be held pursuant to Section 9.1, hereof;
- (c) "Associate Member" means any society, corporation, Community Government, or board situated within the geographic boundaries of the Northwest Territories the activities of which include, but are not restricted to, the provision of services in or for a Municipal Corporation;
- (d) "Association" means the Northwest Territories Association of Communities;
- (e) "Board" means the Board of Directors of the Association established pursuant to Article 4, hereof;
- (f) "Caucus" means Caucus One or Caucus Two;
- (g) "Caucus One" means those Members that are a City, Town or Village;
- (h) "Caucus Two" means those Members that are a Hamlet, Settlement, Charter Community, Tliche Community or a Community Government;
- (i) "Charter Community" means a municipal corporation with the status of a charter community as defined in the Charter Communities Act S.N.W.T. 2003, c. 22 s.1;
- (j) "Chief Executive Officer" means that individual appointed to such position pursuant to Section 4.3, hereof;
- (k) "Community Government" means a council, self government group or other group of persons in respect of an area where a Municipal Corporation does not exist, which carries out activities that include, but are not restricted to, the provision of services similar to those provided in or for a Municipal Corporation;
- (l) "Council" means the council of a Municipal Corporation or a body of individuals belonging to a Community Government having similar rights and obligations as members of a council of a Municipal Corporation;
- (m) "Delegate" means, for the purposes of attending and voting at any meeting of the Association, an individual that is:

- (i) the SAO of a Member who has been authorized by the Member to participate at a meeting of the Association, such authorization to be delivered in writing to the CEO on behalf of the Member before the commencement of such meeting of the Association; or
- (ii) a member of the Council of the Member;
- (n) "Director(s)" means the director(s) of the Association appointed to the Board in accordance with these Bylaws;
- (o) "Dues" means those dues established pursuant to Section 3.1, hereof;
- (p) "Good Standing" means in respect of a Member, Associate Member, Supporting, that all Dues have been paid by such member and that there are no other amounts payable to the Association by such member that are in arrears, as shown in the records of the Association;
- (q) "Honorary Life Member" means an individual that has been granted honorary life membership pursuant to Section 2.3, hereof;
- (r) "LGANT" means Local Government Administrators of the Northwest Territories;
- (s) "Member" means a Municipal Corporation or Community Government that has complied with the requirements of Section 2.2 of the Bylaws;
- (t) "Municipal Corporation" means a corporation established under or continued by or under the Cities, Towns and Villages Act S.N.W.T. 2003, c. 22, s. 2, Hamlets Act S.N.W.T. 2003, c.22, s.3, Charter Communities Act S.N.W.T. 2003 c.22, s.1, the Settlements Act R.S.N.W.T. 1988, c. S-9 or the Tâichô Community Government Act S.N.W.T. 2004, c.7;
- (u) "Special Meeting" means a special meeting of the Association contemplated in Section 9.5, hereof;
- (v) "Supporting Member" means a profit or non-profit organization which has been approved for membership by the Board and has paid all Dues required by the Association.
- (w) "Voting Card" means a card issued by the Association to the Member for the purpose of casting a vote at the meeting of the Association for which the card is issued.

## **ARTICLE 2 - MEMBERSHIP**

### **2.1 Members**

Any Municipal Corporation or Community Government in the Northwest Territories is eligible to become a Member.

### **2.2 Terms of Admission**

All applications for membership shall be submitted to the Chief Executive Officer. Upon payment of Dues and subject to the written approval of the Board, an applicant that is eligible for membership in accordance with Section 2.1 above shall receive a copy of the Bylaws and be enrolled as a Member. Acceptance of a copy of the Bylaws of the Association by the new Member shall constitute its adherence to the terms thereof.

### **2.3 Non-voting Members**

An Associate Member is entitled to receive a copy of the Bylaws and may attend the AGM and may have the privilege of the floor, but shall have no vote, nor shall their representatives be entitled to be elected to any office in the Association.

Applications for associate membership shall be submitted to the Chief Executive Officer. Upon payment of Dues and subject to the written approval of the Board, applicants under this section who meet the definition of Associate Member shall be enrolled as an Associate Member.

An honorary life membership may be conferred upon an individual authorized by the NWTAC Board of Directors. An Honorary Life Member is entitled to receive a copy of the Bylaws, is not required to pay Dues, and shall have no vote.”

Supporting Members may be admitted to membership in the Association if a Supporting Member application, satisfactory to the Chief Executive Officer is submitted, any required membership Dues are paid and the written approval of the Board is obtained. A Supporting Member is entitled to receive a copy of the Bylaws and may attend the AGM as an observer, but may not have the privilege of the floor and shall have no vote.

### **2.4 Withdrawal from Membership**

Any Member, Associate Member or Supporting Member of the Association may withdraw from the Association by submitting to the Chief Executive Officer a notice of withdrawal in writing and by discharging any lawful liability upon the books of the Association against such Member, Associate Member or Supporting Member at the time of withdrawal and such withdrawal shall take effect after any lawful liability upon the books of the Association against such Member, Associate Member or Supporting Member. Immediately upon delivery of the notice of withdrawal to the Chief Executive Officer, any and all rights and privileges of the Member, Associate Member or Supporting Member, as the case may be, shall cease.

If such notice of withdrawal in writing is received before March 31 of any year, that Member, Associate Member or Supporting Member, as the case may be, will be refunded Dues paid for that year. However, if such notice of withdrawal in writing is received after March 31 of any year all Dues paid for that year shall be unconditionally forfeited to the Association.

### **2.5 Expulsion from Membership**

Any Member, Associate Member or Supporting Member that is not in Good Standing for a continuous period of one (1) year shall automatically cease to be a Member, Associate Member, or Supporting Member, as the case may be, effective as of January 2 immediately following the completion of the aforesaid continuous period of one (1) year.

### **2.6 Readmission to Membership**

Any Member, Associate Member or Supporting Member who has withdrawn or who has been expelled from the Association may be reinstated as a Member, Associate Member or Supporting Member upon complying with the provisions of Section 2.2 or 2.3 respectively and upon payment of current and unpaid accounts.

## **ARTICLE 3 - DUES**

### **3.1 Establishment of Dues**

The annual Dues of Members, Associate Members and Supporting Members shall be determined by the Members at the AGM or any Special Meeting.

### **3.2 Time for Payment**

The Dues of all Members, Associate Members and Supporting Members shall be payable by January 1 of each year.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **4.1 Board Composition**

The Board shall consist of seven (7) Directors: the President, two (2) Vice-Presidents and four (4) Directors. One (1) Vice-President and 2 Directors shall be elected by the members from Caucus One and one (1) Vice-President and two (2) Directors shall be elected by the members from Caucus Two.

The Chief Executive Officer and a representative from the LGANT shall be entitled to attend and participate at all Board meetings, except they shall not be entitled to vote on any matter put before the Directors for a vote.

In no event shall more than one (1) Director from any Member be permitted to serve as a Director at the same time.

### **4.2 Qualifications of the Board**

Except for the Chief Executive Officer and the representative of the LGANT as contemplated in Section 4.1, only an individual that is a member of a Council of a Member in Good Standing is eligible to be a Director.

### **4.3 Appointment of Chief Executive Officer**

The Directors shall appoint a Chief Executive Officer, also known as the Executive Director, as and when required.

### **4.4 Election of Directors**

The President shall be elected at an AGM, and shall hold office for two (2) years following the AGM at which he/she was elected.

The Vice-Presidents shall be elected at an AGM, and shall hold office for two (2) years following the AGM at which he/she was elected.

Four (4) Directors (two (2) Directors from each Caucus) shall be elected at an AGM and shall hold office for a period of two (2) years following the AGM at which he/she was elected.

Elections of the Directors shall be ordered in such a manner that:

- (a) at each second AGM (for example, odd numbered years) the President, the Vice-President for Caucus One and the Vice-President for Caucus Two shall be elected; and

- (b) at each alternative second AGM (for example, even numbered years) two (2) Directors from each Caucus shall be elected.

#### **4.5 Board Meeting**

Board meetings may be formally called by

- (a) the President; or
- (b) any Director on the direction in writing of two (2) Directors.

Notice of the time and place of every Board meeting shall be given by the Chief Executive Officer or any Director to each other Director personally, by telephone, by email, or by facsimile transmission not less than seven (7) days before the date and time fixed for the holding of such Board meeting, provided that any Board meeting may be held at any time and place without such notice if all the Directors are present thereat and signify their waiver of such notice at such meeting.

Directors may participate in any Board meeting by conference telephone call, videoconference or other electronic means that permits each Director to hear and be heard at such meetings. Any resolution passed by the Directors at such meeting shall have the same effect as if all Directors were physically present at such meeting.

#### **4.6 Board Quorum**

Four (4) Directors, including the President or one (1) of the Vice-Presidents, shall constitute a quorum.

#### **4.7 Remuneration and Expenses**

Subject to the approval of a majority of the Directors at a Board meeting, (except for attendance at the AGM, Board meetings held in conjunction with the AGM and teleconference Board meetings under 1.5 hours duration), a Director traveling to Board meetings or otherwise for the purpose of discharging his obligations as a Director engaged in the business and affairs of the Association may be reimbursed for the following expenses and receive the following honoraria:

- (a) hotel room costs or fifty dollars (\$50.00) per day for private accommodation;
- (b) meals and incidentals reimbursed as per Government of the Northwest Territories reimbursement policy and rates in effect at the time;
- (c) economy class return airfare to the meeting attended by the Director;
- (d) ground transportation as per the Government of the Northwest Territories reimbursement policy and rates in effect at the time;
- (e) Honorarium
  - (i) for a full day meeting, the lesser of two hundred (\$200.00) dollars or the actual lost income from business or employment incurred by the Director for such day;
  - (ii) for a half day, the lesser of one hundred (\$100.00) dollars or the actual lost income from business or employment incurred by the Director for such half day;
  - (iii) one third of honorarium paid to directors will be designated as an expense allowance.



All claims for honoraria or reimbursement of those expenses set forth in this Section must be set out on the Association's expense form, accompanied by reasonably acceptable receipts, invoices or vouchers and submitted to the Chief Executive Officer within thirty (30) days from the date upon which such expenses are incurred or honoraria earned.

Notwithstanding any provision within these bylaws to the contrary, if a Director is absent from a Board meeting without the permission of the Board, the Director shall not be entitled to any honoraria or reimbursement for any expenses set forth herein relating to the day(s) of such absence. For the purposes of these Bylaws, absent means absent from all or any portion of a Board meeting without the consent of a majority of the Directors participating at such Board meeting.

Any changes to remuneration or honorarium to be provided to the Directors shall be determined for the immediately ensuing year by the Members at the AGM.

#### **4.8 Voting**

At Board meetings, each Director, including the chairman of the meeting shall have one (1) vote. Every matter to be voted upon shall be decided by not less than a majority of the votes cast. In the case of a tie, the motion shall be lost.

#### **4.9 Disqualification of a Director**

A Director is disqualified immediately and a vacancy on the Board shall exist if:

- (a) a Director resigns in writing from his position of Director or from his/her position as President or Vice-President;
- (b) a Director ceases to be a member of a Council; or
- (c) a Director is absent from two (2) consecutive Board meetings without the advance consent of the Board and it is resolved by a majority of the Directors participating in the immediately following Board meeting that the Director be removed. The Director affected by such resolution shall not be entitled to vote on such resolution in any manner.

#### **4.10 Board Vacancies**

Should a vacancy on the Board occur, the following shall apply, subject to Section 4.1:

- (a) If the vacancy involves the director serving as President:
  - (i) notice of a Board meeting shall be given in accordance with Section 4.5 for the express purpose of electing one Vice-President to fill the vacancy in the office of President to serve for the unexpired portion of the former President's term;
  - (ii) such election shall be decided by not less than a majority of the votes cast;
  - (iii) in the case of a tie, such election shall be decided by not less than a majority of votes cast on behalf of the Members and the Chief Executive Officer shall send a ballot to each Member in Good Standing by facsimile or email, which must be completed on behalf of the Member and returned to the Association Office by facsimile or email on or before 3:00 p.m. Yellowknife time on the seventh (7th) day immediately following;
  - (iv) after the replacement President is elected, he/she will select one of the Directors from the Caucus he/she served to fill the vacancy in the position of Vice-

President for the affected Caucus to serve for the unexpired portion of the former Vice-President's term;

- (v) thereafter, the President will appoint a member of a Council from a Member in Good Standing from the same Caucus to fill the vacancy in the Director position to serve for the unexpired portion of the Director's term;
- (b) if the vacancy involves the director serving as a Vice-President:
  - (i) the President shall appoint a successor from among the Directors that have been elected by the former Director's Caucus to fill the vacancy in the position of Vice-President for the affected Caucus to serve for the unexpired portion of the former Vice-President's term;
  - (ii) thereafter, the President will appoint a member of a Council from a Member in Good Standing from the same Caucus to fill the vacancy in the Director position to serve for the unexpired portion of the Director's term;
- (c) if the vacancy involves a Director that is not the President or a Vice-President:
  - (i) the President will appoint a member of a Council from a Member in Good Standing from the same Caucus to fill the vacancy in the Director position to serve for the unexpired portion of the Director's term;

#### **4.11 Procedure for Elections**

Nominations may be made by the nominating committee, as per Article 6 of these Bylaws, or from the floor.

##### **(a) President and Vice Presidents**

First call for nominations for these positions shall be called during the first day of an AGM. Second call for nominations for these positions shall be on the second day. Third and final call for nominations for the position of President shall be during the morning of the last day of the AGM. Once the election of the President has been completed, the third and final call for the position of Vice President shall be called.

The President shall be elected by the Members at large. The Vice-President for Caucus One shall be elected by the Members within Caucus One. The Vice-President for Caucus Two shall be elected by the Members within Caucus Two.

A Director may run for the position of President and/or Vice President for the Caucus to which such Director belongs. If he/she is unsuccessful he/she shall retain his/her Director position. If he/she is elected, his/her Director position will be deemed to be vacant and Section 4.10(c) shall apply.

##### **(b) Directors**

First call for nominations for the Director positions shall be called during the first day of an AGM. Second call for nominations shall be in the morning of the second day. Third and final call for nominations shall be during the last day of the AGM.

Directors for Caucus One shall be elected from and by the Members within that Caucus. Directors for Caucus Two shall be elected from and by the Members within that Caucus.

The two (2) candidates with the most votes within their Caucus shall be elected as Directors.

## **ARTICLE 5 - DUTIES OF DIRECTORS**

### **5.1 The President**

The President shall preside at the AGM and all Special Meetings. He or she shall sign all instruments that require his or her signature and shall perform all duties incidental to his or her office, as well as such other duties and powers as may from time to time be assigned to the President by the Members.

The President shall be a member of the Board and shall have one vote at any meeting of the Board.

### **5.2 Vice-President**

Vice-Presidents shall be vested with all the powers and shall perform all of the duties of the President in the absence of the President or the disability or refusal to act by the President. If the President is absent, the duties shall be carried out by whichever Vice-President is present at the time action is required. If both Vice-Presidents are available, the exercise of the President's duties and powers shall alternate between the two (2) Vice-Presidents and be exercised firstly by the Vice-President chosen by the majority of the Directors present.

### **5.3 The Power and Authority of the Board**

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Association pursuant to and consistent with objects that are not, by the Bylaws of the Society or by law, expressly directed or required to be done by the Society at a meeting of the Members or otherwise.

### **5.4 Chief Executive Officer**

The Chief Executive Officer shall have the care and custody of all funds of the Association and shall deposit the same in such bank account or bank accounts as is reasonable. He or she shall sign or counter-sign such instruments that require the signature of the Chief Executive Officer. He or she shall issue or cause to be issued notices of meetings of the Association when directed to do so by the Board, and shall be responsible for the preparation and custody of the minutes of Association meetings, Directors meeting minutes, Director's correspondence and financial records. He or she shall conform to all lawful orders given to him or her by the Board.

The Chief Executive Officer shall cause to be kept all books, papers, records, correspondence, contracts and other documents belonging to the Association and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board.

## **ARTICLE 6 - NOMINATING COMMITTEE**

### **6.1 Appointment of Nominating Committee**

During the AGM each year, the Vice-Presidents shall appoint a nominating committee of at least three (3) persons. A member of the nominating committee cannot continue as a member of that committee if he or she becomes a candidate for the Board position to be elected at the AGM.

## **6.2 Responsibilities of the Nominating Committee**

The nominating committee shall be responsible for the recommendation of names for offices of the President, Vice-Presidents and Directors. These recommendations shall be submitted to the Members at the AGM.

## **6.3 Member Consent Required for Nomination**

The nominating committee shall recommend persons for election as Directors in accordance with the provisions in Article 4 of these Bylaws, but in no case shall a Member be recommended by the nominating committee unless he or she has given their consent to act if elected.

## **6.4 Floor Nominations**

Nominations for President, Vice-Presidents and Directors may be made from the floor and will be submitted to the Members at the AGM.

# **ARTICLE 7 - RESOLUTION COMMITTEE**

## **7.1 Resolutions**

The Vice-Presidents shall appoint at least two (2) Directors to sit on the resolution committee. The resolution committee shall accept and process resolutions that may be presented by Members.

## **7.2 Communication of Resolutions**

Prior to the AGM, the resolution committee shall communicate for the purpose of considering all resolutions and submit its recommendations on each resolution to the AGM.

## **7.3 Rules and Procedures**

The Board shall establish rules and procedures for the consideration of resolutions, including a process for the consideration of resolutions between annual meetings.

## **7.4 Board Resolutions**

The Board may also submit resolutions for consideration at the AGM or any Special Meeting.

## **7.5 Introduction of Resolutions**

No Member shall have the right to introduce a resolution on the floor of any meeting that has not been approved at a regular or Special Meeting of the Council of the Member, except resolutions of congratulations, condolence, or appreciation.

# **ARTICLE 8 - OTHER COMMITTEES**

## **8.1 Other Committees**

Standing committees of the Association as desired from time to time may be established by the Directors. Subject to Section 5.3 of the Bylaws, such committees shall be given such scope and powers set out in the resolution of the Directors and shall continue to exist until dissolved by a further resolution of the Directors.

The Board may establish any sub-committee comprised of Directors and, subject to Section 5.3 of the Bylaws, may delegate to such sub-committee such powers and duties as may be deemed necessary by the Board. Such sub-committee shall be given such scope and powers set out in the resolution of the Directors and shall continue to exist until dissolved by a further resolution of the Directors.

## **ARTICLE 9 - MEETINGS**

### **9.1 Annual General Meeting**

The AGM will be held on the second Thursday of May each year, the Board reserves the right to alter the date of the AGM as long as the AGM is held within a given fiscal year.

### **9.2 Quorum at the Annual General Meeting**

A quorum at an AGM shall consist of a majority of the Members in Good Standing

### **9.3 Participation at the Annual General Meeting**

While only Members in Good Standing are entitled to vote at the AGM, any Member, Associate Member, Supporting Member or Honorary Life Member may attend and observe at these meetings and the various programs offered there.

### **9.4 Notice of Annual General Meeting**

Notice of the AGM shall be given by the Chief Executive Officer by sending a notice by facsimile, by other electronic means by which written messages may be sent or by ordinary post to the address of each Member, Associate Member, Supporting Member and Honorary Life Member at least twenty-one days (21) before the date of the meeting. The meeting shall be held at the place specified in the notice.

### **9.5 Special Meetings**

Upon delivery by mail, facsimile or email to the office of the Association of a written request for a Special Meeting from no less than fifty (50%) percent of the Members, the President shall call a special meeting of the Association.

The Board may also call a Special Meeting when the majority of the Board considers one necessary.

### **9.6 Time of Special Meetings**

If a Special Meeting is called pursuant to Section 9.5, such Special Meeting shall be held within thirty (30) days after the request is received at the Association office or the Board calls such Special Meeting, as the case may be.

### **9.7 Notice of a Special Meeting**

Notice of a Special Meeting shall be given by the Chief Executive by sending a notice by facsimile, by other electronic means by which written messages may be sent or by ordinary post to the address of each Member, Associate Member, Supporting Member and Honorary Life Member at least twenty-one days (21) before the date of the meeting. The meeting shall be held at the place specified in the notice.

### **9.8 Quorum at a Special Meeting**

A quorum at a Special Meeting shall consist of a majority of the Members in Good Standing.

### **9.9 Representations of Members**

Each Member in Good Standing may be represented at the AGM or any Special Meeting by as many Delegates as it may appoint for that purpose and each Delegate shall have the right to take part in all discussions at the meeting.

### **9.10 Member Meeting by Conference Call**

Delegates of Members in Good Standing may participate in any meeting of the Members by conference telephone call, videoconference or other electronic means that permits each Delegate to hear and be heard at such meeting. The chairman of the meeting will cause to be recorded in the minutes of such meeting:

- (a) the name of each Member in Good Standing participating in such meeting;
- (b) the name of each Delegate participating in such meeting; and
- (c) the number of votes present and cast on behalf of each Member in Good Standing participating in such meeting.

## **ARTICLE 10 - VOTING**

### **10.1 Number of Votes**

At the AGM or any Special Meeting, each Member in Good Standing shall be entitled to vote on the basis of the Member's population. The number of votes for each Member shall be determined as follows:

- (a) populations less than one thousand five hundred (1500) receive two (2) votes;
- (b) populations between one thousand five hundred and one (1501) and two thousand four hundred and ninety-nine (2499) receive three (3) votes;
- (c) populations between two thousand five hundred (2500) and three thousand four hundred and ninety-nine (3499) receive four (4) votes;
- (d) populations between three thousand five hundred (3500) and four thousand four hundred and ninety-nine (4499) receive five (5) votes; and
- (e) populations in excess of four thousand and five hundred (4500) receive six (6) votes.

Subject to Section 9.10, at each meeting of the Members, one Voting Card shall be issued to a Delegate of each Member in Good Standing for each vote that such Member is entitled to under this Section 10.1. If no Delegate of a Member personally attends such meeting, the requisite number of Voting Cards may be issued to a Delegate of a different Member in Good Standing on behalf of the Member not in attendance if the Member not in attendance delivers written authorization to that effect to the Chief Executive Officer before the commencement of such meeting.

### **10.2 Majority Vote**

Subject to any provisions to the contrary which may be contained in these Bylaws or may be prescribed by law, all questions arising at any meeting of the Association shall be decided by a majority of votes cast. In the case of a tie, the motion shall be declared lost. Every question shall be decided in the first instance by a show of voting card(s), but any holder of a voting card may demand that a poll be taken. Such poll shall be taken in such a manner as the individual chairing the meeting shall direct.

**10.3 Alternative Methods of Voting**

Voting may be conducted by mail, facsimile or by other electronic means by which a written message may be sent.

**ARTICLE 11 - ACCOUNTS****11.1 Financial Records**

All financial records of the Association shall be maintained in accordance with generally accepted accounting principles, consistently applied and shall be retained for not less than the legal period prescribed by the Income Tax Act, Canada.

**11.2 Audit**

An auditor appointed by the Board shall audit the books, financial accounts and records of the Society at least once each year.

**11.3 Financial Reporting**

The Chief Executive Officer or such person designated by the Chief Executive Officer will present the audited financial statements of the Association for the preceding year to the AGM each year.

**11.4 Financial Statements**

The audited financial statements of the Association for the preceding year shall be available for the inspection by the Members at the AGM.

**11.5 Budget**

At each AGM, the Chief Executive Officer or such person designated by the Chief Executive Officer shall present to the Association, an operating budget for the current fiscal period that has been approved by the Board.

**ARTICLE 12 - BORROWING POWERS****12.1 Borrowing Funds**

The Board may, by majority vote, borrow funds for the current operations of the Association, but the total of such funds shall not, at any time, exceed one-half (1/2) of the Association's revenue in the preceding fiscal year.

**12.2 Capital Expenditures**

The Board may, with the approval of a majority of the Members at a Special Meeting or at an AGM, borrow funds for capital expenditures in the amount and on such terms and conditions authorized by the Members

**ARTICLE 13 - GENERAL****13.1 Execution of Documents**

Documents shall be executed in the following manner:

- (a) cheques, drafts or orders for the payment of monies, notes, acceptances and bills of exchange may be drawn, accepted, endorsed and signed by:
- (i) any two (2) Directors;
  - (ii) one (1) Director together with one (1) of:
    - (A) the Chief Executive Officer; or
    - (B) the Finance Officer of the Association;
- or
- (iii) if authorized in advance and in writing by the Board, the Chief Executive Officer together with the Finance Officer of the Association;
- and
- (b) contracts, documents or any instruments in writing requiring execution on behalf of the Association (under seal or otherwise) that are not contemplated in Section 13(1)(a) may be signed by:
- (i) the President together with a Vice-President;
  - (ii) the President or a Vice-President together with the Chief Executive Officer;
  - (iii) if authorized in writing by the Board, the Chief Executive Officer alone; or
  - (iv) other parties authorized in advance and in writing by the Board from time to time.

### **13.2 Seal**

The seal of the Association shall consist of the word “seal” in a circle formed by the words “Northwest Territories Association of Communities”. The seal shall be kept at the office of the Association and shall not be affixed to any instrument or document except in the presence of two (2) Directors or such other parties authorized in advance and in writing by the Board from time to time.

### **13.3 Fiscal Year**

The fiscal year of the Association shall terminate on December 31 of each year

### **13.4 Minutes and Records**

The Chief Executive Officer shall cause to be recorded accurate, legible, written minutes of the proceedings of each of the AGM, all Special Meetings and all Board meetings. The books and records of the Association may be inspected at the offices of the Association by any Member, Associate Member or Honorary Life Member at any time during business hours upon giving reasonable notice and arranging a time satisfactory to the Chief Executive Officer.

### **13.5 Altering, Rescinding or Repealing Bylaws**

The Bylaws of the Association may be rescinded, altered or added to in accordance with Section 6 of the Act.



**13.6 Interpretation**

Any question or dispute relating to:

- (a) the interpretation and application of any provision contained in these Bylaws or any other constating documents of the Association;
- (b) the eligibility of any applicant to become a Member, Associate Member or Supporting Member of the Association;
- (c) the compliance of a Member, Associate Member or Supporting Member with these Bylaws or any other constating documents of the Association; or
- (d) any matter related to the operation of the Association pursuant to these Bylaws shall be referred to the Board, whose written decision shall be final.

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President

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Chief Executive Officer