

**By-Laws**  
**Archive Council Nunavummi**

**i. Terms of Admission**

Any institution that supports the objective of the council shall be eligible for admission to membership in the Council on payment of membership fee.

**ii. Rights of Members**

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

**iii. Obligations of Members**

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

**iv. Withdrawal and Expulsion of Members**

- a. Any member may withdrawal from membership in the Council by notice in writing to any member of the board of directors
- b. Any member whose conduct is considered detrimental to the Council may be expelled by resolution passed by a majority of the directors of the council.

**v. Meetings**

- a. An annual general meeting will be held between thirty-one (31) and one hundred and 80 (180) days after the end of the fiscal year.
- b. The general meeting of the Council shall be held at times agreed upon a majority of the directors after the end of the fiscal year.
- c. Any five (5) paid up members may call a general or specific meeting by presenting a signed request to the board of directors, who shall call the meeting within thirty (30) days of receipt of request.
- d. Each paid up member is entitled to one vote on any vote or resolution. The vote may be made in person or by a proxy vote, either a written signed submission or verbal submission made to the President of the council.
- e. Quorum for any vote or resolution shall be thirty (30) percent of the paid-up members.
- f. At each meeting, a chairman for the following meeting shall be designated. The chairman shall determine, upon consultation with members and directors of the council, an agenda, and inform the secretary, or appoint a secretary if he/she

cannot make the meeting. The chairman shall be responsible for giving public notice of the meeting.

- g. Notice to the public of any general or special meeting shall be given at least ten (10) days prior to the date set for the meeting, by posting of notices and or publication in a newspaper and/or radio announcements. Notices will give the time, place, and agenda for the meeting.

**vi. Directors**

- a. The directors shall be responsible for conducting the affairs of the Council in accordance with the objects and by-laws of the council, and the Societies Act.
- b. Until the first annual general meeting, the directors shall consist of an interim body.
- c. At the first annual meeting there shall be between 4 and 12 directors elected from among the members of the Council.
- d. At each annual general meeting there shall be between 4 and 12 directors elected from among the members of the Council.
- e. Directors shall retire from the office at the annual general meeting but may be elected to a new term from among the members of the council.
- f. The majority of the directors shall have the power to appoint any member of the council to fill a vacancy in their numbers. Any director so appointed shall retire from office at the annual general meeting.
- g. Directors have the power to appoint from their own number a president, treasurer, or other such officers as are deemed necessary and assign duties to them.
- h. A majority of Directors shall constitute a quorum at any directors meeting.
- i. Directors shall vote on any motion in person or by a written signed submission or verbal submission made to another director of the Council.
- j. The directors shall appoint a chairmen to head necessary committee who shall be responsible to the directors.
- k. Any director may be expelled by a 2/3 majority vote of the directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out duties as provided in these by-laws.
- l. When possible, directors or other officers shall be paid traveling and per diem allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members of the annual general meeting.
- m. Executive spending limitations shall be established by vote during the annual general meeting every year.

**vii. Officers**

- a. The directors from their own number shall, at their first annual meeting after incorporation and at the annual general meeting in each succeeding year, elect a president, vice-president, secretary, treasurer, and other such officers as are deemed necessary.

- b. 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.
- c. The president shall, when present, preside at all meetings of the directors. The president shall be responsible for the general management and supervision of the affairs and operations of the society.
- d. The Secretary shall cause to be communicated notices of all meetings of members and all meetings of directors. The secretary shall be responsible for keeping minutes of all such meetings.
- e. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the society.
- f. The Vice-president shall exercise the duties and powers of the president, secretary and treasurer in their respective absences.
- g. The offices of the secretary and treasurer may be combined into one office to be known as the Secretary-treasurer.

### **viii. Borrowing Powers**

The directors may, by a 2/3 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 that in no case shall debentures be issued except pursuant to an extraordinary resolution.

### **ix. 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 on 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, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

### **x. Auditor**

- a. At each annual meeting an annual financial statement containing:
  - 1) The assets and liabilities of the Society in the form of a balance sheet, and
  - 2) 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 directors if there is no auditor, shall be presented for the inspection of the members.

### **xi. Seal and Signing Authority**

- a) The seal of the Society shall have the name of the society in a circle around the word "Seal"

- 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 Secretary and at least one other director shall have the authority to sign instruments or documents on behalf of the Society
- xii. **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
- xiii. **Fiscal Year:** The fiscal year of the Society shall end on the last day of March of each year.
- xiv. **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 winding-up of the Society, all remaining assets shall be distributed among Canadian charities registered pursuant to the Income Tax Act.
- xv. **Arbitration:** Any dispute arising in the Circumstances set out in section 7 of the Societies Act shall be decided by arbitration under the Arbitration Act.