

BY-LAW OF the NWT Disabilities Council (subsequently to be referred to as the "Corporation")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

ARTICLE I Interpretation

Section 1.01 Definitions. In the By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Societies Act*, R.S.N.W.T. 1998, c.S-11.

"**appoint**" includes "elect" and vice versa.

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, reorganization, or revival of the Corporation.

"**Board**" means the board of directors of the Corporation.

"**By-law**" means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

"**Director**" means a member of the Board.

"**Disability**" means a dynamic lived experience of restricted or limited participation in life that results from the interaction of an individual's bodily impairment and their physical and social environment.

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

"**extraordinary resolution**" includes:

(a) a resolution passed by a majority of not less than 75% of Voting Members of the Corporation who are entitled to vote as are present in-person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the matter provided in this By-law; and

(b) a resolution signed by all Voting Members of the Corporation entitled to vote on the resolution at a meeting of members.

"**meeting of members**" means an annual meeting of members and a special meeting of members and includes *Members at Large* and *Voting Members*.

"**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada), R.S.C. 1985, c. I-21.

"**not arm's length**" means persons acting in concert without special interests or who are related. Related persons are individuals who are related to each other by blood, marriage or common law partnership, or adoption. Related persons also include individuals or groups and the corporations in which they have a controlling interest.

"**ordinary resolution**" includes a resolution of the Voting Members passed by a majority of the votes cast on that resolution.

"**person**" includes any natural person or entity.

"**recorded address**" means:

- (a) in the case of a member, his or her address as recorded in the register of members of the Corporation;
- (b) in the case of an officer, auditor, or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law.

For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE II

Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Corporation shall be in Yellowknife, Northwest Territories and at such location therein as the Board may from time to time determine.

Section 2.02 Change of locality. The locality in which the operations of the Corporation are chiefly carried on may be changed by extraordinary resolution. The change in locality will not take place until an extraordinary resolution is passed and the Registrar issues an approving certificate in accordance to the Act.

Section 2.03 Books and Records. Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account, and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

ARTICLE III

Membership

Section 3.01 Membership Conditions. Subject to the articles, there shall be two classes of members in the Corporation, namely *Members at Large* and *Voting Members*.

Members at Large

- a. Member at Large membership shall be available to natural persons 19 years of age or older who are residents of the Northwest Territories who are Territories interested in furthering the Corporation's goals and objectives.
- b. The term of membership of a Member at Large shall be annual, subject to renewal in accordance with these articles.
- c. Members at Large are admitted upon submission of a Member at Large application, which will confirm the age and residency of the person and confirm that the person is interested in furthering the Corporation's goals and objectives.

Voting Members

- a. Voting Members membership shall be available to natural persons 19 years of age or older who are residents of the Northwest Territories who are Territories interested in furthering the Corporation's goals and objectives, and who have applied for and been accepted into membership in the Corporation by resolution of the Board.
- b. Any person applying for Voting Member membership must, at the time of application, disclose any actual or potential conflicts of interest with the Corporation to be reviewed by the Board.

- c. The term of membership of a Voting Member shall be annual, subject to renewal in accordance with these articles.

Section 3.02 Membership Rights.

Members at Large

Each Member at Large shall be entitled to receive notice of and attend all meetings of the members of the Corporation. Each Member at Large shall be entitled to request to review books and records of the Corporation in accordance with Section 3.04. Each Member at Large of the Corporation shall be entitled to take part in fundraising, awareness, public education, and publicity activities of the Corporation subject to such regulations and limitations that the Board or, if the Board so designates, the Executive Director, may from time to time prescribe. Each Member at Large shall be entitled to request to use the facilities established by the Corporation for the promotion of its objects in accordance with Section 3.05.

Voting Members

Each Voting Member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation, and each member shall be entitled to one vote at such meetings. Each Voting Member shall be entitled to request to review books and records of the Corporation in accordance with Section 3.04. Each Voting Member of the Corporation shall be entitled to take part in fundraising, awareness, public education, and publicity activities of the Corporation subject to such regulations and limitations that the Board or, if the Board so designates, the Executive Director, may from time to time prescribe. Each Voting Member shall be entitled to request to use the facilities established by the Corporation for the promotion of its objects in accordance with Section 3.05.

Section 3.03 Members Participation Rights and Specialized Programming. For clarity, members have no right of access, enrollment, or participation in specialized programming of the Corporation serving targeted populations, including, but not limited to: The Information Referral and Support Program, the Early Childhood Intervention Program, the Experience Summer Program, the Community Respite Program, the Learning Supports for Persons with Disabilities Program, homelessness supports, housing programs, and the Territorial Parking Placard Program. Access to specialized programming is established by eligibility criteria set by the Corporation and its funders, as well as available resources. For the purposes of accessing specialized programming, all Northwest Territories residents, notwithstanding membership status, are treated equally.

Section 3.04 Member Review of Books and Records. Any member may request to review books and records of the Corporation at the Corporation's registered office by submitting a written requisition to the Chair of the Board that includes a list of books and records being requested and reasons why the books and records are being requested. The Board will provide a decision on the request within 21 days of receipt and shall provide reasons. The Board, in its sole and absolute discretion, may approve the review of some, all, or none of the requested books or records, and may impose any terms or restrictions on review that it sees fit. The Board may delay

the issuance of a decision until additional information requested of the requesting member is received. The Board's decision shall be final without any right of appeal.

Section 3.05 Member Use of Facilities. A member may request to use facilities established by the Corporation for the promotion of the Corporation's objects by submitting a written requisition to the Chair of the Board that includes details of the facilities being requested, the estimated duration of use, and the purpose of using such facilities. The Board will provide a decision on the request within 21 days of receipt and shall provide reasons. The Board, in its sole and absolute discretion, may approve the request in whole or in part with any terms or restrictions it sees fit. The Board may delay the issuance of a decision until additional information requested of the requesting member is received. The Board's decision shall be final without any right of appeal.

Section 3.06 Membership Dues. Membership dues will be determined by resolution of the Board. Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid by the prescribed payment date, the members in default shall automatically cease to be members of the Corporation.

Section 3.07 Termination of Membership. A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member withdraws in writing to the Corporation;
- (c) the member is expelled or his or her membership is otherwise terminated in accordance with the By-laws;
- (d) the member's term of membership expires; or
- (e) the Corporation is liquidated and dissolved under the Act.

Section 3.08 Effect of Termination of Membership. Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.09 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Bylaws or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or

- (iii) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide 21 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such 21-day period. If no written submission is received, the Chair, 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 the Corporation. If a written submission is received in accordance with this Section 3.09(b), the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 21 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal.

ARTICLE IV **Meetings of the Members**

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in the Northwest Territories as the Board determines.

Section 4.02 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

Section 4.03 Special Meetings. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members on the written requisition of members carrying not less than 20% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Voting Member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.04 Fixing the Record Date.

- (a) In order that the Corporation may determine the members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 60 nor less than 21 days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the members entitled to vote at such meeting unless the Board determines, at the

time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of members entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting; *provided that* the Board may fix a new record date for the determination of members entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of members entitled to vote therewith at the adjourned meeting.

- (b) In order that the Corporation may determine the members for the purpose of any lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days before such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

Section 4.05 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance this By-law.

Section 4.06 Notice of Meetings. 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) mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
- (b) telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of not less than 21 and not more than 35 days before the day on which the meeting is to be held.

Section 4.07 Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be

submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01. Notice of any meeting need not be given to any member who submits a waiver of notice. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.08 List of Members. The officer of the Corporation who has charge of the register of members shall prepare a complete list of the members entitled to vote at any meeting of members, arranged in alphabetical order, and showing the address of each member. If a record date is fixed, then this list shall be prepared by such officer of the Corporation no later than 10 days after setting the record date. If no record date is fixed, then such officer of the Corporation shall prepare this list at the close of business on the day immediately preceding the day on which notice of a meeting of members is given or, where no notice of a meeting of members is given, on the day on which the meeting is held. A member may inspect the list of members prepared for a meeting during the Corporation's usual business hours at its registered office. A member can also inspect this list at the meeting of members for which the list was prepared. If the meeting is held solely by means of telephonic, electronic, or other communication facility, the list shall also be open for inspection by any member during the whole time of the meeting. Except as otherwise provided by law, the register of members of the Corporation shall be the only evidence as to who are the members entitled to inspect the register of members and the list of members or to vote in person or by proxy at any meeting of members.

Section 4.09 Quorum. A quorum at any meeting of the members shall be the lesser of 10 members or the majority of members entitled to vote at the meeting, present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.10 Conduct of Meetings.

- (a) At every meeting of members, the Chair of the Board or, in his or her absence or inability to act, the Vice-Chair, or, in his or her absence or inability to act, the person whom the Board shall appoint, shall act as chair of, and preside at, the meeting. The secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
 - (i) establishing an agenda or order of business for the meeting;

- (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
 - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (iv) limiting attendance at, or participation in, the meeting to members of the corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine;
 - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Corporation 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. 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 under this Section 4.10 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 the Corporation has made available for that purpose.

Section 4.11 Voting. The election of Directors shall be by written ballot and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise prescribed for in these By-laws or the Act, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

Section 4.12 Absentee Voting. A member entitled to vote at a meeting of members may vote by proxy by appointing, in writing, a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) The absent member submits an instrument, in writing, to the Board that includes:
 - (i) the name and date of birth of the proxyholder;
 - (ii) the date of the meeting for which the proxyholder may act;

- (iii) the absent member's signature.
- (b) A proxyholder must be a Voting Member.
- (c) A proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, to vote at the meeting by way of a show of hands.
- (d) No member in attendance may hold more than one proxy.

Section 4.13 Scrutineers at Meetings of Members.

- (a) The Board, in advance of any meeting of members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate scrutineers to replace any scrutineer who fails to act. If no scrutineer or alternate is able to act at a meeting, the chair of the meeting shall appoint one or more scrutineers to act at the meeting. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of his or her ability.
- (b) The scrutineers shall:
 - (i) ascertain the number of members and the voting rights of each;
 - (ii) determine the members represented at the meeting, the existence of a quorum and the validity of proxies and ballots;
 - (iii) count all votes and ballots;
 - (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and
 - (v) certify their determination of the number of members represented at the meeting and their count of all votes and ballots.
- (c) The scrutineers may appoint or retain other persons to assist the scrutineers in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto shall be accepted by the scrutineers after the closing of the polls unless a court upon application by a member shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of members, the scrutineers may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as a scrutineer at such election.

Section 4.14 Resolution in Writing of Members. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

ARTICLE V Board of Directors

Section 5.01 General Powers. The Board shall supervise the management of the activities and affairs of the Corporation.

Section 5.02 Auditing. The Board shall appoint a public accountant as an auditor who shall audit and certify the annual financial statements of the Corporation.

Section 5.03 Remuneration. No member of the Board will receive any remuneration or other reward in regard to his or her duties as a Director but may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 5.04 Number of Directors. There will be a maximum of ten (10) and a minimum of five (5) Directors, with a maximum two-thirds (2/3) of whom will be residents of the City of Yellowknife. In the event that the Board cannot be filled by at least one-third persons living outside of the City of Yellowknife, any vacancy may be filled with a person living in the City of Yellowknife. It is recommended that at least 50% of the Board be persons with disabilities or family members of persons with disabilities.

Section 5.05 Eligibility. To be eligible for appointment onto the Board, the nominee must be a Voting Member of the Corporation and must be legally able to serve as the officer of a charitable organization in Canada.

Section 5.06 Conflicts of interest. Any member running for appointment to the Board must disclose any actual or potential conflicts of interest with the Corporation to the membership before voting takes place. Any member who is not able to fulfill the Director's duty of loyalty to the Corporation is not eligible for appointment to the Board.

Section 5.07 Arm's Length. Any member running for appointment to the Board must disclose any relationship between themselves and any Director of the Corporation or other member running for appointment to the Board that is not arm's length. At least 60% of the Board must be arm's length.

Section 5.08 Term of Office. The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting following the election. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal.

Section 5.09 Complaints. Any member may report a concern or complaint about a Director to the Board. The Board will review, investigate, and respond to any concern or complaint in a manner it deems appropriate, in its sole and absolute discretion.

Section 5.10 Removal. The Board may remove a Director if two-thirds (2/3) of the Directors in attendance to a meeting called to consider the removal approve that the removal is in the best interest of the Corporation. It is in the best interest of the Corporation to remove a Director who fails to regularly attend Board meetings or fulfill the obligations of a Director. Members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

Section 5.11 Resignation. Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.12 Leave of Absence. A Director who is unable to attend more than two consecutive Board meetings may request, in writing, a leave of absence from the Board. If a leave of absence is granted, the Director's position is considered vacant for the duration of the leave of absence.

Section 5.13 Newly Created Directorships and Vacancies. Any newly created directorships resulting from any vacancies occurring in the Board may be filled solely by the affirmative votes of a majority of the remaining members of the Board. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected and qualified, the end of a leave of absence, or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.14 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. The Board will meet no less than eight times per year. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-laws; or
- (g) establishing contributions to be made, or dues to be paid, by members.

Notice is for meetings dealing with matters prescribed above in (a)-(g) in the manner set out in Section 5.16.

Section 5.15 Calling of Ad hoc Board Meetings. *Ad hoc* meetings of the Board may be held at such times and at such places as may be determined by the Chair of the Board or a majority of the Directors of the Board. Notice is required in the manner set out in Section 5.16.

Section 5.16 Notice of Board Meetings. Notice of the time and place for a meeting of the Board under shall be given in the manner provided in Section 7.01 to every Director at least three days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.14(a) through Section 5.14(g) that is to be dealt with at the meeting.

Section 5.17 Telephone Meetings. Board meetings or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.17 shall constitute presence in person at such meeting.

Section 5.18 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.19 Waiver of Notice. Whenever notice to Directors is required by applicable law or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or *ad hoc* meeting of the Board or committee of the Board need be specified in any waiver of notice.

Section 5.20 Organization. At each meeting of the Board, the Chair of the Board or, in his or her absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, another Director selected by the Board shall preside.

Section 5.21 Quorum of Directors. The presence of a majority (50% +1) of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.22 Majority Vote. Except as otherwise expressly required by this By-law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote in addition to his or her original vote as a Director.

Section 5.23 Resolution in Writing of Board. Unless otherwise restricted by this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.24 Committees of the Board. The Board may from time to time designate and appoint one or more committees, each committee to consist solely of one or more of the Directors of the Corporation. Any committee, except the Executive Committee, may be removed by resolution of the Board. Any such committee, to the extent permitted by the By-laws and the Act, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in Section 5.14(a) through Section 5.14(g)). If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this ARTICLE V.

Section 5.25 Executive Committee. The Executive Committee of the Board shall consist of the Chair, Vice Chair, Secretary, Treasurer, and, if present, Past Chair. Meetings of the Executive may take place between Board meetings to deal promptly with urgent matters. The Chair of the Board is the chairperson of the Executive Committee.

Section 5.26 Limitation of Liability. Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities

or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the law or from liability for any breach thereof.

ARTICLE VI

Officers

Section 6.01 Appointment of Officers. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.14(a) through Section 5.14(g)). A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same individual.

Section 6.02 Description of Offices. Unless otherwise specified by the Board, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board.** The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. The Chair will be an ex-officio member of all committees. The Chair will represent the Council in all matters or appoint the Executive Director or a designate member of the Board to act as a representative. A Chair may be elected to a maximum of two (2) consecutive terms.
- (b) **Vice-Chair of the Board.** If the Chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;
- (c) **Secretary.** If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant/auditor and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (d) **Treasurer.** The treasurer shall have custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the

Board, taking proper vouchers for such disbursements and shall render to the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The treasurer shall ensure the preparation of a financial statement and variance report for approval at each monthly meeting of the Board, and shall assist the Executive Director with the preparation of an annual budget for presentation to the Board prior to the beginning of each fiscal year.

Section 6.03 Other Officers. 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 requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.14(a) through Section 5.14(g).

Section 6.04 Term. The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

Section 6.05 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.06 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers or duties of such officer to any Director.

ARTICLE VII Notice

Section 7.01 Method of Giving Notice. Any notice to be given under the Act, 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 if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent to the Corporation;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document.

Section 7.02 Deemed Receipt of Notice.

- (a) A notice:
 - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
 - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been given when deposited in a post office or public letter box; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) or Section 7.01(d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, auditor/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 under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

Section 7.03 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor/public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law 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.

**ARTICLE VIII
Dispute Resolution**

Section 8.01 Dispute Resolution. If a dispute or controversy among the Corporation, its members, Directors, officers or committee members of the Board arising out of or related to the Articles, the By-laws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) The dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1988* RSNWT, c.A-5 or as otherwise agreed upon by the parties to the dispute. 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 not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

ARTICLE IX General Provisions

Section 9.01 Seal Authority. The seal of the Corporation shall consist of the word “seal” in a circle formed by the words “NWT Disabilities Council”. The seal shall be kept in the custody of the Executive Director and shall not be affixed to any instrument or document except by authority of the Chair and at least one other Director.

Section 9.02 Signing Authority. The Chair, the Executive Director, and at least one other Director, determined by the Board, shall have authority to sign instruments on behalf of the Council.

Section 9.03 Financial Year. The financial year of the Corporation shall be April 1 until March 31.

Section 9.04 Annual Financial Statements. The Corporation shall send to the members a copy of the annual financial statements or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member together with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 9.05 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 9.06 Borrowing Powers for Current Operations. The Board may, without authorization of the members, for the purposes of maintaining current operations:

- (a) borrow money on the credit of the Corporation for;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Section 9.07 Borrowing Powers for Capital Expenditures or New Operations. The Directors may, with the approval of members through ordinary resolution, borrow funds in the manner specified in the resolution, for the purposes of new operations or capital expenditures.

Section 9.08 Total Quantum of Borrowing. The total amount of borrowed funds for all purposes may not exceed one-half (50%) of the Corporation's revenue in the preceding fiscal year unless membership approves through extraordinary resolution.

Section 9.09 Conflict with Applicable Law. This By-law is enacted subject to any applicable law. Whenever this By-law may conflict with any applicable law, such conflict shall be resolved in favour of such law.

Section 9.10 Executive Directors. The position of Executive Director shall be filled through advertised competition. The Board, or a committee appointed by the Board, shall recruit, interview, and hire the Executive Director. The Executive Director shall report to the Chair. The Executive Director is responsible for all components of the daily operations of the Corporation.

Section 9.11 Other Staff. All other staff positions of the Corporation shall be filled in accordance with the Corporation's Personnel Policy.

Section 9.12 Affiliations. An incorporated society within a community in the Northwest Territories may affiliate with the Corporation with approval of the Board. The purpose of affiliation shall be to further the goals and objectives of the Corporation at the community level. Only one affiliation per NWT community is permitted. The terms and manner of affiliation are determined by resolution of the Board.

ARTICLE X Amendment and Repeal


Section 10.01 Amendment of By-laws. The Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board 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.

Section 10.02 Amendments to Constitution. The Constitution of the Corporation may be amended by extraordinary resolution of the membership only.

Section 10.03 Amendments Take Effect. No change to the Constitution or By-laws have any effect until approval is received from the NWT Registrar of Societies.

Section 10.04 Repeal. All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the 27 of September, 2022.



Chair of the Board