



By-Laws

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NUNAVUT ARTS AND CRAFTS ASSOCIATION



www.NACAarts.com

1.0 Membership

- 1.1 *Individual artists* working in Nunavut, no membership fee.
- 1.2 *Arts organizations / galleries / government organizations* shall be eligible for admission to membership in the Association. For arts organizations/galleries/government organizations the annual membership fee is \$50.00. Examples of Associate members include Nunavut Tourism and Baffin Regional Chamber of Commerce.

2.0 Voting Rights

- 2.1 Associate members are permitted to vote at the Association's Annual General Meeting. The Associate member's vote shall be assigned to one individual.
- 2.2 Ex-officio members may serve on the Association's Board of Directors, however, Board voting is limited to individual artist members and Associate members.
- 2.3 Honorary members may serve on the Association's Board of Directors, however, Board voting is limited to individual artist members and Associate members.

3.0 Rights of Members

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

4.0 Obligations of Member

- 4.1 Each member shall fill out a membership application to be reviewed by the Board of Directors in consultation with Regional Arts Advisors.
- 4.2 Individual artists must be artists living and working in Nunavut.

5.0 Withdrawals and Expulsion of Members

- 5.1 Any member may withdraw from membership in the Association by notice in writing to the Secretary.
- 5.2 Any member whose conduct is considered detrimental to the Association may be expelled by a resolution passed by a majority of the directors of the Association.
- 5.3 Associate members that do not pay their annual fees cease to become NACA Associate members.

6.0 Meetings

- 6.1 An Annual General Meeting of the Association shall be held within 275 days after the date of the fiscal year end which is March 31st. (AGM to be held May 1st to December 31st).
- 6.2 At the AGM the audited financial statements of the Association are to be tabled and approved by members.
- 6.3 At the AGM members authorize the signing of financial statements by two (2) members of the Board of Directors.
- 6.4 At the AGM members are to appoint an auditor Financial Institution and legal council for the upcoming year (barring any unforeseen circumstances).
- 6.5 At the AGM members to elect Directors as required.
- 6.6 At the AGM Honorary members to be appointed as required.
- 6.7 Where appropriate, past acts and decisions of the directors or officers may be confirmed at the AGM.
- 6.8 General meetings of the Association may be held at the call of the Chair and approved by the majority of directors.
- 6.9 Any ten (10) members may call a special meeting by presenting a signed request to the Chair, who shall call a meeting within fifteen (15) days after receipt of such request based on logistics and economic constraints.



- 6.10 Notice of any general or special meeting shall be given at least seven (7) days prior to the date set for the meeting and a conscious effort be made to communicate this event using appropriate and accessible channels of communications, that set forth the time, place and business to be transacted at such a meeting.
- 6.11 Delegates for an Annual General Meeting shall include, where ever possible, artist representatives from each of Nunavut's three (3) regions whether in-person or by teleconference. Total minimum persons to hold quorum for an Annual General Meeting is seventeen (17) members.
- 6.12 If the Chair or Vice-Chair is not present at the meeting, the meeting will elect a chairperson for the purposes of the meeting only.
- 6.13 Each member is entitled to one vote on any motion or resolution at all meetings.
- 6.14 Active members may be represented at any annual or special meetings by another member. However, no delegate at any meeting shall hold more than one proxy vote.
- 6.15 For the Annual General Meeting any delegates from regions shall be representative of all artists of Nunavut regardless of gender, artistic medium or age.

7.0 Directors

- 7.1 Until the first Annual General Meeting, the directors shall consist of the subscribers to the Application and By-Laws.
- 7.2 There shall be between three (3) and twelve (12) directors elected from among the members of the Association at the first and each subsequent Annual General Meeting.
- 7.3 The Board will be composed of up to six (6) artist representatives, ideally but not exclusively two (2) from each region of Nunavut. Artist representatives will be elected for a two (2) year term—with one (1) elected each year. Regions elect one (1) new member each year.
- 7.4 Up to Four (4) Members at large shall be appointed—one (1) from Nunavut Development Corporation (NDT) and one (1) from a gallery outside of Nunavut as well as two (2) from other organizations for a term of two (2) years. Members at large do have Board voting rights.
- 7.5 The board shall have two (2) Ex-officio members which shall be appointed—one (1) from Economic Development and Transportation (EDT) and one from the Inuit Arts Foundation (IAF) for a term of two (2) year—Ex-officio members do not have voting rights. These appointments are subject to board approval.
- 7.6 In some instances, a Honourary Board Member shall be appointed for a term of two (2) years. Honourary Board Members do not have Board voting rights.
- 7.7 The directors shall have the power to appoint chairpersons to head necessary committees, who shall be responsible to the directors and shall not hold the designated offices for any period beyond the next Annual General Meeting.
- 7.8 The majority of directors shall have the power to appoint any member of the Association to fill a vacancy in their numbers and any director so appointed shall retire from office on completion of the unexpired portion of the term of the director he or she replaces unless otherwise deemed by a resolution.
- 7.9 Directors must act with honesty and in good faith with what they believe to be in the best interests of the Association.
- 7.10 Directors should not put themselves in a position that would create a conflict between their duty to act in the best interests of the Association and their own personal interests.



- 7.11 Directors may temporarily remove themselves from Board Meetings, the Annual General Meeting or their duties as a Board Member if they are in a conflict situation while maintaining their status as a Board Member until the situation is resolved or conflict or appearance of conflict is eliminated up to a limit of three (3) months.
- 7.12 The directors shall be responsible for conducting the affairs of the Association in accordance with its objects, By-laws and the Societies Act.
- 7.13 Fifty percent (50%) of the voting Board of Directors of the Board shall constitute quorum at all regular meetings.
- 7.14 Any Director may be expelled by a two-thirds (2/3) majority vote of voting Board Members for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his or her duties as a Director as provided in these By-laws.
- 7.15 Directors or other officers shall be paid per Diem set at the territorial rate as well as travel expenses incurred by them in the conduct of their duties, and such other remuneration 1). Participation in Board of Director meetings via teleconference is remunerated at the rate of \$75.00 per day. 2) Participation the day of Board of Directors meetings attended in person is remunerated at the rate of \$300.00 per day.

8.0 Officers

- 8.1 The directors from their own number shall, at their first meeting after incorporation and at their first meeting after the Annual General Meeting in each succeeding year, elect a Chair, Vice-Chair, Secretary, Treasurer and such other officers as are deemed necessary.
 - 8.2 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.
- 8.3 The Chair or their designate shall, when present, preside at all meetings of the members and the directors. The Chair shall be responsible for the general management and supervision of the affairs and operations of the Association.
 - 8.4 The Secretary shall cause to be communicated or shall delegate to the Executive Director notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Association.
 - 8.5 The Vice-Chair shall exercise the duties and powers of the Chair, Secretary and Treasurer in their respective absences.
 - 8.6 The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.

9.0 Borrowing Powers

- 9.1 The directors may, by a two-thirds (2/3) majority vote, borrow funds for capital expenditures and for the current operations for the Association 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.

10.0 Disposal of Funds:

- 10.1 All monies received by or on behalf of the Association shall be deposited in the Association's Bank account in trust for the Association, which account shall be with one of the chartered banks of Canada.
- 10.2 All disbursements from the trust bank account shall be made by cheques signed by the Chair or Vice-Chair, and the Treasurer, or in any of their absences, by the Executive Director some other director appointed by resolution of the directors.



11.0 Auditors

- 11.1 At the Annual General Meeting an auditor may be elected for the ensuing year.
- 11.2 At each Annual General Meeting an audited annual financial statement containing:
 - i) The assets and liabilities of the Association in the form of a balance sheet, and
 - ii) Income statement showing receipts and disbursements of the Association 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.

12.0 Seal and Signing Authority:

- 12.1 The seal of the Association shall have the name of the Association in a circle around the word "SEAL".
- 12.2 The seal shall be kept in the custody of the Secretary or with the person they appoint to be guardian of the seal 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 where possible and at least one other director.
- 12.3 The Secretary and at least one other director or the Executive Director shall have the authority to sign instruments or documents on behalf of the Association.
- 12.4 The Executive Director's signing authority limit shall be no greater than \$75,000 on either Contribution agreements and or payments to suppliers.

13.0 Minutes of Meetings, Books and Records

- 13.1 All books and records of the Association shall be open to the inspection of members at NACA office of operation with sufficient notice.

14.0 Fiscal Year:

- 14.1 The fiscal year of the Association shall end on the 31st day of March of each year.

15.0 Distribution Assets:

- 15.1 The Association 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 a winding-up of the Association, all remaining assets shall be distributed among non-profit corporations, associations or societies as registered under the Societies Act of Nunavut.

16.0 Making, Altering and Rescinding By-laws:

- 16.1 Where issues surface that are not covered by these By-Laws, Roberts Rules of Order shall apply. By-Laws of the Association may be rescinded, altered or added to at the Annual General Meeting or by extraordinary resolution of the Association at a general meeting and not otherwise, but no rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.

17.0 Arbitration:

- 17.1 Any dispute arising in the circumstances set out in Section 7 of the Societies Act shall be decided by arbitration under the Arbitration Act.



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