

# **NORTHWEST TERRITORIES TOURISM CONSTITUTION AND BY-LAWS**

## **ARTICLE I: NAME**

The organization shall be known as: Northwest Territories Tourism

## **ARTICLE II: OBJECTIVE**

### **A. Mission Statement**

To grow the tourism industry for the Northwest Territories in order to support a strong and sustainable economy.

### **B. Objects**

1. To support the tourism industry and promote Northwest Territories tourism both domestically and internationally with balanced regional reflection, providing equal opportunities for member participation in its programs and services;
2. To represent the tourism industry's direction, priorities and strategies regarding tourism marketing of the Northwest Territories and to implement annual marketing plans to support and grow Northwest Territories tourism;
3. To consider, study and discuss matters of public interest affecting the Northwest Territories and other places in Canada in relation to the tourism industry, advocating in the best interests of members and ensuring issues, needs and concerns of the Northwest Territories tourism industry are represented and communicated to the appropriate bodies;
4. To ensure the NWT tourism industry is represented and has a strong voice in the development or monitoring and enforcement of industry standards, legislation and regulations;
5. To ensure related tourism training reflects the needs and priorities of the tourism industry and where relevant, to make any appointments to specific training authorities established to undertake training for the tourism industry in the Northwest Territories;
6. To support the development and promotion of Aboriginal/Cultural Tourism in the Northwest Territories; and

7. To generally cooperate with and seek to co-operate with all persons, associations, corporations and authorities, both public and private, to do those things which are in the interest of advancing tourism in the Northwest Territories and in the interests of the Society.

**C. Operations**

The operations of the Society within the Northwest Territories are to be chiefly carried on in Yellowknife, NWT.

**ARTICLE III: MEMBERSHIP**

A. Membership in Northwest Territories Tourism (hereinafter the “Society”) shall be open to any individual, firm or business, community, organization or society that has an interest in success and sustainability of the tourism industry in the Northwest Territories.

B. The Society shall consist of Regular Members, Associate Members, Affiliate Members, Appointed Members and Retired Members.

1. Regular Member:

- a. is available to a NWT licensed business, NWT Community, NWT Organization or individual that is actively and directly involved in a tourism industry related operation in the Northwest Territories;
- b. pays annual membership fees;
- c. is a voting member of the Society; and
- d. may be elected to the Board of Directors (the “Board”);

2. Associate Member:

- a. is available to any business or individual that provides goods and services to the travel or tourism industry in the NWT or that is indirectly involved in the tourism industry in the NWT;
- b. pays annual membership fees;
- c. is a voting Member of the Society; and
- d. cannot be elected to the Board;

3. Affiliate Member

- a. Is an employee of Regular or Associate Members, an educator, student or individual not directly engaged in the tourism industry, but that has a special interest and/or wishes to be involved;
- b. Pays annual membership fees;
- c. Is a non-voting Member of the Society; and
- d. Cannot be elected to the Board.

4. Appointed Member:

- a. is a voting Member of the Society (with the exception of the Government of the Northwest Territories' representative);
- b. is appointed to the Board; and
- c. may include:
  - i. one representative from the Government of the Northwest Territories Department of Industry Tourism and Investment, or its successor;
  - ii. the Immediate Past Chairperson;
  - iii. other representatives as approved by the Board; and
  - iv. one representative of each of the following NWT aboriginal organizations:

Inuvialuit Regional Corporation  
Sahtu Secretariat Incorporated  
Akaitcho Territorial Government  
Gwich'in Tribal Council  
Dehcho First Nations  
Tlicho Government  
Northwest Territory Métis Nation

(Collectively referred to herein as the "Aboriginal Members")

## 5. Retired Members

- i. is available to any individual in Canada who has owned or operated a licensed tourism business in the NWT and has been an active member of the Society;
- ii. is recognized and approved as a Retired Member by the Board of Directors;
- iii. exempt from paying annual membership fees;
- iv. is a non-voting member; and
- v. cannot be elected to the Board.

### **C. Obligations of Members**

Each Member shall pay an annual membership fee, payable on the first day of the new fiscal year of the Society (April) in an amount to be determined from time to time by the Board and presented at the Annual General Meeting.

### **D. Rights of Members**

A Member in good standing:

- i. is one whose current dues have been paid;
- ii. has not withdrawn or been expelled from the Society; or
- iii. is an appointed member of the board; and
- iv. does not include an Affiliate Member or Retired Member.

Only Members in good standing have the right to vote or vote by proxy.

Only Regular Members in good standing may be elected to the Board of Directors.

Regular Members that are elected to the Board, ~~Associated Members~~ and Aboriginal Members that are ~~elected or~~ appointed to the Board, may be elected by Board to the Executive positions on the Board.

A Member that is a corporation or other organization in good standing shall designate only one representative to vote at meetings. In the case of a corporation or organization that is a Regular Member, the same representative designated to vote shall be designated to be eligible to hold office in the Society.

All Members in good standing shall have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the Board may from time to time prescribe for specific activities.

### **E. Withdrawal or Expulsion of Members**

1. Any member may withdraw from membership in the Society by notice in writing to the Chairperson or the Secretary.
2. Any member who fails to pay annual dues may be expelled from the Society.
3. Any member whose conduct is considered detrimental to the Society may be expelled from the Society by resolution of the Board.

#### ARTICLE IV: MEETINGS OF MEMBERS

- A. The Annual General Meeting will be held in the autumn months, within guidelines allowed for societies.
- B. Special ~~meetings~~Meetings of the Members of the Society shall be held at the call of the Chairperson or in his/her absence, any officer of the Society.
- C. Any ten (10) Members in good standing may call a meeting by presenting a signed request to the Chairperson or, in his/her absence, any Officer of the Society, who shall call a General or Special meeting within a reasonable time thereafter if funding for the meeting is approved by the Board of Directors.
- D. Notice ~~in writing~~ of any Annual General Meeting or Special Meeting shall be given at least 14 days prior to the meeting: by any of the following methods:
- i) mailing a written notice to the last known address of a Member;
  - ii) sending a notice by electronic mail to the last known email address of the Member;
  - iii) publishing a notice in a newspaper of general circulation in the Northwest Territories; or
  - iv) posting on the Society's web page.
- E. Ten percent (10%) of the Members ~~in good standing~~entitled to vote, who are present at the meeting or who are represented by proxy, shall constitute a quorum: at an Annual General Meeting or Special Meeting of the Members.
- F. A resolution of the Society will pass if approved by a majority of the Members ~~in good standing as are present~~who are entitled to vote and who are present in person or by proxy at an Annual General Meeting or Special Meeting.
- G. If the Chairperson or Vice-Chairperson is not present at a meeting, the meeting will elect a Chairperson for the purpose of that meeting only.
- H. Each Member in good standing has a maximum entitlement of one vote and may hold a maximum of two proxies, each from another Member in good standing. Each Member or their proxy is entitled to one vote on any motion or resolution at Special or Annual General Meetings. The proxy can be exercised by a Member in good standing and must be appointed in writing. Written proxies must be submitted to the Board of Directors and received at least 24 hours prior to the meeting.

## ARTICLE V: DIRECTORS

- A. There shall be a Board with a maximum number of sixteen (16) and a minimum of ten (10) directors of the Board (“Directors”) comprised and selected as follows:
1. **Seven (7) Tourism Board Members**  
To be elected at the Annual General Meeting.
  2. **One Government of the Northwest Territories (“GNWT”) Board Member**  
Appointed by the Minister of Industry Trade and Investment, or responsible Minister of the GNWT. This is to be an ex officio, non-voting position on the Board.
  3. **Other Government Representatives as approved by the Board**  
Government representatives may hold an ex officio, non-voting position on the Board as approved by the Board.
  4. **Immediate Past Chairperson**  
May be appointed by the Board, and when appointed may serve as a member of the Executive.
  5. **Seven (7) Aboriginal representatives**  
To be comprised of the Aboriginal Members.
- B. Where Board Members are appointed, such appointments shall be brought to the Members at the Annual General Meeting.
- C. The term of the elected Directors shall be two (2) years with four (4) being elected in one (1) year and three (3) in the following year; and
- D. ~~The term of the elected Chair of the Board of Directors~~directors shall be ~~for~~choose a ~~period of two (2) years.~~ Chair from their members. The Chair shall serve until the earlier of:
- a) the expiry of his or her term as a director;
  - b) his or her resignation as Chair; or
  - c) his or her resignation or removal as a director.
- D.E. The Board shall elect a Chairperson, Vice-Chairperson, Secretary, Treasurer or

Secretary/Treasurer and any other Officers deemed necessary.

- ~~E.F.~~ To facilitate voting in elections for all members, including those not physically present at the Annual General Meeting, the Society's Board elections will take place by mail, email and fax. All ballots must be received by the Society one week prior to the Annual General Meeting and all members will have a three-week window in which to vote prior to that date.
- G. The Board shall annually identify the number of Directors to be elected at the Annual General Meeting to fill positions that are vacant as per the Society's By-Laws and shall present in writing to the membership, at least twenty days in advance of the Annual General Meeting, the slate of nominees proposed for election to fill any Board vacancies.
- H. Nominations for the Board of Director positions, shall:
1. Be made in writing to the Nomination committee at least forty five days in advance of the Annual General Meeting;
  2. Be endorsed by at least one nominator who is a member of the Society;
  3. State the reasons why the nominee ought to be considered for election; and
  4. Include a resume or curriculum vitae of the nominee.
- I. The Board shall have the power to appoint Members, or others as deemed appropriate, to any committees. Such appointments shall be directly responsible to the Board through the Chairperson and shall hold such appointments until the next Annual General Meeting.
- J. The Board shall be responsible for conducting the affairs of the Society in accordance with the objects of the Society.
- K. The Board may, by resolution, appoint any member in good standing to fill a vacancy on the Board. The appointment will expire at the next Annual General Meeting.
- L. Six (6) Directors will constitute a quorum at any Board meeting.

M. Removal of Directors

1. Any Director, whether appointed or elected, may be expelled by a 2/3 majority vote of Directors for proven dishonesty, for gross misconduct or failing or refusing to carry out duties as a Director.
2. Notice of inability to attend a Board meeting must be provided in writing to the Chairperson at least 24 hours prior to the start of the meeting. Absence from two sequential meetings by any Director without good cause will be grounds for replacement.
3. Any and all costs associated with the attendance at a meeting of a Director who has been expelled or caused a replacement to be called shall be borne by the individual, or by the subject aboriginal organization or GNWT, as appropriate, where the Director is appointed
4. No portion of any membership fee shall be refunded to a Director who is replaced or expelled.

N. Remuneration and Honoraria

1. Directors shall not receive any remuneration for their services but may be reimbursed for reasonable expenses incurred as a result of their attendance at regular, Special Meetings of the Board or when on Board approved business.
2. Directors shall be eligible for per diem rates in accordance with the current rates as set out in the GNWT Duty Travel Expense rates, when on Board approved business.

**ARTICLE VI: OFFICERS**

- A. The Directors from their own number shall at their first meeting after the Annual General Meeting in each year, elected an executive group of officers consisting of a Chairperson, Vice-Chairperson, Secretary, Treasurer or Secretary/Treasurer and such other Officers as are deemed necessary.
- B. Elected officers shall hold office until the first meeting of Directors after the Annual General Meeting.



- C. The Chairperson shall be the Chief Elected Officer of the Society and shall exercise supervision and control, subject to the direction of the Board, over business and affairs of the Society and its Officers, agents and employees.

- D. The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson in the event of absence, unavailability, disability or refusal of the Chairperson to act, or upon the direction of the Chairperson and such other duties as may be assigned by the Board.
- E. The Secretary shall cause to be communicated notices of all meetings of Members and all meetings of Directors. The Secretary shall ensure an accurate and complete record of all proceedings and decisions are kept of any meetings of the Officers and/or the Board.
- F. The Treasurer shall be responsible to ensure the recording and keeping of full and accurate accounts of all receipts and disbursements of the Society.

#### **ARTICLE VII: CONTRACTING POWERS**

The Officers, by a majority vote, may undertake to establish any contract for the delivery of products or services which may be required by the Society for the normal conduct of operations. Such contracts cannot exceed a one-year term or a value of \$10,000.00 without a majority resolution of the Board.

#### **ARTICLE VIII: BORROWING POWERS**

- A. The Officers may, by majority vote, borrow funds for capital and/or current operations of the Society.
- B. Such borrowing powers shall be limited to:
  - 1. \$10,000.00 unless approved by 2/3 majority of the Board; and
  - 2. \$50,000.00 unless approved by a majority of the Members in attendance at a Special or Annual General Meeting.

## **ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EXECUTIVE DIRECTOR**

Each Director, Officer or Chief Executive Officer or former Director, former Officer or former Executive Director or former Chief Executive Officer of the Society shall be indemnified and saved harmless against all liabilities, costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of having been a Director or Officer of the Society save and except any liabilities, costs, charges or expenses incurred by person's own willful default or neglect.

## **ARTICLE X: AUDIT**

Once in every year the accounts of the Society shall be examined and the correctness of the accounts and the balance sheets ascertained by one or more auditors, and made available for the inspection of the Members.

## **ARTICLE XI: SEAL AND SIGNING AUTHORITY**

- A.
  - 1. The seal of the Society shall be in the form set out in the margin.
  - 2. The seal shall be kept in the custody of the Secretary or duly appointed agent of the Society and shall not be affixed to any document except by authority of a resolution of the Directors and in the presence of at least one Director.
  - 3. The Chairperson or an appointed Board designated officer shall have the authority to sign legal instruments or documents on behalf of the Society.
- B. All books and records of the Society shall be open to the inspection of the Members at each Annual General Meeting or with 30 days notice in writing to the Board. All books and records of the Society shall be open to the inspection of the Board without notice.
- C. The fiscal year of the Society shall end at the end of March in each year.

## **ARTICLE XII: DISTRIBUTION OF ASSETS**

- A. The Society shall not distribute any part of its income to any of its Members. This does not preclude the payment of salaries, benefits or expenses as outlined in Society policies.
- B. On dissolution Society assets may be lawfully distributed after payment of all liabilities by a Director or authorized representative of the Society.

## **ARTICLE XIII: MAKING, ALTERING AND RESCINDING BY-LAWS**

- A. By-laws of the Society may be rescinded, altered or added to at the Annual General Meeting and not otherwise, but no rescission, alternation or addition shall have any effect until it has been registered by the Registrar of Societies.
- B. Notice of intention to propose the rescission, alternation or addition of any By-Law, shall be given in the Notice of the Annual General Meeting and must be approved by a majority of the Members in good standing as are present at the Meeting.

## **ARTICLE XIV: CONFLICT RESOLUTION PROCESS**

Any dispute arising out of the affairs of the Society in the circumstances set forth in Section 7 of the *Societies Act*, may first attempt to be settled by a mediator mutually agreed to by both parties. Should mediation be unsuccessful in settling the dispute, it shall be settled by arbitration.

- A. Either party may at any time give written notice to the other party to arbitrate, specifying the matter or matters in dispute and advising such other party whether it is prepared to have the matter referred to a single arbitrator.
- B. If the parties cannot determine within a period of ten (10) days from the service of such notice that a single arbitrator shall be the sole arbitrator and such person shall be designated and agrees to act, then the matter shall be determined by application to the Supreme Court of the Northwest Territories pursuant to the *Northwest Territories Arbitration Act*.

- C. Security for payment of the arbitrator's costs will be required to be provided from each party to the arbitration in the amount of at least \$10,000.00. This amount is to be held in trust by the solicitor for the Society for payment of all reasonable arbitrator fees and disbursements. In the event of a dispute as to the costs that are payable to any arbitrator or with respect to any disbursements that are made by the arbitrator or liabilities incurred thereby, the matter may be referred to taxation or determination by a Justice of the Supreme Court of the Northwest Territories.
  
- D. All costs of the arbitration shall be borne equally by the parties, excepting where the arbitrator considers a party's position to have been unreasonably founded or maintained, in which case the costs of the arbitration, including costs as between solicitor and client, may be allocated or apportioned unequally between the parties as the arbitrator deems fit.
  
- E. Except as otherwise provided herein, the provisions of the *Arbitration Act* of the Northwest Territories or any successor statute shall apply to any matter submitted to arbitration under the provisions hereof. The decision of the arbitrator shall be final and binding on all parties.