



Nunavut Tunngavik Inc.

**RULES AND PROCEDURES
For
MEETINGS OF MEMBERS**

*Approved by the Members in October 1996
Last Amended in October 2010*

1. ANNUAL GENERAL MEETING

- 1.1 An annual meeting of the members of the Nunavut Tunngavik Incorporated (NTI) shall be held at least once in every calendar year at a place in Nunavut. (the “Annual General Meeting”) (NTI By-laws s. 4.1)
- 1.2 The members may, by resolution, designate a date and place for the next Annual General Meeting. (NTI By-Laws s. 4.1)
- 1.3 If the members do not designate a date and/or place for the next Annual General Meeting, the Board of Directors (the “Board”) may designate where and when the next Annual General Meeting shall be held. (NTI By-Laws s.4.1)

2. SPECIAL MEETINGS

- 2.1 The Board may call, at any time, a special meeting of the members. (NTI By-Laws s.4.2)
- 2.2 The Board shall call a special meeting of the members when requested to do so in writing by three (3) or more members, which request will be delivered to the President. (NTI By-Laws s.4.2)
- 2.3 Where the Board calls a special meeting of members, the Board shall designate the date and place at which the special meeting shall be held.
- 2.4 Where the Board calls a special meeting when requested pursuant to section 2.2 above, the Board shall call the meeting within two (2) months of the request being delivered to the President.

3. NOTICE

- 3.1 Where the date and location of a meeting was not determined at a previous meeting of the members, each member shall be given written notice of the meeting at least

- fourteen (14) days, but not more than sixty (60) days, before the meeting commences. (NTI By-Laws s.4.7)
- 3.2 Where the notice is of a special meeting of members, the notice shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. (NTI By-Laws s.4.7)
- 3.3 Notices of a special meeting of members shall be served either personally or by way of registered mail. (*Canada Corporation Act*, s. 145)

4. AGENDA

- 4.1 Any person wishing to make a presentation to members or requiring a decision from the members shall provide a written request for the matter to be included on the agenda of a members meeting to the Chief Executive Officer at least four (4) weeks prior to the meeting.
- 4.2 The Chief Executive Officer shall present all request for inclusion on the agenda to the Executive Committee and the Executive Committee shall develop and present an agenda for review and approval by the members at the meeting. The agenda for a meeting shall set out the items to be discussed at the meeting and the approximate length of time that will be spent on each item.
- 4.3 The Executive Committee, when developing the agenda, shall ensure that any matters the Board has approved for consideration by the members are on the agenda.
- 4.4 The agenda for an Annual General Meeting may include, without limitation, the following:
- a) brief statement from the host community leader;
 - b) approval of the minutes of the previous meeting;
 - c) financial statement from NTI and the RIAs and the auditors report, including the appointment of the auditor; (NTI By-Laws s.4.9)
 - d) adoption of the budget for NTI, the Regional Inuit Associations and any Programs, for the following financial year, which budget shall conform to the requirements set out in section 8.1 of the By-Laws; (NTI By-Laws s. 4.10)
 - e) reports presented by the Executive members of NTI;
 - f) annual report for NTI; (NTI By-Laws s. 4.9)
 - g) items brought forward from the previous meeting;
 - h) any By-Law changes recommended by the Board (NTI By-Laws s.14.1); and
 - i) any matter referred to the Annual General Meeting by the Board.
- 4.5 When the Executive Committee has included a matter on the agenda, the person responsible for the matter shall prepare a submission to the members and provide it to the Chief Executive Officer at least two (2) weeks before the meeting. All submissions shall include a brief description of the matter and the decision requested from the members (if any), a draft of any resolution(s) the members will be asked to make and any other material necessary for the members to fully consider the matter.

- 4.6 The members shall, as one of its first orders of business at all meetings, consider a motion for adoption of the agenda developed and presented by the Executive Committee. Should a member wish to include another matter on the agenda, he or she may make a motion to amend the agenda to add that matter. The members shall consider and vote on, during the discussion of the motion to adopt the agenda, any motions to add or delete matters from the agenda.
- 4.7 Upon approval by the members, the agenda shall govern the course of the meeting and the Chairperson of the meeting shall ensure that the agenda is followed.
- 4.8 At any time during a meeting, a member may make a motion to reconsider the agenda to add or delete any matter from the agenda. Such a motion shall require majority support of the members to be adopted.

5. QUORUM

- 5.1 Three (3) members from each Regional Caucus and two (2) members from NTI shall be required to be present to constitute a quorum for the transaction of any business at any meeting of members. (NTI By-laws s. 4.5)
- 5.2 In the event that the quorum requirement is no longer being met, all business shall be suspended until a quorum is reconstituted.

6. CHAIRPERSON

- 6.1 The President of NTI shall chair all of meetings of members. (NTI By-laws s.6.1)
- 6.2 In the event that the President is absent or unable to perform his or her duties, a Vice-President of NTI shall be designated by the Executive Committee to be the Chairperson of meetings of members. (NTI By-laws s. 6.2(a))
- 6.3 The Chairperson shall ensure that the meeting is being conducted fairly, effectively and efficiently. The Chairperson may call for recess, adjournments or use points of order to carry this out.

7. VOTING

- 7.1 Except where otherwise provided in the By-Laws, each member present at a meeting shall have the right to cast one vote. (NTI By-laws s.4.4)
- 7.2 The Chairperson shall only vote in order to break a tie. (NTI By-laws s. 5.13)
- 7.3 Except where otherwise stated in the *Canada Corporation Act*, the By-Laws, or these Rules and Procedures, all questions shall be decided by the majority of votes cast. (NTI By-laws s.4.6)
- 7.4 The voting procedure shall be by a show of hands, except where a member requests that a vote be in the form of a secret ballot or a recorded vote.
- 7.5 At any time prior to or during the taking of a vote on a motion, any member may, by calling a point of order, request that the vote be by secret or recorded ballot. The

Chairperson shall ensure that the vote is conducted pursuant to that request. Where requests are made for both a secret ballot and a recorded vote with respect to the same vote, the Chairperson shall follow the direction of the majority of the members present.

- 7.6 Where a member requests, his or her opposition, and the reasons why, shall be recorded in the minutes.
- 7.7 Where a member request, and has advised the Board and/or the members that he or she is in a conflict of interest and, as a result, abstains from voting, that fact shall be recorded in the minutes.

8. MOTIONS

- 8.1 All motions shall be moved by a member and then seconded by another member.
- 8.2 During the discussion on a motion any member may make a motion concerning that original motion (*e.g.*, a motion to have the original motion considered by a committee) (a "Secondary Motion").
- 8.3 On a Secondary Motion being made, the Chairperson shall immediately consider that Secondary Motion and, if it does not directly concern the original motion, shall rule that Secondary Motion out of order. If the Chairperson does not rule the Secondary Motion out of order, he or she shall call for seconders to the Secondary Motion and shall ensure that discussion and voting on the Secondary Motion is completed before allowing discussion on the original motion to recommence.
- 8.4 All Rules and Procedures applicable to motions apply to Secondary Motions.

9. DISCUSSION ON MOTIONS

- 9.1 After making a motion, the mover shall be provided with an opportunity to speak to the motion.
- 9.2 Each member shall be provided with an opportunity to speak to the motion upon being recognized by the Chairperson.
- 9.3 At the request of a member or on his or her own initiative, the Chairperson may allow a member of NTI's staff or another person to speak to the motion. Where the Chairperson refuses the request of a member, the member may appeal to the members by a point of order.
- 9.4 Each of the speakers shall confine this or her comments and questions to the issue on the floor.
- 9.5 Prior to calling a vote, the Chairperson shall allow the mover at least one opportunity to reply at any statements made during the discussion on the motion.

10. AMENDMENTS TO MOTIONS, CONSIDERATION BY COMMITTEE, ETC.

- 10.1 A member may suggest amendments to a motion, which may be incorporated if approved by the mover and seconder of the motion.
- 10.2 A motion on the floor may be referred to a committee for consideration and report, by way of a Secondary Motion (made during discussion of the original motion) to this effect.
- 10.3 Consideration of a motion on the floor may be postponed, by way of a Secondary Motion (made during discussion of the original motion) for postponement. Such a Secondary Motion shall specify when and how the original motion will return to the members for consideration and a vote. If adopted, no further discussion shall take place on the original motion.
- 10.4 A Secondary Motion may be moved to extend or limit debate on a motion on the floor. A Secondary Motion for this purpose requires the support of two-thirds of the members present. Such a Secondary Motion shall state the way in which debate will be extended or limited.
- 10.5 A motion may be moved at any time at a meeting, or at a subsequent meeting, to reconsider or rescind a resolution that has already been passed by the members.

11. OPEN AND *IN CAMERA* SESSIONS

- 11.1 All meetings of the members shall be open to all Inuit, except where confidential and privileged issues are to be discussed by the members pursuant to section 11.2 and 11.3.
- 11.2 Any issue that relates to disciplinary action, threatened or pending litigation, or the determination of salary for specific employees, shall be considered confidential and privileged and may be discussed *in camera* by the members. Where the Chairperson deems that a matter falls within one of these categories, he or she shall call for a motion to go into an *in camera* session. If no motion is made to go *in camera*, the Chairperson shall not allow debate or discussion on the matter.
- 11.3 Where a member deems that an issue should be discussed *in camera*, that member may put forward a motion to go into an *in camera* session.
- 11.4 When a meeting goes into an *in camera* session, the motion may, or if the motion does not, the Chairperson shall, specify staff members or others who may remain in the room for the *in camera* session to assist the members.
- 11.5 The By-Laws and the Rules and Procedures shall remain in effect for any *in camera* sessions, except that a motion made during an *in camera* session (except to leave the *in camera* session) shall require three-quarters (3/4) of the votes cast to be adopted. The members may, by majority vote, allow a motion adopted in an *in camera* session to be made public.
- 11.6 Except where the members specifically allow otherwise, all discussions and any decisions, motions or resolutions made during the *in camera* session shall not be disclosed by any member or any staff member who attended the session.

12. POINTS OF ORDER

- 12.1 Any member or the Chief Executive Officer may, at any time during a meeting, address the Chairperson on a point of order, including any of the following matters:
- a) that these Rules, the By-Laws or the *Canada Corporation Act* are not being followed;
 - b) that proper procedure is not being followed;
 - c) that the agenda is not being followed;
 - d) that a speaker is not speaking to the matter on the floor for discussion and should be instructed to speak to the matter or to yield the floor; or
 - e) to appeal any decision of the Chairperson.
- 12.2 When a member or the Chief Executive Officer raises a point of order, the Chairperson shall immediately stop all proceedings, including any discussion or voting then taking place, and rule on the point of order.
- 12.3 Any member who does not agree with the decision of the Chairperson on a point of order may immediately appeal to the members by way of a motion. The motion for appeal shall be discussed and voted on, if seconded, immediately. The decision of the members on a point of order is final.

13. SUSPENSION OF THE RULES AND PROCEDURES

- 13.1 Operation of any of these Rules and Procedures may be suspended by a resolution of the members, so long as the proceedings do not breach the By-Laws of NTI. A motion with the support of two-thirds (2/3) of the members is required to give this effect.

14. LANGUAGE OF MEETINGS

- 14.1 The primary languages of NTI shall be the Inuit Language (Inuktitut and Inuinnaqtun). (NTI By-Laws s. 9.1)
- 14.2 Every member shall have the right to speak in Inuktitut or Inuinnaqtun during any meeting of members. (NTI By-Laws s. 9.1)
- 14.3 All the proceedings for meetings of members shall be made available in Inuktitut and Inuinnaqtun.

(Last Amended in October 2010)