

Alternatives North Constitution and By-Laws

Adopted by a majority of the Members of the Society at the Annual General Meeting properly held and constituted as evidenced by the signature of the Secretary of the Society hereto this 11 day of September 2017.

Signature:

A handwritten signature in blue ink, appearing to read 'Craig Yeo', written in a cursive style.

Name: Craig Yeo, Secretary

The Constitution and By-laws relate generally to the conduct of the affairs of Alternatives North.

CONSTITUTION

1. The name of the Society is: *Alternatives North*.
2. The objects of the Society are to:
 - a. conduct or administer research or other projects in the pursuit of social, environmental and economic justice ends, independently or in accordance with any Contracts or Contribution Agreement(s) entered into with agencies, foundations, institutions or businesses;
 - b. develop alternative policies and practices promoting a people- and earth-friendly society;
 - c. inform and promote social, environmental and economic justice to NWT citizens, policy makers and politicians;
 - d. maintain a knowledge base on how NWT society functions and how to influence policy;
 - e. work to achieve progressive, democratic change by influencing public policy, legislation and regulations and supporting a vital and participatory democracy; and
 - f. co-operate and collaborate with organizations, agencies, faith groups, institutions and businesses that pursue similar purposes.
3. The operations of the Society are to be chiefly carried on in the Northwest Territories, with headquarters in Yellowknife.

BY-LAWS

MISSION STATEMENT:

Alternatives North is a coalition of groups and individuals united in an active, grassroots commitment to build, strengthen, and defend social, environmental and economic justice related to the Northwest Territories. Since the economy exists within society and society exists within the environment, Alternatives North believes that achieving justice in any of these areas requires people to work together.

1. Who can be members

All individuals, organisations or businesses who agree to the principles embodied in the Society's Mission Statement shall be eligible for membership in the Society on payment of a membership fee. Fees are not transferable or refundable.

2. Categories of membership

- a. *Individual Member*, which is a person;
- b. *Institutional Member*, which is a labour union, society, charitable organisation, advocacy group, educational group, faith group or other like organisation;
- c. *Business Member*, which is a corporation, partnership or privately owned firm with operations in the NWT; and
- d. *Life Member*, which is a person whom the Society wishes to honour in accordance with established criteria.

3. Rights of Members

All members of the Society will 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 conditions and the payment of such additional fees as the members through resolution may fix from time to time for specific activities.

4. Obligations of Members

Each member must pay an annual membership fee at such time and in such amount as is determined by the members at each Annual General Meeting.

5. Consensus-based Decision Making

The Society will use a consensus based decision making process. The process is agreement seeking, collaborative, co-operative, egalitarian and participatory. In cases where consensus cannot be reached, decision making will be based on unanimity minus one. Questions that do not meet this standard are lost.

6. Ending Membership

- a. Any member may withdraw from membership in the Society by notice in writing to the Secretary.
- b. Any member who does not pay their membership dues within 60 days of their due date will be considered a non-member.
- c. The members have authority to suspend or expel any member from the Society for either one or both of the following grounds:
 - i. violating any provision of the articles, By-laws, or written policies of the Society; and
 - ii. carrying out any conduct which may be detrimental to the Society as determined by the members.

7. Meetings

- a. An Annual General Meeting of the Society must be held between 31 and 180 days of the fiscal year end.
- b. General meetings of the Society are held at the call of the President.
- c. Any four members may call a special meeting by presenting a signed request to the President, who must call a meeting within 15 days after receipt of such request.
- d. Notice of any general or special meeting must be given at least seven days prior to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations, by publication in a newspaper of general circulation, and/ or by electronic posting on the Society's web site, such notice to set forth the time, place and business to be transacted at such meeting.
- e. Four paid up members constitutes a quorum at all meetings, except the Annual General Meeting, which shall have a quorum of seven paid up members.
- f. If the President or Vice-President is not present at a meeting, the meeting will elect a Chairperson for the purposes of that meeting only.
- g. Meeting will be based on consensus, as outlined in Section 5 of these By-laws. Each member is entitled to one vote on any motion or resolution at all meetings.

8. Directors

- a. Between four and eight Directors will be elected from among the members of the Society at each Annual General Meeting;
- b. The Directors may appoint chairpersons to head necessary committees. Such chairpersons are responsible to the Directors and will hold the designated offices until the next Annual General Meeting;
- c. A majority of Directors may appoint any member of the Society to fill a vacancy in their numbers and any Director so appointed will hold office for the unexpired portion of the term of the Director he or she replaces;
- d. The Directors are responsible for conducting the affairs of the Society in accordance with its objects, By-laws and the *Societies Act*;
- e. In general, all meetings will be member meetings. If a Directors meeting is held, a majority of Directors will constitute a quorum;
- f. Any Director may be removed by a 2/3 majority vote of Directors 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;
- g. Directors or other officers may be reimbursed for expenses incurred by them in the conduct of their duties, and paid such other remuneration as is established by the members at the Annual General Meeting.

9. Officers

- a. The Directors must, at their first meeting after each Annual General Meeting, elect from among their own numbers a President, Vice-President, Secretary, Treasurer and such other officers as are deemed necessary.
- b. Such officers hold office until the conclusion of each Annual General Meeting at which time a meeting of the newly elected directors will be convened to elect their successors.
- c. The President presides at all meetings of the members and of the Directors. The President is responsible for the general management and supervision of the affairs and operations of the Society.
- d. The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings.
- e. The Treasurer is responsible for ensuring the keeping of full and accurate accounts of all receipts and disbursements of the Society.
- f. The Vice-President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences.

- g. The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.

10. Borrowing Powers

The Directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

11. Disposal of Funds

- a. All monies received by or on behalf of the Society must be deposited in the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada or with a territorially regulated credit union; and
- b. All disbursements from the trust bank account must be made by cheques signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.

12. Auditor

- a. At the Annual General Meeting an auditor may be appointed for the ensuing year.
- b. At each Annual General Meeting an annual financial statement containing
 - i. the assets and liabilities of the Society in the form of a balance sheet;
 - ii. receipts and disbursements of the Society since the date of the previous financial statement;
 - iii. and signed by the auditor, or by two directors if there is no auditormust be presented for the inspection of the members.

13. Seal and Signing Authority

- a. The seal of the Society must include the name of the society in a circle around the word "SEAL".
- b. The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director.

c. Directors have the authority to sign instruments or documents on behalf of the Society.

14. Minutes of Meetings, Books and Records

All books and records of the Society must be open to the inspection of the members at each Annual General Meeting.

15. Fiscal Year

The fiscal year of the Society ends on the 31st day of March of each year.

16. Distribution of Assets

The Society may 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 Society, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

17. Arbitration

Any dispute arising in the circumstances set out in section 7 of the *Societies Act* must be decided by arbitration under the *Arbitration Act*.