



RECREATION AND PARKS
ASSOCIATION OF NUNAVUT
(RPAN)

Constitution and Bylaws

Schedule A

Revised January 11, 2018

CONSTITUTION

Vision

“To be the leader and voice for promoting healthy and active communities in Nunavut.”

Mission

To enhance the health and wellness of all Nunavummiut through advocating physical activity, sport and recreation opportunities in Nunavut.

Objectives

1. To advocate the growth and development of recreation and park services.
2. To promote public awareness and support for recreation and park services as they relate to use of recreation and leisure.
3. To improve communication and interaction between individuals involved in the recreation and parks field in Nunavut.
4. To provide educational opportunities for volunteers and professional practitioners in the recreation and parks field.
5. To provide input into public policy for recreation and parks development and services.

Operations

The operations of the Association are to be chiefly carried out in Iqaluit. If necessary, the Board of Directors has the authority to base the operations in any other Nunavut community of which can only be done by amending the Society's By-Laws.

ARTICLE 1: DEFINITIONS

1.0 Definitions

In this Bylaw:

1. Board of Directors means the board of directors of the Association.
2. Bylaw means corporate bylaw and “bylaws” means all the bylaws of the Association.
3. Association means the RECREATION AND PARKS ASSOCIATION OF NUNAVUT (RPAN), hereinafter referred to RPAN.
4. Director means a director of the Association described.
5. Officer means an officer of the Association described.
6. Meeting means an Annual General Meeting or Special General Meeting of the members of the Association.

ARTICLE 2: NAME, HEAD OFFICE AND SEAL

2.0 Name

The name of this voluntary provincial not-for-profit association shall be the Recreation and Parks Association of Nunavut (RPAN), hereinafter referred to as the RPAN or the Association.

2.1 Head Office

The head office of the Association shall be in the Territory of Nunavut in such municipality as may be determined from time to time by the Board of Directors.

2.2 Seal

The seal of the Association shall be in the form of a circle with the Recreation and Parks Association of Nunavut (RPAN) inscribed therein.

The seal shall be kept in the custody of the Executive Director or President and shall not be affixed to any instrument or document except by authority of a resolution of the Directors and in the presence of at least two directors;

ARTICLE 3: REGISTRATION AND POWERS

3.0 Registered Not-For-Profit Organization

The Association is duly registered under the “Societies Act” as a territorial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

3.1 Powers

RPAN shall have all the powers necessary or convenient to carry out its objects subject only to limitation provided by its certification of incorporation, and by these bylaws. Such powers should include without limitation: control of its affairs; the designation of the time of holding and the manner of conducting its meetings; the qualification, admission, classification and voting power of members; determination of the time and manner of selection, qualifications, terms of office, officials designations, powers and duties of its officers, trustees and members of networks and committees; defining what constitutes a vacancy in any office or network or committee and the manner of filling the same; the number of members necessary for a quorum and for the regulation of all other matters within its objects and power; and the adoption of such bylaws and rules, not inconsistent with law, its certification of incorporation and bylaws, with the right from time to time to amend or repeal same, as it shall deem proper.

ARTICLE 4: MEMBERSHIP

4.0 Membership – General

Individuals, communities, organizations, business entities having an interest in recreation, parks, conservation, leisure research, therapeutic recreation, fitness, sport, aquatics, the arts, culture or related activities and supporting the objects of the Association may, upon acceptance of an application by the Board of Directors and payment of the required annual fees, may become a member of the Association.

4.1 Types of Membership

Membership in the Association shall be designated as follows:

- Individual Member
- Student
- School and/ or Academic Institution
- Territorial Sport Organization
- Hamlet and or Municipality
- Affiliate

4.2 Membership Fees

A membership fees schedule for all membership categories shall be established annually by the RPAN Board of Directors and be available at the Annual General Meeting for member information.

1. Fees shall be due and payable as of April 01st and Members are subject to suspension by June 01st of each calendar year if such fees are not paid.

2. Fees as amended or adjusted at the Annual General Meeting shall become due and payable as of June 01st in the year following.
3. The amount of membership fees for each classification of members shall be determined by the Board. Once the amount of any annual membership fees have been determined, that amount shall be deemed to be the annual membership fees in each succeeding membership year until such amount is changed.

4.3 Rights of Members

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 objectives, subject to such regulations and the payments of such additional fees as the directors may, from time to time, prescribe for specific activities.

4.4 Loss of Membership

1. A Member ceases to be in good standing and the Member's privileges and rights shall cease automatically upon:
 - a) Non-payment of annual fees;
 - b) Written resignation of the Member;
 - c) Death of the Member; or
 - d) In the case of a Member other than an individual which is organized as a corporation, association, or some other entity, upon the winding up or dissolution of such Member.
2. The Board may suspend the membership rights and privileges of any Member, for actions which they deem to be detrimental to the objectives of the Association, or injurious to the general good will of the public toward the Association.

All such suspensions and/or appeals from such suspensions must be referred to the membership at the Annual General Meeting. On majority vote at such Annual General Meeting expulsion or restoration of membership rights and privileges will be ordered. Expulsion or restoration dates must also be stated.

ARTICLE 5: MEMBERS MEETINGS and VOTING PRIVILEGES

5.0 General Meetings

An Annual General Meeting of the Association shall be held between 31 and 180 days after the date of the fiscal year end.

5.1 Agenda for General Meeting

The Board shall set the agenda for a General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditor and electing the officers of the Association, and other such items as may be determined.

5.2 Notice

Notice of a General Meetings of the Association shall be given to Members in writing (letter or electronic) at least twenty-one (21) days prior to the date of a General Meeting and shall be sufficient if placed in a publication of the Association transmitted to the Members.

Notice of the meeting shall set out the business to be transacted and the purpose for calling the meeting.

5.3 Quorum

A quorum at both the Annual General meeting or Special General Meeting shall consist of those Members in attendance, provided this number is not less than forty (40) persons or ten percent (10%) of the total membership as of that date but never less than three members. A quorum of the Board and other committee meetings shall be as set down under those sections pertaining to each individual body.

5.4 Special Meetings

Any voting member may call a Special Meeting by presenting a signed request to the President who shall call a special meeting within 15 days after receipt of such request.

Notice of any special meeting shall be given at least seven (7) days prior to the date set for the meeting by providing notices of such meeting to the membership, such notice to set forth the time, place and business to be transacted at such meeting.

5.5 Voting Privileges

Each member in good standing is entitled to voting privileges according to his membership category on any motion or resolution at all Special or Annual General Meetings. Designated ex-officio representatives and guests are welcome to attend meetings (AGM and Special) as observers with no voting privileges.

5.6 Proxy Votes

Voting by proxy will not be permitted.

5.7 Parliamentary Authority

The rules contained in the "Roberts Rules of Order-Revised" shall govern meetings of the Association in all cases, which are not consistent with the Bylaws or special rules of the Association or with the Societies Act.

5.8 Minutes

It shall be the duty of the President to ensure proper minutes and records are kept at all meetings and to circulate copies to the Board of Directors and, any Association member upon request. These duties may be delegated to RPAN office personnel as warranted.

ARTICLE 6: BOARD OF DIRECTORS NOMINATIONS AND ELECTIONS

6.0 Composition of the Board of Directors

The Board of Directors, elected by its general membership shall be comprised of a President, Vice-President, Director - Finance, three (3) Regional Directors and one Director at Large.

6.1 Regions and Regional Board Members

To ensure effective territorial representation, the Association shall be divided into three (3) geographical regions as follows with an elected representative from each region who shall become regional board members on the Board of Directors.

- Region 1 – Baffin Region
- Region 2 – Kivalliq Region
- Region 3 – Kitikmeot Region

Regional Board members shall have their primary workplace/residence located in the region to which they are seeking election.

At the time of election, 3 regions must be represented on the Board of Directors. If representation from the three regions cannot be attained at an Annual General Meeting, a Member at Large position shall be held vacant for **up to**

30 days to seek a member from a non-represented region to hold this position. If a candidate cannot be found from a non-represented region the Board of Directors may appoint a member for the remainder of the term.

The Board of Directors shall have the power to appoint chairs to head necessary committees, who shall be responsible to the Board and shall not hold the designated offices for any period beyond the next Annual General Meeting.

The President/Directors shall be responsible for conducting the affairs of the Association in accordance with the objectives, by-laws and Societies Act.

A majority of Directors will constitute a quorum at any Board of Directors meeting.

Directors or other officers shall be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties and such other remuneration as is established by the members at the annual general meeting or by Board approved budget and policies.

6.2 Terms of Office

The terms of the Board elected members will be as follows:

POSITION	TERM	ELECTION YEAR	ODD/EVEN
President	2 years	Begin even year	
Vice-President	2 years	Begin odd year	
Director - Finance	2 years		Odd
Region (1 & 3)	2 years		Even
Region (2)	2 years		Odd
Director at Large	2 years		Even

The Board of Directors shall have ex-officio representation from Sport and Recreation Nunavut. Ex-officio Members so appointed to the Board of Directors shall have no vote.

6.3 Elections

The Board of Directors shall be elected at the Annual General Meeting according to the bylaws, policies and procedures of the Association.

6.4 Term of Office Commencement

Positions become effective following the close of the Annual General Meeting.

6.5 Nominations

To be eligible for election to office an individual must be a member in good standing and maintain a current membership during term in office. Candidates must be nominated by one member in good standing.

Nominations will be accepted from the floor only for vacancies where no nominations are accepted by the nomination deadline.

6.6 Election Procedures

A separate ballot shall be cast for each of the positions of President, Vice-President), Director - Finance, with positions being filled by a simple majority vote.

One ballot shall be cast for each vacant Regional Board member. The number of positions required will be filled by candidates with the greatest number of votes.

In case of a tie where the number of candidates exceed the number of positions available, a separate ballot will be used to fill remaining positions.

6.7 Board Vacancy

A Director's position shall be vacated:

- i. upon the director's resignation in writing delivered to the Board of Directors; or
- ii. if the Director is absent from two consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or
- iii. by a two thirds majority vote of the Board of Directors; or
- iv. in the case of a regional Board Member, when, during their term of office, the individual ceases to have their primary workplace in the region they were elected to represent.

If deemed necessary by the Board, that vacancy may be filled by a majority vote of the Board. That person, so appointed, shall hold office until the term of office is completed.

ARTICLE 7: DUTIES AND RESPONSIBILITIES OF THE BOARD

7.0 Authority of the Board of Directors

The Board of Directors shall govern and direct the affairs of the Association in accordance with the objects of the Association. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association, except as prohibited by law or by these Bylaws. Without restricting the generality of foregoing, the Board of Directors:

- a. may work by itself or in association with any government, organization, or person;
- b. may enter into any contract on behalf of the Association;
- c. may appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their powers and duties and affix their salaries or emoluments;
- d. may remove, dismiss or suspend its agents or employees;
- e. shall oversee the financial business of the Association and be accountable to the membership for same;
- f. may appoint such standing and special committees to carry on its work; and may determine the composition and powers of such committees;
- g. may be reimbursed for expenses incurred in carrying out the business of the Association, upon presentation of proper statement; and,
- h. shall not receive remuneration for their services.

7.1 Board of Directors: Voting

A board member present at a meeting (including the president) is entitled to one vote on each motion or matter to be voted on.

If a vote is tied, the motion is lost.

7.2 Calling Board Meetings

Meetings of the Board of Directors may be called by:

- i. the President, or
- ii. any two of the other officers of the Association

7.3 Minimum Number of Board Meetings

The president shall call a minimum of six (6) meetings of the Board each fiscal year.

7.4 Open Meetings

All meetings of the Board of Directors shall be open meetings except those dealing with personnel or staff remuneration. Meetings may be held in the format most convenient for advancing the business of the Association and may include such things as teleconferencing as well as in-person.

7.5 Executive Committee

Officers of the Association hereinafter referred to as the Executive Committee shall include: the President, the Vice-President and the Director - Finance

The Executive Committee shall manage Association affairs within policy and budget parameters of RPAN between the times of scheduled Board of Directors Meetings.

7.6 Vacancy – President

Should the office of the President become vacant, the Board of Directors may choose to conduct an election for the interim presidency from among the Members of the Board, by a majority vote of the Members of the Board. The Board of Directors may, by majority vote, fill any position so vacated by a Director who assumes the position of President.

7.7 President

The President shall act on behalf of the Board in all of the following areas:

- i. preside over the AGM, Special General Meetings, Board of Directors meetings and Executive Committee meetings of the Association;
- ii. issue public statements on behalf of the Association;
- iii. supervise the Association staff;
- iv. sit as an ex-officio member of all Association networks, committees and task groups;
- v. provide leadership towards the attainment of the mission and objects of the Association;
- vi. manage general Board member protocol, decorum, liaison and communications;
- vii. undertake federal and territorial government relations and liaison (particularly at the elected official level).
- viii. Shall represent Association on the Canadian Parks and Recreation Association (CPRA) unless the President is unable to do so.

7.8 Past President

The Past-President may be an ex-officio member of the Board Directors.

7.9 Vice-President

The Vice-President shall:

- i. Acts in the President's absence;
- ii. chair the Nominations Committee (when needed) and be responsible for Board nominations.
- iii. be responsible for the overall member services and sustainability of the Association and undertake other duties as assigned by the President.
- iv. chair the Advocacy Committee

7.10 Director - Finance

The Director – Finance shall:

- i. participate in conference calls with the Executive Director and President to review current financial records.
- ii. work with Executive Director and Bookkeeper to ensure the preparation of a financial statement/reports for submission to the Board of Directors, followed by the presentation to the general membership at the Annual General Meeting;
- iii. make recommendations from time to time as appropriate, on financial controls and possible funding sources/schemes;
- iv. work with Executive Director and President to oversee the preparation and presentation of an annual operating budget/financial plan for the Association.

7.11 Other Officers

The duties of other Officers of the Association shall be determined by the President and/or the Board of Directors from time to time.

7.12 General Role of Board Members

The role of Board members shall be to:

- i. consider the welfare and interests of the recreation and parks industry as a whole and bring to the Board's (and Association membership as warranted) attention any thing that will promote the interests of the recreation and parks industry and further the mission and objects of the Association;
- ii. participate generally in developing and evaluating the policies, programs, and services of the Association;
- iii. actively participate in Board meetings and Board networks, committees and task groups as required and meetings of other recreation and parks interested stakeholder groups acting on behalf of the Board or Association;
- iv. obtain information about the operation or administration of the recreation and parks industry;
- v. perform any other duty or function as requested by the President and/or Board of Directors.

7.13 Delegation of Powers

The Board of Directors may delegate any of the powers or duties conferred on it by these Bylaws to designated officials of the Board of the Association.

7.14 Code of Conduct

Every Board member must subscribe to a Code of Conduct prescribed by resolution of the Association Board of Directors for the purpose of confirming the intention of the Board, and assuring the public and its members of the Board's commitment, and to the integrity and honesty of Board members.

7.15 Indemnities to Directors and Others

In this section, director/officer means:

- a. a member of the Association Board
- b. an officer of the Association;
- c. former Board members and former officers of the Association;
- d. their heirs and legal representatives of the persons described in clauses (a) to (c)

The Association indemnifies each director/officer against legal liability arising as result of their acts or commissions as director/officer, excluding acts or commissions of fraud.

ARTICLE 8: COMMITTEES

8.0 Committees and Task Groups

The Board of Directors may, by resolution, delegate responsibilities to committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and any committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation.

Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objects of the Association.

The Board of Directors may appoint a Board liaison to each committee or task group.

Ad hoc groups may also be approved by a motion at a Board of Directors meeting.

ARTICLE 9: FISCAL YEAR AND FINANCIAL MATTERS

9.0 Fiscal Year

The fiscal year for the Association is April 01 – March 31 and may be only be altered as required to meet changing business requirements by changing the Society's By-laws.

9.1 Borrowing Powers

The Board of Directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of 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.

9.2 Disposal of Funds

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.

All disbursements from the trust bank account shall be made by cheques signed by two of the following: President, Vice-President, Director - Finance, Executive Director or by some other Director/contractor(s) appointed by resolution of the Directors at a Board Meeting.

9.3 Auditor

The accounts of the Association will audited.

9.4 Inspection of Records

The books and records of the Association may be inspected by any Association member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.

9.5 Annual Report

The Board of Directors shall present at each Annual General Meeting an annual reporting of Association affairs as required by the Societies Act.

ARTICLE 10: OTHER MATTERS

10.0 Amendments to and Repeal of Bylaws

Amendments to these Bylaws may be made by a Special Resolution that is passed by a 75% majority vote of:

- a. voting Members present at a General Meeting or Special Meeting of which not less than fourteen (14) days of notice specifying the intent of the resolution has been duly given, or

No revision, alteration of, or addition to a bylaw has effect until duly registered by the Territorial Registrar (Societies Act). Any question of interpretation of the Bylaws or any rules or regulations made by the Board of Directors shall be decided by a majority of the Board of Directors present at a meeting.

10.1 Registered Not-For-Profit Organization

The Association is duly registered under the "Societies Act" as a territorial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

10.2 Dissolution

In the event of the dissolution of the Association, all its remaining assets after payment of its liabilities, shall be distributed to one or more organizations in Nunavut with objects and goals similar to those of the Association.

10.3 Remuneration

No Officer or member of the Board shall directly or indirectly receive any profit or remuneration from one's position as member of the Board.