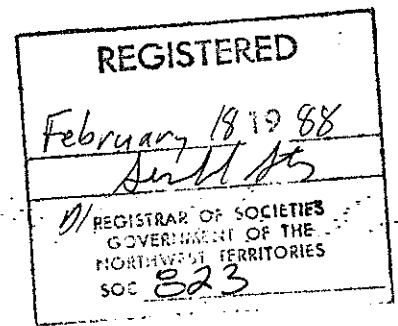


SOCIETIES ACT
NORTHWEST TERRITORIES
APPLICATION FOR INCORPORATION



We, the undersigned, hereby declare that we desire to have a society incorporated under the Societies Act and that:

- 1) This council shall be called the Northwest Territories Archives Council, hereafter referred to as the Council.
- 2) OBJECTIVES OF THE COUNCIL:
 - a) Secure recognition of archives as a unique heritage source within the Northwest Territories
 - b) facilitate co-operative ventures between its members, archives and non-archival agencies, both within government and without
 - c) encourage the establishment of archival repositories dedicated to the preservation of the records of native organizations, the principal grouping of the N.W.T., N.W.T. based business; and N.W.T. communities
 - d) rationalize collecting policies among the archival agencies which make up the Archival Council of the N.W.T.
 - e) offer general and specialized training in archival methodology
 - f) to promote the recognition, documentation and preservation of traditional knowledge shared orally, as a principle means of preserving and promoting the cultures and languages of indigenous peoples in the N.W.T.
- 3) The operations of the Council are to be chiefly carried on in Yellowknife, N.W.T.

BYLAWS

1) TERMS OF ADMISSION:

Any institution that supports the objectives of the Council shall be eligible for admission to membership in the Council on payment of the membership fee.

2) RIGHTS OF MEMBERS:

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

3) OBLIGATIONS OF MEMBERS:

Each member shall pay an annual membership fee at such time and in such an amount as is determined by a majority of members at each annual general meeting.

4) WITHDRAWAL AND EXPULSION OF MEMBERS:

- a) Any member may withdraw from membership in the Council by notice in writing to any member of the Board of Directors.
- b) Any member whose conduct is considered detrimental to the Council may be expelled by a resolution passed by a majority of the Directors of the Council.
- c) Any member who is more than sixty (60) days in default in paying annual dues may be expelled by a resolution passed by a majority of the Directors of the Council.

5) MEETINGS:

- a) An annual general meeting will be held between thirty-one (31) and one hundred and eighty (180) days after the end of the fiscal year.
- b) The general meetings of the Council shall be held at times agreed upon by a majority of the Directors of the Council.
- c) Any five (5) paid up members may call a general or special meeting by presenting a signed request to the Board of Directors, who shall call the meeting within thirty (30) days of receipt of request.
- d) Each paid up member is entitled to one vote on any vote or resolution. The vote may be made in person or by proxy vote, either a written signed submission or a verbal submission made to a Director of the Council.
- e) Quorum for any vote or resolution shall be thirty (30) percent of the paid up members. *
- f) At each meeting, a chairman for the following meeting shall be designated. The chairman shall determine, upon consultation with members and Directors of the Council, an agenda and appoint a secretary for that meeting. The chairman shall be responsible for giving public notice of the meeting.
- g) Notice to the public of any general or special meeting shall be given at least ten (10) days prior to the date set for the meeting, by the posting of notices and or publication in a newspaper and/or radio announcements. Notices will give the time, place and agenda for the meeting.

6) DIRECTORS:

- a) The Directors shall be responsible for conducting the affairs of the Council in accordance with the Objects and By-Laws of the Council, and the Societies Act.

- b) Until the first annual general meeting, the Directors shall consist of interested subscribers to the Application and By-laws.
- c) At the first annual general meeting there shall be between four (4) and twelve (12) directors elected from among the members of the Council. (4)
- d) At each annual general meeting there shall be between four (4) and twelve (12) Directors elected from among the members of the Council. (4)
- e) Directors shall retire from the office at the annual general meeting but may be elected to a new term at the meeting.
- f) The majority of Directors shall have the power to appoint any member of the Council to fill a vacancy in their numbers. Any Director so appointed shall retire from office at the annual general meeting.
- g) Directors have the power to appoint from their own number a President, Treasurer or other such officers as are deemed necessary, and to assign duties to them.
- h) A majority of Directors shall constitute a quorum at any Directors meeting.
- i) Directors shall vote on any motion in person or by a written signed submission or verbal submission made to another Director of the Council.
- j) The Directors shall appoint chairmen to head necessary committees who shall be responsible to the Directors. Responsibilities of chairmen are automatically dissolved with the election of new Directors at the annual general meeting, but chairmen may be reappointed to the same office or another designated office by the new Board of Directors.
- k) Any Director may be expelled by a 2/3 majority vote of the Directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out duties as provided in these By-laws.

- 1) 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 of the annual general meeting.
- 7) OFFICERS:
- a) The Directors from their own number shall, at their first annual meeting after incorporation and at the annual general meeting in each succeeding year, elect a President, Vice President, Secretary, Treasurer and other such officers as are deemed necessary.
 - b) 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.
 - c) The President shall, when present, preside at all meetings of the members and of the directors. The President shall be responsible for the general management and supervision of the affairs and operations of the society.
 - d) The Secretary shall cause to be communicated notices of all meetings of members and all meetings of directors. The Secretary shall be responsible for keeping minutes of all such meetings.
 - e) The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Society.
 - f) The Vice-President shall exercise 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.

8) BORROWING POWERS:

The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the operation of the Council in such manner as they see fit.

9) DISPOSAL OF FUNDS:

- a) All monies received by or on behalf of the Council shall be deposited in the Council's bank account in trust for the Council, which account shall be with one of the chartered banks of Canada.
- b) All disbursements from the trust bank account shall be made by cheques signed by any two Directors. X
- c) At each annual general meeting a financial statement containing the assets and liabilities of the Council in the form of a balance sheet and the receipts and disbursement of the Council since the previous annual general meeting and signed by an auditor or by two directors if there is no auditor and shall be presented to the members of the Council for inspection.

10) SEAL AND SIGNING AUTHORITY

- a) The seal of the Council shall consist of the word "seal" surrounded in a circle by the exact name of the Council.
- b) The seal shall be fixed to any instrument or document by the authority of a resolution of the Directors, and in the presence of at least two of the Directors.
- c) The seal shall be kept in the custody of the secretary and shall not be offered 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.
- d) Any two Directors shall have the authority to sign instruments or documents on behalf of the Council.

11) MINUTES OF MEETINGS, BOOKS AND RECORDS:

All books and records of the Council shall be open to the inspection of members at each annual general meeting.

12) FISCAL YEAR:

The fiscal year of the Council shall end on the 31st day of March of each year.

13) MAKING, ALTERING AND RESCINDING BY LAWS:

By-laws of the Council may be rescinded, altered or added to at the annual general meeting or by extraordinary resolution of the Council 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.

In witness whereof we have subscribed our names to this application and By-laws this 13 day of February 1988.