



Folk On The Rocks

October 17, 2022

To Yellowknife and all of our Northern Community,

As the incoming President, I want to extend a huge thank you to our audience, staff, volunteers and my fellow Board Members for welcoming me into this role. I also want to thank Ashley Makohoniuk, our former President, for passing this organization on to me in such great shape. It has been an honour and a wonderful learning experience so far.

What a year 2022 was! It was incredible to have things back in full swing and welcome back artists from all across Canada and other parts of the globe! Some of my highlights included Haviah Mighty, Mise en Scene, Saltwater Hank, and of course all of our local talent!

I am very proud of the incredible work we have done towards improving accessibility on the festival site and creating stronger community connections; This year, we forged an exciting new partnership with Strong People Strong Communities that resulted in a beautiful mural by Brian Kowikchuk. We also honoured longtime partnerships like continuing on with our Performing Arts and Queer Justice Camp with Northern Mosaic Network and much more. Just some of the organizations we partnered with included Ecology North, Association franco-Culturelle de Yellowknife, Moms, Boobs and Babies, Cabin Radio, Media Tenois and the Art Gallery of the NWT.

In carrying on with the festivities and creating artistic connections, we are hosting an Artist In Residency Program with free performances by Desiree Dawson featuring local artists throughout November at Makerspace. Come say hi!

Thank you again for all of your support in 2022. See you July 14-16, 2023, on the beautiful shores of Long Lake.

Sincerely,

Kayla Cooper
President
Folk On The Rocks Society



Folk On The Rocks
AGM Zoom FAQ
November 8, 2022 7:00PM MST

What to expect when attending...

- Please ensure you have downloaded the **latest version of Zoom** found [here](#)
- Zoom will prompt you to join with video and join with audio. You are encouraged to keep your video on if you are comfortable with that.
 - Your mic will likely be muted upon entry and should stay muted. Unless you have requested/been prompted to ask a question
- You can see other audience members by using 'gallery view'.
 - This is located on the top right corner of the Zoom screen
- Feel free to use the chat to ask a question and we will do our best to respond promptly.
 - There will be time allocated for questions near the end of the agenda (New Business)
 - To ask a question please use the raise hand signal which can be located when you click the 'Participants' followed by clicking the 'Raise Hand' icon
- Please be respectful in the meeting and of your fellow FOTR Members.
 - Although this is an online meeting we expect all attendees to comply with our [Safe Space Policies](#)
- If you wish to view the event on a TV or other larger display, you will need to connect your device via a physical cable or mirror your entire screen with a service like AirPlay or Chromecast. Zoom does not currently have a dedicated casting option.
- HOW-TO 'Motions to be carried'.

We will be digitally following [Robert's Rules of Order](#)

- The President (and Meeting Chair) will put forth the Agenda Item and/or Motion.
 - At this time there will be space allotted for questions and discussion
- After the discussion period has ended the President put forth the Motion to Approve
 - Address the President by using the 'Raise Hand' icon if you would like to Approve the Motion
 - Co-host will call out and note the motion-er and then clear raised hands
 - The motion will require a second 'Raised Hand' icon- feel free to use the 'Raise Hand' icon if you would like to second a motion
 - Co-host will note the second-er and then clear raised hands
 - If multiple hands go up for the First Motion two of these can also be counted
 - Motion is then passed



Folk On The Rocks

Agenda for Annual General Meeting of the Folk On The Rocks Society Tuesday, November 8th, 7PM MST Online

1. Call to Order of the Annual General Meeting- called to order
2. Review of online AGM FAQ
3. **MOTION:** to approve the agenda
4. **MOTION:** to accept the previous Annual General Meeting minutes
5. Presidents and Executive & Artistic Director Report (slideshow presentation)
6. Financial Business
 - Presentation of the 2022 Financial Statements
 - **MOTION:** To approve the 2022 Financial Statements
 - Approval of membership fees- \$10
 - **MOTION:** To approve the increase in membership fees
7. Updated Bylaws
 - Presentation to move fiscal year-end to March 31st Annually (date included in updated proposed by-laws)
 - **MOTION:** To move fiscal year-end
 - Presentation of Updated Bylaws
 - **MOTION:** To approve updated Bylaws
8. Nominations:
 - a. Role of the Board and Directors (video presentation)
 - b. Confirmation of Returning Directors
 - c. Elections for the following positions:
 - President
 - Nominee (returning): Kayla Cooper
 - Treasurer (one-year term)
 - Nominee: Zachary Silva
 - Secretary
 - Nominee: Camilla MacEachern
 - Member-At-Large (2 positions)
 - Nominee (returning): Patrick Meloche
 - Nominee: Mallorie Malone
 - Nominee: Francois Roussow



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- Nominee: Jay Boast
 - d. Speech of Qualifications by Director at Large Candidates. Time allotted for candidates' speeches- maximum of 2 minutes each
 - Nominee: Mallorie Malone
 - Nominee: Francois Rousow
 - Nominee: Jay Boast
 - Nominee (returning): Patrick Meloche
 - Question and Answer period for Director at Large Candidates - 5 minutes
9. New Business
Additional questions or concerns from members
10. Date for the 2023 Folk On The Rocks Festival – July 14th-16th, 2023
11. **MOTION:** to adjourn the meeting



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Folk On The Rocks
Minutes for Annual General Meeting of the Folk On The Rocks Society
Saturday, November 13th, 2021 at 1PM MST Online

1. Call to Order of the Annual General Meeting- called to order @ 1:15PM
2. Review of online AGM FAQ
3. **MOTION:** to approve the agenda - Mel Leanoard/Camilla MacEachern
4. **MOTION:** to accept the previous Annual General Meeting minutes - Marino Caseber/ Mike Westwick
5. Presidents and Executive & Artistic Director Report (slideshow presentation)
6. Financial Business
 - Presentation of the 2021 Financial Statements
 - Approval of membership fees- \$5

MOTION: To approve the 2021 Financial Statements - Mike Westwick / Keith MacNeill
MOTION: Approval of membership fees- \$5- Mel Leanoard/ Aaron Black
7. Nominations:
 - a. Role of the Board and Directors (video presentation)
 - b. Confirmation of Returning Directors- AM, ML, KC
 - c. Elections for the following positions:
 - Vice President
 - Nominee (returning): Christina Monroe
 - Treasurer
 - Nominee (returning): Connie Lee
 - d. Speech of Qualifications by Board Candidates
 - Director at Large- 2 positions.
 - Time allotted for candidates speeches- maximum of 2 minutes each
 - Nominee (returning): ~~Camilla MacEachern~~ - withdrawn
 - **Nominee (returning): Mike Westwick -Confirmed**
 - **Nominee: Brie O'Keefe -Confirmed**
 - Nominee: Lea Fraser
 - Director at Large- 1 position (one-year term)
 - Time allotted for candidates speeches- maximum of 2 minutes each





- ~~Mandee McDonald~~ - withdrawn
 - **Patrick Meloche- Confirmed**
8. New Business
Additional questions or concerns from members
9. **Date for the 2022 Folk On The Rocks Festival – July 15th-17th, 2022 - Confirmed**
10. **MOTION:** to adjourn the meeting - **2:25PM**



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FOLK ON THE ROCKS
Yellowknife, NT

FINANCIAL INFORMATION
For the year ended August 31, 2022

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COMPILATION ENGAGEMENT REPORT

To the Management of
Folk On The Rocks

On the basis of information provided by Management, we have compiled the Statement of Financial Position of Folk On The Rocks as at August 31, 2022, the Statements of Operations and Changes in Net Assets and Cash Flows for the year then ended, and note 1, which describes the basis of accounting applied in the preparation of the compiled financial information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, Compilation Engagements, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.

Avery Cooper & Co. Ltd.

Avery Cooper & Co. Ltd.
Chartered Professional Accountants
Yellowknife, NT

October 12, 2022

FOLK ON THE ROCKS

STATEMENT OF FINANCIAL POSITION

August 31, 2022

	<u>2022</u>	<u>2021</u>
ASSETS		
CURRENT		
Cash	\$ 39,924	\$ 124,441
Accounts receivable (note 2)	63,906	17,261
Government remittances receivable	<u>22,953</u>	<u>32,054</u>
	126,783	173,756
TANGIBLE CAPITAL ASSETS	<u>138,321</u>	<u>4,042</u>
	<u>\$ 265,104</u>	<u>\$ 177,798</u>
LIABILITIES		
CURRENT		
Trade payables and accruals	\$ 79,749	\$ 68,724
Deferred revenue	<u>135,000</u>	<u>-</u>
	214,749	68,724
LOAN PAYABLE	<u>90,000</u>	<u>130,000</u>
	304,749	198,724
NET ASSETS		
ACCUMULATED SURPLUS per page 2	<u>(39,645)</u>	<u>(20,926)</u>
	<u>\$ 265,104</u>	<u>\$ 177,798</u>

Approved:



President



Treasurer

FOLK ON THE ROCKS

STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS

For the year ended August 31, 2022

	<u>2022</u>	<u>2021</u>
REVENUES		
Donations, grants and contributions	\$ 381,229	\$ 280,450
Tickets - Festival and special events	319,058	278,578
Beverage and food	104,193	91,072
Merchandise sales	26,629	22,671
Vendor commissions and fees	15,238	10,095
Other	<u>22,391</u>	<u>7,266</u>
	<u>868,738</u>	<u>690,132</u>
COST OF SALES		
Beverage and food	53,785	47,731
Marketing and promotion	49,128	25,817
Merchandise sales	33,560	25,963
Other events	41,834	59,718
Performers	146,642	95,250
SOCAN fees	5,164	6,500
Site repairs and maintenance	71,106	117,650
Sound	<u>66,800</u>	<u>44,450</u>
	<u>468,019</u>	<u>423,079</u>
GROSS MARGIN	<u>400,719</u>	<u>267,053</u>
EXPENSES		
Amortization	15,885	1,177
Communications	6,529	6,160
Contractors	319,859	233,338
Freight	12	-
Insurance	7,367	5,961
Interest and bank charges	15,344	17,835
Office and administration	9,989	9,779
Professional fees	3,413	5,875
Security, society and training	21,268	8,023
Supplies, volunteers and development	11,648	6,468
Travel	<u>8,124</u>	<u>10,274</u>
	<u>419,438</u>	<u>304,890</u>
DEFICIENCY OF REVENUES OVER EXPENSES	(18,719)	(37,837)
ACCUMULATED SURPLUS, opening	<u>(20,926)</u>	<u>16,911</u>
ACCUMULATED SURPLUS, closing	<u>\$ (39,645)</u>	<u>\$ (20,926)</u>

FOLK ON THE ROCKS

STATEMENT OF CASH FLOWS

For the year ended August 31, 2022

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipts from customers and supporters	\$ 966,194	\$ 794,146
Cash paid for contractors	(540,689)	(570,138)
Cash paid for contractors	<u>(319,859)</u>	<u>(233,338)</u>
	105,646	(9,330)
CASH FLOWS FROM FINANCING ACTIVITY		
Decrease in loan payable	(40,000)	-
CASH FLOWS FROM INVESTING ACTIVITY		
Purchase of tangible capital assets	<u>(150,163)</u>	<u>-</u>
DECREASE IN CASH	(84,517)	(9,330)
CASH, opening	<u>124,441</u>	<u>133,771</u>
CASH, closing	<u>\$ 39,924</u>	<u>\$ 124,441</u>

FOLK ON THE ROCKS

NOTES TO THE FINANCIAL INFORMATION

August 31, 2022

1. BASIS OF ACCOUNTING

The basis of accounting applied in the preparation of the Statement of Financial Position of Folk On The Rocks as at August 31, 2022, and the Statements of Operations and Changes in Net Assets and Cash Flows for the year then ended, is the historical cost basis and reflects cash transactions with the addition of the following:

- (i) accounts receivable less an allowance for doubtful accounts
- (ii) capital assets amortized on a systematic basis
- (iii) investments recorded at cost
- (iv) accounts payable plus any accrued liabilities
- (v) loans payable plus any accrued interest as at the reporting date
- (vi) revenue recognized when received or receivable

2. ACCOUNTS RECEIVABLE

	<u>2022</u>	<u>2021</u>
C. McFadden	\$ 157	\$ 157
CanNor	15,000	12,066
Canada Council for the Arts	25,950	-
Canadian North	-	480
GNWT ECE	-	4,500
Ice Wireless	(43)	(42)
Kim Villagante	2,751	-
Steve Fabien	100	100
Pinnguaq	(1)	-
Various - Stripe Payments	<u>19,992</u>	<u>-</u>
	<u>\$ 63,906</u>	<u>\$ 17,261</u>

3. COVID-19

On March 11, 2020, there was a global outbreak of a novel coronavirus known as COVID-19, which has had a significant impact on organizations and companies through the restrictions put in place by federal, provincial, territorial and municipal governments regarding travel, business operations and isolation or quarantine orders.

While the Society is unable to quantify the overall financial effect of these events, it continues to take measures to mitigate the effects of the current crisis.



Folk On The Rocks Proposal to Move Fiscal Year-End

Currently, FOTR's fiscal year-end is August 31st each year however, this is causing some problems with the annual closeout and financial statements as the society is still in wrap/recovery mode post-festival.

The Board would like to move the FOTR Society's fiscal year-end to March 31 annually for the following reasons:

- 1. To better align with the government fiscal year as FOTR is so heavily reliant on government funding.**
 - This will allow for most payouts from government funders to be received by closeout and for new payments to align with FOTR's fiscal year-end.
 - It will make FOTR's internal and external (mostly to funders) reporting much easier as the spending and closeouts will align.
- 2. To ensure the majority of bills and invoices are paid up (both incoming and outgoing).**
 - Currently, FOTR is still waiting on payments and receiving supplier invoices at the time of the fiscal year closeout, because it so close to the end of the festival, which causes FOTR's accountant to have to reopen the annual ledger and adjust the Financial Statements- often months later
- 3. To give a better representation of cash flow to the Society's membership.**
 - Moving the presentation of Financial Statements will allow for the membership to see FOTR's cashflow in a more 'natural' way. When presented with the numbers from August it looks like FOTR usually sitting on a lot of cash however, this is more likely because FOTR is still settling unpaid bills from the festival.



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Notes

The proposed plan has been vetted by the FOTR legal team, Lawson Lundell, and was recommended by them in agreeance with the reasons listed above. Based on the fact the fiscal year-end is listed in the Society's by-laws, this change would have to be approved by the membership. This is included in the updated By-laws.

Because usually, an AGM would need to be held within 90 days of the Fiscal Year-End part of the motion with the approval of this change would be that there is an AGM in spring 2023 terms are carried on until the next AGM in the spring of 2024.

Be it resolved that the society adopt the amended and restated by-laws as presented to the membership and that the term of any director that was to expire at the 2023 AGM shall be extended to the AGM held in 2024.



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Constitutions and Bylaws

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CONSTITUTION

The objectives of the Folk On The Rocks Society are:

- 1.1 To advance the development of the performing arts in the Northwest Territories;
- 1.2 To promote and support Northern and circumpolar talent in music, art and entertainment;

- 1.3 To put on culturally diverse entertainment events for the benefit of Northwest Territories residents and performers; and
- 1.4 To cooperate with other organizations of similar purposes.

BYLAWS

2. INTERPRETATION

- 2.1 The following words and phrases shall have the meaning ascribed to them below and the grammatical variations of such terms shall have the corresponding meanings:
 - (a) “**Act**” means the *Societies Act* (Northwest Territories);
 - (b) “**Board**” means the board of Directors of the Society;
 - (c) “**Director**” means a director of the Society;
 - (d) “**Executive Committee**” means the executive committee of the Society consisting of the President, Vice President, Treasurer and Secretary;
 - (e) “**Executive Director**” means the executive director of the Society;
 - (f) “**Member**” means a member of the Society;
 - (g) “**Membership**” means, collectively, the Members of the Society;
 - (h) “**Membership Fee**” means the annual fee payable for membership in the Society; and
 - (i) “**Society**” shall mean the Folk on the Rocks Society.
- 2.2 The following rules of interpretation must be applied in interpreting these Bylaws:
 - (a) Words indicating the singular number also include the plural, and vice-versa;
 - (b) Headings are for convenience only and do not affect the interpretation of this Bylaw;
 - (c) All terms used in these Bylaws and which are defined in the Act or the shall have the meanings given to such terms in that Act; and
 - (d) This Bylaw shall be interpreted broadly and generously.
- 3. NAME, LEGAL FORM, AND HEAD OFFICE
 - 3.1 The name of the Society shall be the Folk on the Rocks Society.

- 3.2 Subject to the Act, the head office and banking institution of the Society shall be located in Yellowknife, Northwest Territories and may only be transferred to another location following a resolution of the Board.

4. NEUTRALITY AND NON-DISCRIMINATION

- 4.1 Discrimination of any kind against a person or group of people on account of ethnic origin, gender, language, sexual orientation, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion or in accordance with other Policies of the Society.

5. FISCAL YEAR

- 5.1 The financial year for the Society shall end on March 31.
- 5.2 The annual financial statements of the Society shall be presented to the Membership at the annual general meeting.

6. MEMBERSHIP

- 6.1 Any individual who supports the objectives of the Society shall be eligible to become a Member.
- 6.2 Any individual wishing to become a Member of the Society shall apply in writing to the Board of the Society at each annual general meeting.
- 6.3 The new Member shall be admitted upon submitting a completed and signed application and paying the Membership Fee.
- 6.4 The Executive Director, at their sole and absolute discretion, may waive the Membership Fee for individuals who have performed extra-ordinary service to the Society.
- 6.5 The Membership Fee shall be set by the Executive Director each year and shall be payable at the annual general meeting.

7. MEMBERS' RIGHTS AND OBLIGATIONS

- 7.1 A Member of the Society has the following rights:
- (a) To take part in all general meetings of the Society, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 15;
 - (b) To submit proposals, through the Executive Director, for inclusion on the agenda of all general meetings of the Society;
 - (c) To attend all events and the annual festival of the Society (subject to any fees or ticket prices);
 - (d) To nominate candidates for the Board of the Society;

- (e) To resign at any time by Notice to the Executive Director; and
 - (f) To exercise all other rights arising from these Bylaws and other policies of the Society.
- 7.2 The exercise of these rights is subject to other provisions in these Bylaws and the applicable policies and procedures of the Society.
- 7.3 A Member of the Society has the following obligations:
- (a) To respect the Bylaws, policies, and decisions of the Society at all times;
 - (b) To ensure the proper election of the Board; and
 - (c) To comply fully with all other duties arising from the Bylaws and other policies of the Society.

8. ANNUAL GENERAL MEETINGS

- 8.1 The Society shall hold an annual general meeting each year, which will be advertised in social media and any other media or venue as determined by the Board.
- 8.2 The annual general meeting of the Society shall be held between thirty (30) and ninety (90) days following the end of the fiscal year. The place and date will be determined by the Board.
- 8.3 All Members shall receive at least twenty-one (21) days' notice of the annual general meeting and shall receive the following written materials: Agenda, President's Report, previous annual general meeting Minutes, Financial Statements, any proposed amendments to the Bylaws, and any other relevant materials no later than ten (10) days before the meeting.
- 8.4 The Executive Director shall prepare the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the annual general meeting shall be sent to the Executive Director in writing, with a brief explanation, at least fourteen (14) days before the date of the annual general meeting.
- 8.5 The business at the annual general meeting shall include:
- (a) Call to Order
 - (b) Approval of the Agenda
 - (c) Adoption of Minutes from the previous general meeting
 - (d) President's Report
 - (e) Finance Report

- (f) Approval of the Financial Statements
- (g) Executive Director's Report
- (h) Amendments to Bylaws
- (i) Election of Directors
- (j) New Business
- (k) Next annual general meeting
- (l) Adjournment

8.6 At a general meeting of the Society, at least four (4) Members must be represented to constitute a quorum.

9. SPECIAL GENERAL MEETING

9.1 The Board may convene a special general meeting at any time.

9.2 The Board must convene a special general meeting if a majority of the Members of the Society make such a request in writing. The request shall specify the issue for discussion for the agenda. A special general meeting shall be held within forty-five (45) days of receipt of the request.

9.3 At a special general meeting, at least four (4) Members must be represented to constitute a quorum.

9.4 Fourteen (14) days' notice shall be given of any special general meeting and the Board and all Members shall receive all relevant meeting materials no later than ten (10) days before the meeting.

9.5 When a special general meeting is convened on the initiative of the Board, it must draw up the agenda. When a special general meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.

9.6 The agenda of a special general meeting may not be altered.

10. DECISIONS OF THE MEMBERSHIP

10.1 Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.

10.2 A decision that requires a vote shall be reached by a show of hands.

10.3 A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at an Annual General or special general meeting of the Society.

- 10.4 In the event of a tie vote, the President of the Society shall have a deciding vote only, at all Annual General and Special Meetings of the Society.
- 10.5 Decisions passed at Annual General and Special Meetings of the Society shall come into effect the day after the close of the meeting unless the Society fixes another date for a decision to come into effect.

11. BOARD COMPOSITION AND ELECTION

- 11.1 The Board shall be comprised of eight (8) Directors, four (4) of whom shall be Officers.
- 11.2 There shall be four (4) Officers of the Society:
- (a) President;
 - (b) Vice President;
 - (c) Treasurer; and
 - (d) Secretary.
- 11.3 The Officers shall be elected by the annual general meeting.
- 11.4 There shall be four (4) additional Directors at large who shall be elected at the annual general meeting.
- 11.5 In order to be eligible to be a Director, an individual shall:
- (a) Be a Member;
 - (b) Be at least 18 years of age;
 - (c) Be interested in furthering the objectives of the Society; and
 - (d) Not be an undischarged bankrupt.

12. POWERS AND DUTIES OF THE BOARD

- 12.1 The powers and duties of the Board include, but are not limited to:
- (a) Developing and promoting the Society's mission, vision and values;
 - (b) Developing a strategic direction for the Society;
 - (c) Supervision, control, direction and risk management of the affairs of the Society;
 - (d) Maintaining and protecting the assets and property of the Society;
 - (e) Approving an annual budget for the Society;

- (f) Appointing, evaluating and compensating the Executive Director;
 - (g) Establishing and maintaining effective governance practices;
 - (h) Subject to the Act, a quorum of Directors may fill a vacancy among the directors;
and
 - (i) Without limiting the general responsibility of the Board, delegating its powers and duties to committees or the Executive Director, except those powers which, under the Act, the Board may not delegate.
- 12.2 Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the Executive Director.
- 12.3 The Society may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 12.4 The Society may borrow funds upon such terms and conditions as the Board may determine.
- 12.5 Any act of the Board, whether within the jurisdiction of the Board or not, which is sanctioned either expressly or implied at a subsequent annual general meeting of the Society, shall be deemed to be an act of the Society and may not afterwards be impeached by any Member of the Society on any ground whatsoever.
- 12.6 Officers, Directors or Committee members shall not receive any remuneration for their services. Those attending any meetings of the Society, Board meetings, or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Society as the Directors may decide to be reasonable and as the funds of the Society permit.
- 13. PRESIDENT AND VICE PRESIDENT**
- 13.1 The President is primarily responsible for:
- (a) Ensuring the implementation of decisions of the Board through the Executive Director;
 - (b) Relations between the Society, its Members, funders, partners and other government bodies; and
 - (c) The President shall be an ex-officio member of all committees.
- 13.2 The President shall preside over the Board and other Committees of which the President has been appointed Chair.

- 13.3 If the President is absent or unavailable, the Vice President will serve in the President's place.
- 13.4 The Vice President is primarily responsible for:
- (a) Working closely with the President to provide leadership and direction for the Society
 - (b) Assisting the President with the delivery of the Executive and Artistic Director's annual performance review; and
 - (c) Performing the duties of the President in the President's absence or inability to act.

14. TREASURER

- 14.1 The Treasurer shall be accountable for the fiscal affairs of the Society and shall be primarily responsible for:
- (a) Working closely with the President to provide direction for societal finances;
 - (b) Overseeing all the annual preparation of the financial statements; and
 - (c) Overseeing the Society's finances in coordination with the Executive and Artistic Director.

15. PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS

- 15.1 No paid employee of the Society shall sit as a Director or Officer of the Board.
- 15.2 An Officer desirous of accepting nomination to a different office of the Society shall first resign from their current position prior to the election process.
- 15.3 Separate elections shall be held for each vacant Officer position and the candidate receiving the most number of votes shall be elected.
- 15.4 Where two or more candidates are running for a single position, voting shall be by secret ballot.
- 15.5 For all of the vacant non-Officer/Director-at-large vacancies there shall be one election and:
- (a) each Member shall have one vote;
 - (b) the individual receiving the most votes shall fill the first vacancy;
 - (c) the person receiving the second greatest number of votes shall fill the second vacancy; and

- (d) in the event that there are more than two vacancies, the same principle shall apply to any remaining vacancies.

15.6 Where there is a tie between two or more candidates with the least number of votes, the annual general meeting shall break the tie by ballot.

16. TERMS AND VACANCIES

16.1 Officers and Directors shall be elected each for a two-year term in accordance with the following schedule:

- (a) In even-numbered years:

- (i) President
- (ii) Secretary
- (iii) Two (2) Directors

- (b) In odd-numbered-years:

- (i) Vice President
- (ii) Treasurer
- (iii) Two (2) Directors

16.2 The position of Officer or Director shall be considered to be vacated if:

- (a) the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board; or
- (b) the Officer or Director be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors.

16.3 If the position of an Officer or Director becomes vacant during the individual's term, the Board may appoint a new Officer or Director in the individual's stead.

16.4 Those persons named or appointed to fill vacant positions on the Board shall serve until the Society's next annual general meeting.

17. MEETINGS OF THE BOARD OF DIRECTORS:

17.1 The Board shall meet at least six (6) times a year.

17.2 The President shall convene meetings of the Board. If 50% of the Directors request a meeting, the President shall convene it within twenty-one (21) days.

17.3 At all Board meetings a majority of Directors shall form a quorum.

- 17.4 The President shall compile the agenda of meetings of the Board. Each Officer and Director shall be entitled to propose items for inclusion in the agenda. Officers and Directors shall submit the items they wish to be included on the agenda to the Executive Director at least ten (10) days before the meeting. The agenda and all relevant material must be sent out to the Board at least seven (7) days before the meeting.
- 17.5 Meetings of the Board may be conducted by telephone conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.
- 17.6 Voting by proxy at meetings of the Board is not permitted.
- 17.7 The Board shall reach decisions by a majority of the Directors present. In the event of a tie vote, the President shall have a casting and deciding vote.
- 17.8 The decisions rendered by the Board shall be recorded in the minutes.
- 17.9 The decisions taken by the Board shall come into effect immediately, unless the Board decides otherwise.

18. COMMITTEES

- 18.1 The standing committees of the Board shall consist of:
- (a) Executive Committee;
 - (b) Human Resources Committee;
 - (c) Finance Committee;
 - (d) Governance and Communications Committee
- 18.2 The Board may, by resolution, establish additional standing or special committees or eliminate such additional standing or special Committees as it, from time to time, deems necessary for properly and efficiently carrying out the objectives and functions of the Society.
- 18.3 The Board may adopt Terms of Reference setting out duties and responsibilities of committees.
- 18.4 The Executive Committee is responsible for:
- (a) Conducting the urgent business of the Board between meetings of the Board;
 - (b) Providing guidance to the Executive Director;
 - (c) Confidential personnel matters relating to the Executive Director;
 - (d) Determining the membership of Board committees; and

- (e) Setting the agenda for meetings of the Board.

19. EXECUTIVE DIRECTOR

- 19.1 The Executive Director is responsible for the day-to-day administration and operations of the Society.
- 19.2 The Executive Director shall be appointed by the Board and shall be the sole appointee of the Board.
- 19.3 The Executive Director shall be responsible for:
 - (a) Ensuring overall delivery of the programs and services offered by the Society, while adhering to its mission, vision, values and strategic priorities;
 - (b) Managing and keeping the accounts of the Society;
 - (c) Compiling the minutes of the Annual General and Special Meetings of the Society, meetings of the Board, and of the Committees;
 - (d) Being accountable to the Board for the proper and legal conduct of the business of the Society;
 - (e) The organization of the work of the Society and for the engagement, supervision, direction, and discharge of all employees and volunteers;
 - (f) Relations with Members, committees, funders, partners and other stakeholders; and
 - (g) Organizing and overseeing the administration of the Society.
- 19.4 The Executive Director shall be responsible for the corporate affairs of the Society and shall have other such duties as assigned.
- 19.5 The Executive Director shall attend and participate in the Annual General and Special Meetings of the Society, as well as meetings of the Board.
- 19.6 The Executive Director shall have a voice but no vote at all Annual General and special general meetings of the Society and meetings of the Board.

20. INDEMNITY

- 20.1 Subject to the limitations contained in the Act, the Society shall indemnify a Director or Officer, a former Director or the Executive Director, or a person who undertakes or has undertaken any liability on behalf of the Society, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceedings to which such person is made a party by reason of being or having been a Director or Executive Director of the Society, if:

- (a) Such person acted honestly and in good faith with a view to the best interest of the Society; and
- (b) In the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

21. AUDITOR

- 21.1 The accounts of the Society shall be audited upon the request of the Board of Directors by an external and independent licensed public accountant.
- 21.2 The auditor shall be appointed by the Board of Directors.

22. BOOKS AND RECORDS

- 22.1 The Board shall ensure that all books and records of the Society required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Society.

23. AMENDMENTS TO THE BYLAWS

- 23.1 Members and the Board of Directors may propose changes to the Bylaws which shall only be amended at an annual general meeting or a special general meeting called for that purpose, and provided that notice and all proposed amendments have been delivered to the Executive Director at least fifteen (15) days before the meeting. The Executive Director shall forward a copy of the proposed amendments to the Members at least fifteen (15) before the date of the meeting.
- 23.2 Adoption of any proposed Bylaw amendment shall require a two-thirds (66%) majority of the votes eligible to be cast by the Members present.
- 23.3 These Bylaws are ratified by an Extraordinary Resolution of the Members of the Society entitled to vote at a meeting duly called and held on [], 2022.
- 23.4 In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 23.5 These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the Northwest Territories.

24. RULES OF ORDER

- 24.1 All meetings of the Society shall be conducted according to Robert's Rules of Order insofar as they may apply.

25. UNFORSEEN CONTINGENCIES AND FORCE MAJEURE

25.1 The Board shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

26. DISSOLUTION

26.1 Any decision relating to the dissolution of the Society requires a two-thirds (66%) majority of all Members of the Society, which must be obtained at an annual general meeting or special general meeting specifically convened for this purpose.

26.2 Upon dissolution of the Society, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) which has objectives consistent with those of the Society as determined by the Board.