



By-Law Number 1

NMRPC General By-Law

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Section 1: Interpretation

1.1 In this and all other by-laws of the Nunavik Marine Region Planning Commission (NMRPC):

"Nunavik Inuit Land Claims Agreement" (NILCA) means the agreement entitled, *Agreement Between Nunavik Inuit and Her Majesty the Queen in right of Canada Concerning Nunavik Inuit Land Claims*, which was ratified by a vote of the Nunavik Inuit and by the *Nunavik Inuit Land Claims Agreement Act*, and was given effect and declared valid on July 10, 2008; and

"Implementation Plan" means the contract entitled, *Nunavik Inuit Land Claims Agreement Implementation Plan*, signed at Kuujuaq, Quebec on behalf of the Nunavik Inuit, the Government of Canada, and the Government of Nunavut on December 1, 2006.

1.2 In this and all other by-laws of the NMRPC, unless the context requires otherwise, words and phrases have the same meaning as in the NILCA.

1.3 The by-laws of the NMRPC shall be interpreted to avoid any inconsistency or conflict with the NILCA.

1.4 This and all other by-laws of the NMRPC shall be given such fair, large and liberal construction and interpretation as best ensures fulfillment of the objects of the NMRPC.

1.5 In this by-law and in all other by-laws of the NMRPC, unless the context requires otherwise, words importing the singular number or the masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

Section 2: Offices and Seal

2.1 The NMRPC shall establish its main office in Kuujjuaq or such other place in Nunavik as the NMRPC considers appropriate.

2.2 The NMRPC may establish additional offices at places it may determine by resolution.

2.3 The seal of the NMRPC shall be in the form impressed on the margin of this by-law.

Section 3: Objects (Statement of Purpose)

3.1 The objects of the NMRPC are to:

- (a) establish broad planning policies, objectives and goals for the Nunavik Marine Region (NMR) in conjunction with Government;
- (b) develop, consistent with the provisions of the NILCA, land use plans that guide and direct resource use and development in the NMR; and
- (c) generally, fulfill the objectives of the NILCA in the manner described, and in accordance with the general principles mentioned in section 6.2.1, as well as such additional functions as may be agreed by Government and Makivik.

3.2 NMRPC responsibilities shall be exercised in a manner consistent with the NILCA.

Section 4: Members of the NMRPC

4.1 The affairs of the NMRPC shall be managed by its members. The NMRPC shall consist of four (4) members appointed pursuant to section 6.4.5 of the NILCA and a further member to act as Chairperson appointed pursuant to section 6.4.10 of NILCA.

4.2 Each member shall be appointed to hold office during good behaviour for a term of three (3) years. A member may be reappointed to office.

4.3 A member may be removed from office at any time for cause by the body that appointed him or her.

4.4 A recommendation for removal for cause from the NMRPC shall be made to the body that appointed the member. Such a recommendation shall be made only if it is decided by a majority vote of the members present at a meeting of the NMRPC, and provided that any such member is first advised in writing of the precise grounds for recommendation for removal, and is provided an opportunity to make a statement in explanation and defence of his or her conduct. If his or her defence satisfies a majority of the members present,

no such recommendation shall be made.

4.5 Each member shall, before entering upon his or her duties as such, take and subscribe before an officer authorized by law to administer oaths, an oath in the form set out in Schedule 5-1 of the NILCA.

4.6 Rules relating to conflict of interest set out in specified federal and territorial laws shall apply to all members, but no member who is a Nunavik Inuk shall be considered biased solely because the member is an Inuk.

4.7 Members shall carry out their responsibilities on behalf of the public, and not as representatives of their appointing bodies.

4.8 Where a vacancy occurs, a replacement member may be appointed for the remainder of the original term, by the body that made the original appointment under Section 6.4.5 of the NILCA.

4.9 Federal and territorial public servants shall not be appointed to the NMRPC.

4.10 At least half of the membership of the NMRPC shall be residents of Nunavik.

4.11 Each member shall be paid fair and reasonable remuneration for work on the NMRPC.

4.12 Each member shall be entitled to be paid such travelling and living expenses incurred by that member in the performance of their duties as are consistent with the Government of Canada's Treasury Board guidelines for travelling and living expenses of public servants.

4.13 The costs of each non-voting observer shall be borne by the person or body sending that observer.

Section 5: Powers of the NMRPC

5.1 The NMRPC may exercise all such powers and do all such other acts and things as the NMRPC is authorized to do by the NILCA or the *Nunavik Inuit Land Claims Agreement Act*.

5.2 The NMRPC may make by-laws and rules, by way of resolution, including policies and procedures relating to public hearings of the NMRPC, including but not limited to:

- a) the calling of meetings and sittings of the NMRPC;
- b) the conduct of business at meetings of the NMRPC and the establishment of technical panels of the NMRPC;
- c) the procedures for making submissions, representations and complaints to the NMRPC;
- d) the procedures for collecting information and opinion, including the procedures for conducting formal and informal public hearings;
- e) generally the manner of conducting the business of or before the NMRPC; and
- f) the admissibility of evidence.

Section 6: Public Hearings of the NMRPC

6.1 The NMRPC may hold public hearings into any issue requiring a decision on its part.

6.2 In conducting its hearings, the NMRPC shall:

- (a) at all times, give weighty consideration to the tradition of Nunavik Inuit oral communication and decision making; and
- (b) allow standing at all hearings to a Makivik Designated Organization (MDO) as described in Article 22 of the NILCA.

Section 7: Public Applications, Representations and Complaints

7.1 The NMRPC may make by-laws and rules, by way of resolution, relating to applications, representations and complaints - including the form and content of such applications, representations and complaints - to the NMRPC.

Section 8: Confidential Information

8.1 The NMRPC shall, in obtaining and disclosing any information, be subject to laws of general application relating to confidentiality of, and access to, information, as if it were a government department.

8.2 Where the NMRPC has a discretion to disclose information to a member of the public, it shall exercise that discretion in a manner consistent with the NILCA.

Section 9: Meetings of the NMRPC

9.1 The NMRPC shall meet at least twice a year, and may meet as often as it deems fit.

9.2 The NMRPC shall, whenever practicable, meet in Nunavik.

9.3 The Chairperson shall convoke a meeting of the NMRPC within twenty one (21) days of receipt from any two (2) members of the NMRPC of a written request indicating the purpose of such a meeting.

9.4 The NMRPC may make a by-law permitting members of the NMRPC, in circumstances of emergency, to participate in a meeting of the NMRPC by means of teleconference or other facilities which permit all persons participating in the meeting to hear each other, and a member of the NMRPC participating in such a meeting by such means shall be deemed to be present at the meeting.

9.5 Subject to sub-section 9.3, meetings of the NMRPC shall be held at a date, time and place determined by the members at an earlier meeting.

9.6 Where the members have not determined a date, time and place for a meeting pursuant to sub-section 9.5, the Chairperson shall make a determination, and provide reasonable notice of the date, time and place of the meeting to the members.

9.7 No error or omission in giving notice of any meeting of the NMRPC shall invalidate such meeting or make void any of its proceedings.

9.8 A quorum for any meeting of the NMRPC shall consist of any three (3) members physically present or in attendance by virtue of sub-section 9.4.

9.9 All members of the NMRPC, except the Chairperson or any other member presiding, shall have one (1) vote, and the chairperson, or any other member presiding, shall vote only in order to break a tie.

9.10 All decisions of the NMRPC shall be decided by consensus, failing which, they shall be decided by a majority of votes cast.

9.11 Each member may execute either a general or special proxy in favour of another member.

9.12 The Chairperson shall preside over all meetings of the NMRPC.

9.13 In the absence or disability of the Chairperson, a meeting of the NMRPC shall be presided over by the Vice-Chairperson, if a Vice-Chairperson has been appointed, or by a member appointed by resolution of the members of the NMRPC for that purpose.

9.14 A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of the NMRPC is as valid as if it had been passed at a meeting of the NMRPC.

9.15 The Chairperson may submit for adoption reasonable and impartial rules of procedure to be followed consistent with the NILCA, the by-laws of the NMRPC and the rules of procedure usually followed by comparable deliberating assemblies.

9.16 A vacancy in the membership of the NMRPC does not impair the right of the remainder to act.

9.17 The Government of Canada, the Government of Nunavut, and Makivik each shall have the right to have technical

advisors attend all NMRPC meetings as non-voting observers.

9.18 The costs of each non-voting observer shall be borne by the person or body sending that observer.

Section 10: Officers, Committees and Employees of the NMRPC

10.1 The NMRPC may establish and define, by way of resolution, the functions of offices to be filled by members and others, and may appoint members and others to such offices from time to time.

10.2 The NMRPC may establish and define, by way of resolution, the functions of special and standing committees of the NMRPC and may appoint members and others to such committees from time to time. The Chairperson shall be an ex-officio member of all committees.

10.3 The NMRPC has the right to engage and remunerate officers and employees necessary for the proper conduct of business of the NMRPC. Such officers and employees shall be responsible to and under the direction and control of the NMRPC.

10.4 The NMRPC may, within its approved budget, engage and fix the remuneration of experts or persons having technical or special knowledge to assist the NMRPC.

10.5 There shall be a Regional Planner of the NMRPC who shall be hired by the NMRPC and who,

under the direction of the NMRPC, shall be secretary to the NMRPC, be responsible for the supervision of NMRPC staff, the implementation of NMRPC decisions and the day-to-day operations of the NMRPC.

10.6 Without diminishing or otherwise altering the NMRPC's ultimate authority and responsibility for the duties and responsibilities described in the NILCA, the *Nunavik Inuit Land Claims Agreement Act*, and this by-law, the NMRPC may delegate any of its responsibilities or duties to specific committees or officers of the Board by way of resolution.

Section 11: Duties of Officers

11.1 The Commission shall designate, by resolution, a chartered bank, trust company or financial services cooperative, as the NMRPC's banker.

11.2 The Commission shall designate, by resolution, the Chairperson, the Executive Committee, or any NMRPC member or officer to:

- (a) transact the banking business of the NMRPC;
- (b) keep full and accurate accounts of all Board assets, liabilities and transactions in the books of the NMRPC; and
- (c) deposit all monies, securities and other valuable effects in the name and to the credit of the NMRPC in the designated bank, trust company or financial services cooperative or, in the case of securities, with such registered dealer in securities as may be designated by the NMRPC from time to time.

11.3 The Chairperson, Executive Committee, or member or officer appointed by resolution for that purpose, shall, subject to Section 13, expend the funds of the NMRPC according to NMRPC policies, obtaining proper vouchers for such disbursements, and shall render to the NMRPC

members whenever they may require it, an accounting of all the transactions and a statement of the financial position of the NMRPC.

11.4 If a Vice-Chairperson is appointed by the NMRPC, the Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

11.5 The Regional Planner or another officer appointed by resolution for that purpose, shall act as secretary at all meetings of the NMRPC and record all votes and minutes of all proceedings in the books kept for that purpose.

11.6 The Regional Planner or another officer appointed by resolution for that purpose, shall ensure that all necessary books and records of the NMRPC, which may be reasonably required by NMRPC by-laws, the NILCA or any applicable statute or law, are regularly and properly kept.

11.7 The Regional Planner or another officer appointed by resolution for that purpose, shall be the custodian of the seal of the NMRPC.

**Section 12: Liability of the
NMRPC and Indemnities to
Board Members and Officers**

12.1 In discharging any duties or in exercising any powers in good faith, the NMRPC shall not be liable to any person, whether natural or artificial, for any loss or damage howsoever occurring.

12.2 Every member or officer of the NMRPC, and his or her heirs, executors, administrators and other legal personal representatives, shall be indemnified and saved harmless by the NMRPC, from and against:

(a) any liability and all costs, charges, and expenses that such individual sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and

(b) all other costs, charges, and expenses that such individual sustains or incurs in respect of the affairs of the NMRPC, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Section 13: Finance and Budgets

13.1 No expenditures shall be made in excess of the total level of expenditures authorized in any budget adopted by the NMRPC.

13.2 Expenditures may be made so as to depart from specific allocations contained within a budget adopted by the NMRPC, but no re-allocation of expenditures shall exceed \$25,000 without the prior approval of the NMRPC.

13.3 In addition to the requirements of sub-section 13.1, no decision involving the expenditures of monies, or the incursion or likely incursion of liability, in excess of \$50,000 shall be made without the prior approval of the NMRPC.

13.4 The fiscal year of the NMRPC shall be from April 1 in one year to March 31 in the following year.

13.5 Subject to sub-section 13.8, the NMRPC shall adopt, by way of resolution, a budget for each fiscal year.

13.6 The annual budget prepared by the NMRPC shall be reviewed and approved by Government.

Section 14: Auditors

14.1 An auditor shall be appointed each year, by resolution of the NMRPC, to audit the accounts of the NMRPC.

14.2 Audited financial statements and a financial report of the NMRPC, containing a balance sheet and a receipts and disbursements statement since the date of establishment of the NMRPC or date of the previous audited financial statements, and signed by the Chairperson and another Board member or officer appointed by resolution of the Board for that purpose, shall be presented at least annually, for the inspection and approval of the Board.

Section 15: Execution of Documents

15.1 Subject to sub-section 15.2, the Chairperson shall sign contracts, instruments and any documents in writing requiring the signature of the NMRPC, on behalf of the NMRPC. In the absence or disability of the Chairperson, the Vice-Chairperson, Regional Planner, or one or more members or employees appointed by resolution for that purpose, shall sign such contracts, instruments and documents on the Chairperson's behalf. All contracts, documents and instruments in writing so signed shall be binding upon the NMRPC without any further authorization or formality.

15.2 Notwithstanding sub-section 15.1, bank drafts, deposits, withdrawals, receipts, and similar papers associated with financial transactions on behalf of the NMRPC shall be signed by two (2) representatives of the NMRPC. Such representatives shall be any two of:

- the Chairperson;
- the Vice-Chairperson;
- the Regional Planner; and
- one other NMRPC member.

15.3 The seal of the NMRPC may be affixed to any contract, document, or instrument by any officer or other person authorized by the NMRPC to execute that contract, document or instrument.

Section 16: Reporting Obligations

16.1 An annual report of the NMRPC shall be prepared and made available to the Government of Canada, the Government of Nunavut, and Makivik. The NMRPC shall use its best efforts to ensure that the annual report is widely distributed among Inuit in Nunavik.

16.2 The annual report shall contain the financial summary of the NMRPC, which shall include the personnel costs incurred in that year.

Section 17: Rules Relating to the Management and Operation of the NMRPC

17.1 The NMRPC, by resolution, may prescribe such rules relating to the management and operation of the NMRPC as the NMRPC considers expedient.

Section 18: Adoption, Repeal and Amendment of By-laws

18.1 The by-laws of the NMRPC may be adopted, repealed or amended by resolution of the NMRPC.

Section 19: Language of Business

19.1 The NMRPC shall conduct its business in Canada's official languages as required by legislation or policy and, upon request of any member, also in Inuktitut.